

Constitution

Of

JUNEAU

TLINGIT & HAIDA

COMMUNITY COUNCIL

Adopted November 5, 1992
Amended September 2, 1993
Amended October 14, 2004
Amended March 10, 2005
Amended October 13, 2005
Amended March 8, 2007
Amended May 10, 2007
Amended February 9, 2012
Amended May 10, 2012
Amended April 9, 2015
Amended January 14, 2016
Amended January 12, 2017

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PREAMBLE

We, the members of the Juneau Tlingit & Haida Community Council, which Community is delegated authority to elect delegates by the Rules of Election of the Central Council Tlingit & Haida Indian Tribes of Alaska, in order to better provide for the organization of the Community, both generally and as a constituent part of the Central Council and the welfare of ourselves and our posterity, do ordain and establish this Constitution.

ARTICLE I. NAME

The name of this Council shall be Juneau Tlingit & Haida Community Council, hereafter referred to as the Council.

ARTICLE II. PURPOSE

The purpose of this Council shall be to promote and protect the health, education, economic and general welfare of its Community members and of their children; to administer services as may contribute to the social, traditional, cultural and economic development for members; and to govern, conduct and manage the affairs and property of the Council.

ARTICLE III. MEMBERSHIP

- §1. **Membership.** The members of the Juneau Tlingit & Haida Community Council pursuant to the Central Council Tlingit & Haida Indian Tribes of Alaska (“Central Council”) Constitution, Article III Section I shall be:
- a. All living persons residing in Juneau who are included on the roll prepared by the Secretary of the Interior pursuant to § 8 of the Act of June 19, 1935 (49 Stat. 388), as amended by the act of August 19, 1965 (79 Stat. 543); and
 - b. All other living persons of Tlingit or Haida blood residing in the Juneau:
 - 1) Who were legal residents of the Territory of Alaska on June 19, 1935, or prior thereto, or who are descendants of such persons; and
 - 2) Who duly apply for membership in the tribes and show to the satisfaction of the Central Council that they are eligible therefore.
- § 2. **Voting Membership.** The voting members of the Community shall be those persons whose names are included from time to time on the Official Voting List of the Central Council prepared in accordance with the Rules of Election.

ARTICLE IV. COMMUNITY COUNCIL

- § 1. **Governing Body.** The governing body of the Community shall be a Council composed of the following:
- a. One person for every 150 persons or fraction thereof of Tlingit or Haida descent regardless of age, living within the confines of Juneau, who shall be elected in accordance with such **Rules of Election** referred to in Article III, §2 by the voting members of the Community from the certified list of members obtained from the Central Council; provided that an additional person may be elected so that the Community Council is composed of an uneven number of members. *Effective Date: March 2008*

ARTICLE V. TERMS OF OFFICE

- § 1. **Term.** The terms of the delegates to the Central Council and to the Council shall be for two years or until their successors are elected and seated.
- § 2. **Combined Office.** A person may be elected to hold the offices the Council and delegate to the Central Council at the same time.

ARTICLE VI. OFFICERS

- § 1. **Officers.** Within thirty (30) days of the election of the Council, the Council shall meet and elect from their number the following officers: President, Vice President, Secretary, Treasurer, and three At Large Council Members. These officers shall perform the duties

prescribed by this Constitution and by the parliamentary authority adopted by the Council.

- § 2. **Term.** The term of the officers shall be for two (2) years, or until their successors are elected and seated.
- § 3. **Other Officers.** The Council may appoint such other officers as it deems necessary.
- § 4. **Compensation.** All officers of the Council shall serve at its pleasure and shall receive such compensation and allowances, if any, as shall be prescribed by the Council, subject to the availability of funds.

ARTICLE VII. FUNCTIONS OF OFFICERS

- § 1. **President.** The President of the Community Council shall be its chief executive officer at all its functions and operations. He or she shall preside over all meetings of the Council and shall be an ex-officio member of all of its committees. Subject to the direction of the Council and/or its Executive Committee, conduct and manage the business of the Community Council, execute all documents, direct all personnel and be the chief spokesperson for and on behalf of the Council and the Community. Further, he/she shall exercise such powers of his or her office, and appoint committees to assist the Council or the President in the performance of his/her functions.
- § 2. **Vice President.** The Vice President shall be vested all powers of the President in the absence of the President from Council meetings, and such other administrative duties as may be delegated to him/her by the President or Council. Should the position of President become vacant, the Vice President shall fulfill the duties of the position for the remainder of the term.
- § 3. **Secretary.** The duties of the Secretary shall be to insure the following functions are performed:
 - a. To keep a record of all the proceedings of the Council which is usually the minutes;
 - b. To keep on file all committee reports;
 - c. To keep the Council's official membership roll; and to call the roll where required;
 - d. To make the minutes and records available upon request;
 - e. To notify officers, committee members, and delegates of their election or appointment, to furnish committees with whatever documents are required for the performance of their duties, and to have on hand at each meeting a list of all existing committees and their members;

- f. To transmit delegates' credentials to Central Council;
- g. To sign all certified copies of the acts of the Council, unless otherwise specified in this Constitution;
- h. To maintain record book(s) in which the Constitution, special rules of order, standing rules, and minutes are entered, with any amendments to these documents properly recorded, and to have the current record book on hand at every meeting;
- i. To send out to the Council a notice of each meeting, known as the call of the meeting, and to conduct the general correspondence of the Council, that is, correspondence which is not a function proper to other offices, or to committees;
- j. To prepare, prior to each meeting, an order of business for the use of the presiding officer, showing in their exact order, under the correct headings, all matters known in advance that are due to come up and, if applicable, the times for which they are set;
- k. In the absence of the President and Vice President, to call the meeting to order and preside until the immediate election of a chairperson pro tem.

§ 4. **Treasurer.** The duties of the Treasurer, in coordination with the President and other Officers, shall be to insure the following:

- a. To accept, receive, receipt for, preserve and safeguard all funds in possession or custody of the Council or the Community, whether as owner, trustee, or otherwise;
- b. To deposit all such funds in such depositories as the Council shall direct, and keep adequate and accurate records and account of the same;
- c. To report on all receipts and disbursements and on the amount and nature of all such funds in his or her possession or custody at each meeting of the Council and at such other times as requested by the President;
- d. To disburse funds as authorized by the President, Executive Committee or Council, consistent with Council procedures following clear audit guidelines.
- e. To be required to give bond satisfactory to the Council, and in the case of funds allocated or made available to the Community by the Central Council, to the Central Council;
- f. The Community Council may at any time make such further provisions concerning funds in its possession or custody as it deems necessary or desirable for their safety and proper use.

ARTICLE VIII. MEETINGS

- § 1. **Annual Meetings.** The Council will annually report its activities and financial status to the Community. Reports shall include those of the Executive Officers, standing committees and management staff. The annual meeting shall be held annually, in the month of March.
- § 2. **Regular Meetings.** The Council will meet in regularly scheduled meetings on the second Thursday of the month or as set by previous meeting.
- § 3. **Special Meetings.** Special meetings of the Council may be called by the President or by the Executive Officers, or upon the written request of eleven (11) members of the Council. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least three (3) days' notice shall be given.
- § 4. **Quorum of Council.** Eleven elected members of the Council shall constitute a quorum. Effective March 8, 2007.

ARTICLE IX. EXECUTIVE COMMITTEE

- § 1. **Executive Committee.** The officers of the Council and three (3) At-Large Council members shall constitute the Executive Committee.
- § 2. **Authority.** The Executive Committee shall have authority to conduct the affairs of the Council between meetings, fix the hour and place of meetings, make recommendations to the Council, and perform such other duties as are specified in this Constitution. The officers shall be subject to the orders of the Council, and none of its acts shall conflict with actions taken by the Council.
- § 3. **Quorum.** Not less than two-thirds (2/3) of those elected and/or appointed to the Executive Committee shall constitute a quorum.
- § 4. **Meetings.** The Executive Committee shall meet at the call of the President or five (5) Executive Committee members.
- § 5. All committees shall be appointed by the President. Each committee shall be subject to the Authority, Committee Purpose and Primary Duties outlined in the Council Members Handbook & Committee Guidelines adopted by the Council. Each committee will set regular meeting dates and reports to the Council. Each committee may modify the goals of the previous committee with approval by the Council and may appoint subcommittees to handle the business of the Committee. The President shall be ex-officio member of all committees except the Nominating Committee.

- 5a. **Finance/Audit Committee.** A Finance/Audit Committee composed of the Treasurer and four other members shall be appointed by the President. It shall be the function of this committee to review the proposed budget and recommend its approval to the full Council. The finance Committee shall be responsible for any Programs/Activities that involve finances including Gaming, Benefits, and Building Management. The Finance/Audit Committee may from time to time submit amendments to the budget for the current year, which may be adopted by a majority vote.

The Finance/Audit Committee shall have the authority to arrange for external, independent audit, arrange for audit bids, reviews and recommends selection of auditor to Council; monitors audit process, assuring audit is in accordance with generally accepted auditing standards, and fills the requirements of Council. The Committee will participate with management and external auditor in resolving deficiencies identified during the audit and inform the Council of the results of the audit.

- 5b. **Governance Committee.** A Committee of five members shall be appointed by the President, whose duty it shall be to plan the annual Council goals and objectives for the following calendar year. This proposed plan shall be submitted to the Council for review and approval at its regular meeting in January. The committee shall also be responsible for any issues involving the Organic Documents of the Community Council including the Constitution, Rules of Order and Election Rules. They shall serve as the Resolutions Committee in preparation for General Assembly.
- 5c. **Health/Education/Social Services Committee.** A committee composed of five members plus the SEARHC Board Representative shall be appointed by the President. This committee will be responsible to insure that the Juneau Tribal Members have access to quality health care, social service resources and to insure that Juneau Native youth have an equal opportunity for attaining a successful education in a safe and secure environment.
- 5d. **Cultural/Community Activities.** A committee composed of five members appointed by the President. This committee is charged with the responsibility to insure that our Traditional Tribal Values and Native Culture and Protocol are perpetuated in our community environment. This includes any such community activities that may be held to honor our youth, elders and families.
- 5e. **Local Election Committee.** The Council is charged with holding the election of delegates to the Tribal Assembly of the Central Council. A committee composed of 5 members whose duty is to insure that the election of Community members to the Council and delegates is carried out according to the Rules of Election established by the Central Council and those of the Community Council.
- 5f. **Other Committees.** Such other committees, standing or special, shall be appointed by the President as the Council or the Executive Officers shall from time to time deem necessary to carry on the work of the Council.

ARTICLE X. FORFEITURE, REMOVAL, RECALL AND VACANCY

- § 1. **Voluntary Resignation.** Any member of the Council may resign by submitting a written resignation.
- § 2. **Forfeiture.**
- a. Any officer or Council member of the Council who is convicted of a felony shall forfeit his office;
 - b. Any officer or Council member of the Council who is absent from three regular meetings of the Council in any one year beginning with the month of April, without being excused, shall have his or her seat declared vacant by the Council after notice and an opportunity to be heard. A member will be considered excused if he/she has notified the President in advance of the beginning of the meeting. Notice may be done by telephone, email or in-person.
- § 3. **Removal.** Any member of the Council found guilty by the Council of neglect of duty, gross misconduct in office, or any offense involving dishonesty may be removed from the office by the Council by affirmative majority vote of at least twelve (12) Council members voting in secret ballot, provided that such member shall first have been given ten (10) days' notice in writing of the charges against him or her and have been given an opportunity to answer such charges before the Council. No member of the Council shall preside over the meeting at which his or her removal is being considered. All questions of removal under this section shall be resolved by the Council, and the decision of the Council shall be final.
- § 4. **Recall.** Any member of the Council may be recalled by the Community if a valid petition requesting such recall and setting forth reasons, signed by at least thirty percent (30%) of eligible voters on the most current Official Voting List, is presented to the Council. The Council shall within thirty (30) days of receipt of such petition call an election to consider the recall of the named official, such election to be conducted in accordance with the Rules of Election referred to in Article III of this Constitution. If a majority of the voters vote in favor of the recall at an election at which at least 30% of the eligible voters participate, the official shall be removed. No official may be subjected to recall proceedings more than once in the course of his or her term.
- § 5. **Vacancies.** In the event a council member position has been vacated, whether it may be by removal, recall, absences or forfeiture, shall be filled by appointment from the list of runner-up candidates which is from the latest official election results in descending order beginning with the highest vote numbers, and such replacement shall serve until the vacated term expires.

In the event the President position has been vacated, whether it may be by removal, recall, resignation or forfeiture, shall be filled by the Vice President for the remaining term of office.

In the event any other officer or executive committee member position has been vacated, whether it may be by removal, recall, resignation or forfeiture, the highest ranking officer shall call for nominations and election at the next regularly scheduled meeting or a special meeting called for this purpose if more than 30 days before a regularly scheduled meeting. Vacancies of officers shall be filled within 30 days.

ARTICLE XI. POWERS OF COMMUNITY COUNCIL

- § 1. **Powers.** Subject to applicable laws and regulations of the United States and the Constitution, resolutions and laws of the Central Council Tlingit & Haida Indian Tribes of Alaska, the Council shall have full powers necessary and convenient to govern, conduct and manage the affairs and property of the Council.
- § 2. **Power Without Limitations.** Subject only to the limitations of the Central Council Constitution Article VII Section 1.j., Section 3 and Section 4.b. and c., the Council shall have the following powers:
- a. To acquire and dispose of property, real and personal, for and on behalf of the Community by any and all means, for such consideration and upon such terms as it shall decide;
 - b. To negotiate and enter into contracts for and on behalf of the Community with persons and entities or affiliates of every kind and description, public and private;
 - c. To borrow and raise money by all means, and to pledge the credit of the Community;
 - d. To employ lawyers and other persons to render professional, technical, and other services of every kind and description to the Community;
 - e. To authorize the advance, expenditure, use, investment and reinvestment of funds on deposit in the Treasury of the United States to the credit of the Community in such manner and for such purposes as may be authorized by Congress, and of funds allocated or made available to the Community by the Central Council in such a manner and for such purposes as may be authorized by the Central Council;
 - f. To consult with and to advise any and all persons, officers, and entities or affiliates, public and private, concerning subjects and matters affecting the interest of the Community;
 - g. To charter or otherwise authorize and provide for the Council of subordinate groups, including tribal courts and entities or affiliates to perform governmental or proprietary functions for the Community, and to delegate to such subordinate groups and entities or affiliates, such powers as it shall decide under such rules and regulations and subject to such limitations and conditions as it shall prescribe;

- h. To instruct the delegates from the Community to the Central Council concerning their representation of the Community on the Central Council;
 - i. To provide for the organization of a local election committee and to appoint the Chairperson and members thereof, and to appoint a registrar of voters for the Community;
 - j. This organization is organized exclusively for the health, education, economic and general welfare of its Community members and their children; to administer charity and such other services as may contribute to the social, traditional, cultural and economic development for the members within the meaning of Section 501(c)(3) of the Internal Revenue Code.
 - k. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code.
 - l. Upon the winding up and dissolution of any organization of the Council, after paying or adequately providing for the debts and obligations the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or organization which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.
 - m. However, if the named recipient is not then in existence or is no longer exempt from Federal income tax, or is unwilling or unable to accept the distribution, then the assets under subsection 1. shall be distributed to an organization which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.
 - n. This organization is not organized for profit, and no part of the net earnings shall inure to the benefit of any community member.
- § 3. **Powers Incidental.** The Council shall possess such powers as are incidental or necessary to execution of the powers set forth above and such further powers as it may from time to time be granted by the Central Council or other authority.

ARTICLE XII. SOVERIGNTY LIMITATIONS

The Juneau Tlingit & Haida Community Council shall agree to coordinate any application and award of federal grant programs with the Central Council. In the event any federal grant or contract application competes with any federal grant application submitted by or

managed by Central Council, the Juneau Tlingit & Haida Community Council shall withdraw its application or relinquish its award.

The immunity of the Juneau Tlingit & Haida Community Council evolves and arrives from the sovereign immunity of the Central Council; thus, the Juneau Tlingit & Haida Community Council shall conduct and adhere to the prescriptions of the Central Council Constitution Article VII Sections 3 and 4, as follows:

"Section 3. The Central Council, through either the General Assembly or the Executive Council, may charter or otherwise authorize and provide for the organization of subordinate groups or entities to perform governmental, proprietary and revenue-raising enterprise functions for the Tribe and its member citizens, and to delegate to such subordinate groups or entities such powers as it shall determine under such rules and regulations and subject to such limitations and conditions as it shall prescribe.

Section 4.

b. **Sovereign Immunity of Subordinate Entities**

Subordinate entities of the Central Council created pursuant to Section 3 of this Article shall have the same sovereign immunity as the Central Council of Tlingit and Haida Indian Tribes of Alaska. The sovereign immunity of any such subordinate entity may be waived only by express resolution of the governing body thereof and pursuant to its organic document. Waivers of sovereign immunity of governmental subdivisions of the Central Council are disfavored and shall be granted only when necessary to secure a substantial advantage or benefit to the governmental subdivision. Waivers of sovereign immunity shall not be general but shall be specific and limited as to duration, grantee, transaction, and property or funds, if any, of the subordinate entity thereto, court having jurisdiction pursuant thereto and law applicable there under. No subordinate entity may waive the sovereign immunity of the Central Council of Tlingit and Haida Indian Tribes of Alaska, nor may any action of a subordinate entity impair or affect the credit or assets of the Central Council in any manner.

c. **Sovereign Immunity of Tlingit and Haida Community Councils**

The sovereign immunity of a Tlingit and Haida Community Council may be waived only by express legislative action of the Community Council after consultation with the Community attorneys. All waivers of sovereign immunity must be preserved with the acts and resolutions of the of the Central Council in any manner."

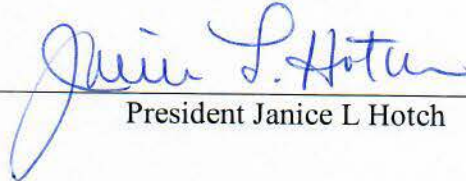
ARTICLE XIII. PARLIMENTARY AUTHORITY

- § 1. **Rules of Procedure.** The rules contained in the Council Members Handbook & Committee Guidelines, Rules of Order of the Juneau Tlingit & Haida Community Council and the current edition of Robert's Rules of Order, Newly Revised, shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with this Constitution and any special rules of order the Council may adopt.

ARTICLE XIV. APPROVAL AND AMENDMENT OF CONSTITUTION

- § 1. **Approval of Constitution.** This Constitution is subject to approval by the Juneau Tlingit & Haida Community Council at a regular meeting after a thirty (30) day notice to the Council and thereafter by the Central Council Tlingit & Haida Indian Tribes of Alaska pursuant to the Central Council Constitution Article VII. Section 1.j.
- § 2. **Amendment of Constitution.** This Constitution may be amended at any regular meeting of the Council by a majority vote of the Council in attendance at a meeting in which a quorum is present, provided that the amendment has been submitted in writing at the previous regular meeting, and thereafter subject to approval by the Central Council pursuant to the Central Council Constitution Article VII. Section 1.j.
- § 3. **Required Notice.** Thirty (30) days written notice shall be given by the Council of proposed amendments to the Constitution.

CERTIFY



President Janice L Hotch

ATTEST



Secretary Michael John Hoyt