

CONSTITUTION  
OF THE  
SEATTLE TLINGIT & HAIDA COMMUNITY  
AN INSTRUMENTALITY  
OF THE  
CENTRAL COUNCIL OF TLINGIT & HAIDA INDIAN TRIBES OF ALASKA

PREAMBLE

We, the Members of the Seattle Tlingit & Haida Community (hereafter “Community”) of the Central Council of Tlingit & Haida Indian Tribes of Alaska (hereafter “Tlingit & Haida”), which Community is a Recognized Community and an instrumentality of Tlingit & Haida entitled to elect Delegates to the Tlingit & Haida Tribal Assembly, affirm our belief in the equality of all Tribal Citizens, no matter where they reside, and to better provide for the organization of the Community under the jurisdiction of Tlingit & Haida as the regional tribal government of our aboriginal and indigenous lands, and in order to promote the objectives of the Community and the general welfare of our Members, do voluntarily ordain and establish this Community Constitution in accordance with the Tlingit & Haida Constitution and Rules of Election as long as it remains the will of the Community.

ARTICLE I

TRIBAL CITIZENS, COMMUNITY REGISTRATION, AND ELECTIONS

Section 1 Community Citizens

The Community citizens shall be Tlingit & Haida Tribal citizens registered to the Community as provided for by the Tlingit & Haida Constitution and Rules of Election, as may be amended.

Section 2 Elections

Community citizens age 18 or older on the Tlingit & Haida Official Voting List are eligible to be candidates for election to Delegate and Council Member.

ARTICLE II

DELEGATES AND COMMUNITY COUNCIL

Section 1 Governing Body

- A. The Community shall elect Delegates to the Tlingit & Haida Tribal Assembly, in the number apportioned to the Community by the Rules of Election, and Community Council Members in a single election in accordance with the Tlingit & Haida Rules of Election.
- B. The candidates receiving the greatest number of votes shall be elected Delegate for all apportioned Delegate seats, and the remaining candidates elected Community Council Member (hereafter “Council Members”) for the number of Community Council seats apportioned to the Community.

- C. The total number of Council Members shall be determined by an apportionment of one (1) Community Council Member for every two hundred fifty (250) persons registered to the Seattle Tlingit & Haida Community.
- D. The governing body of the Community shall be the Community Council, composed of duly elected and seated Delegates and Council Members.
- E. The Rules of Election shall govern the terms of Delegates and Council Members and their election. The elected Delegates and Council Members shall submit a signed Oath of Office to the Local Election Official within ten calendar days of the certified election day, which evidences their fiduciary duties to the Community and Tlingit & Haida.

## Section 2 Executive Body

- A. The Community Council shall include a President, a Vice-President, a Recording Secretary, a Corresponding Secretary, a Treasurer, and a Sergeant-At-Arms. The President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and Sergeant-At-Arms shall also be known as the Executive Officers of the Community Council
- B. Within thirty (30) calendar days of a certified election result from Tlingit & Haida, the elected Delegates and Council Members who have signed their Oath of Office shall convene in a special meeting via audio or video conference call to elect Executive Officers by majority vote of the quorum present. If no candidate receives a majority vote on the first ballot, the candidate with the fewest votes shall be eliminated, and additional rounds of voting shall be conducted until one candidate achieves a majority.

## Section 3 Community Council Meetings

- A. The Community shall encourage the participation of Council Members from all Community citizens wherever they reside by holding Community Council meetings by electronic communications, including audio only or video/audio conferencing. The Community Council shall hold regular meetings, at such times and places, as it shall provide, with a seven calendar day written notice to all Delegates and Council Members and posting notice to the Community webpage and social media, if available.
- B. Special meetings may be called by written notice signed by the President or by a quorum of the Delegates and Council Members of the Community Council with three day notice to all Delegates and Council Members, and at such special meetings the Community Council may transact any business and take action within its powers.
- C. At all meetings of the Community Council a quorum shall consist of eleven (11) Delegates and/or Council Members.

- D. Whether assembled or not, a quorum of the members of the Community Council can transact any business or take any action within the powers of the Community Council by written communication; provided, that before the Community Council shall take action when not assembled, a reasonable effort shall be made to notify each Delegate and Council Member and a record of the concurrence of the majority in writing or writings which shall be transmitted to the Secretary of the Community Council for minutes of the proceeding. A written notice or written communication to a Delegate and Council Member means a mailing to a verified account including but not limited to e-mail, text message and social media platform message.

#### Section 4 Vacancy of Delegates and Council Members

- A. In the event a vacancy occurs in an elected Delegate or Community Council seat (which shall be determined in accordance with the T&H Rules of Election), the vacancy shall be filled as follows:
1. Next Highest Vote-Getter: The qualified candidate who received the next highest number of votes in the most recent election shall be seated for the remainder of the unexpired term.
  2. If no such candidate is available or willing to serve, the Community Council shall appoint a qualified Community Citizen to fill the vacancy by majority vote.

#### Section 5 Governing Rules

- A. The Community Council meetings shall be governed in accordance with Robert's Rules of Order (most recent edition).

### ARTICLE III

#### POWERS OF THE COMMUNITY COUNCIL

#### Section 1 Acts and Powers

Subject to applicable Constitution, laws and regulations of Tlingit & Haida, the Community Council shall have full powers necessary and convenient to govern, conduct and manage the affairs and property of the Community. The enumeration of specific powers shall not be construed to limit other inherent or incidental powers necessary to the conduct of Community affairs. Without limitation of the foregoing, the Community 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 of every kind and description, public and private;

- C. To borrow and raise money by all lawful 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 bank or investment accounts to the credit of the Community in such manner and for such purposes as may be authorized by the Community Council, and of funds allocated or made available to the Community by Tlingit & Haida in such manner and for such purposes as may be authorized by Tlingit & Haida;
- F. To consult with and to advise any and all persons, officers, and entities, public and private, concerning subjects and matters affecting the interests of the Community;
- G. To charter or otherwise authorize and provide for the organization of subordinate groups or entities to perform governmental or proprietary functions for the Community, and to delegate to such subordinate groups or entities 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 Tlingit & Haida concerning their representation of the Community on the Tribal Assembly;
- I. To provide for the appointment of committees deemed appropriate to the function of the Community Council.

## Section 2      Extent and Primacy of Powers

- A. The Community Council shall possess such powers as are incident or necessary to the execution of the powers set forth above and such further powers as it may from time to time be granted by Tlingit & Haida. No motion can be introduced that is outside the objectives of the Community as defined in the Community Constitution or Tlingit & Haida Constitution, laws, regulations, and Tribal Assembly resolutions.
- B. The Community Council shall act by affirmative majority vote of its Council Members.
- C. All Community Council meetings shall be conducted in conformance with this Constitution, the Tlingit & Haida Constitution and regulations as amended, the resolutions adopted by the Tlingit & Haida Tribal Assembly, and Robert's Rules of Order. Any conflict among the preceding authorities shall be resolved in the order of precedence set forth in the preceding sentence.

#### Section 4 Sovereign Immunity Waivers

- A. The sovereign immunity of the Community and those acting on behalf of the Community may be waived only by express approval from the Community Council and the Tlingit & Haida Executive Council.
- B. All waivers of sovereign immunity must be in writing and preserved with the acts and resolutions of the Community Council of continuing force and effect. Waivers of sovereign immunity are disfavored and shall be granted only when necessary to secure a substantial advantage or benefit to the Community.
- C. Waivers of sovereign immunity shall not be general but shall be specific and limited as to duration, grantee, transaction, property or funds, if any, of the Community subject thereto, court having jurisdiction thereof and law applicable thereunder.
- D. The Community cannot waive the sovereign immunity of Tlingit & Haida, nor may any action of the Community impair or affect in any manner the credit or assets of Tlingit & Haida.

#### Section 5 Sovereign Immunity Protection

- A. When acting within the scope of their fiduciary duty and authority, the members of the Community Council and their agents, as well as tribal citizens acting in an official capacity, are immune from unconsented suit in accordance with the Tlingit & Haida Constitution Article V. Such immunity shall extend beyond the term of office or agency for actions taken during said term or agency.

### ARTICLE IV

#### FUNCTIONS OF OFFICERS

#### Section 1 President

- A. The President of the Community Council shall be its chief executive officer and the chief executive officer of the Community.
- B. The President shall preside over all meetings of the Community Council, and, subject to its direction, conduct and manage the business of the Community, execute documents for and on behalf of the Community Council and the Community, be a member ex-officio of all committees of the Community Council and Community, and exercise such other powers as may be delegated by the Community Council.
- C. The President may delegate authority to others to perform functions and exercise powers of the office, and appoint committees to assist the Community Council or the President in the performance of their functions.
- D. All correspondence shall be approved by the President prior to release.

- E. The President may vote on any issue at their own discretion.

## Section 2 Vice President

- A. The Vice-President shall assist the President when called upon to do so. In the absence of the President from a meeting of the Community Council, the Vice-President shall preside.
- B. When the President is temporarily disabled, or absent from the Community and unavailable, the Vice-President shall act as President.

## Section 3 Recording Secretary

- A. The Recording Secretary shall keep an accurate record of all actions taken and business conducted by the Community Council.
- B. The Recording Secretary shall promptly transmit copies of all minutes of meetings and resolutions of the Community Council to the Tlingit & Haida Office of the President or Delegate, and attest the signature of the President or other authorized officer on legal documents executed for or on behalf of the Community Council or the Community.

## Section 4 Corresponding Secretary

- A. The Corresponding Secretary shall send out proper notices of all called meetings, conduct the correspondence of the organization as directed by the President.

## Section 5 Treasurer

- A. The Treasurer shall accept, receive, receipt for, preserve and safeguard all funds in the possession of the Community Council or the Community.
- B. The Treasurer shall deposit all such funds in such depositories as the Community Council shall direct and keep adequate and accurate records of the same.
- C. The Treasurer shall report on all receipts and disbursements and on the amount and nature of all such funds at each meeting of the Community Council and at such other times as requested by the President. They shall not pay out or disburse any funds except as authorized by the Community Council. All disbursements must be signed by two officers, one of whom must be the Treasurer and the other who must be either the President or the Vice-President.
- D. 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.

## Section 6 Sergeant-at-Arms

- A. The Sergeant-At-Arms will maintain order in any Community Council function.

Section 7      Vacancy in Executive Office

- A. A vacancy in any Executive Office shall occur by reason of death, resignation, incapacity, dereliction of duty, or removal as Delegate or Council Member (which shall be determined in accordance with the T&H Rules of Election). The Community Council shall determine whether a vacancy exists in cases of dereliction or incapacity by majority vote following reasonable notice (no less than seven calendar days) and opportunity for the affected officer to respond in writing or in person before the vote is taken.
- B. In the event of a vacancy in the Office of the President, the Vice-President shall assume the duties of the President for the remainder of the term.
- C. Vacancies in any other Executive Office shall be filled by majority vote of the Community Council from among the seated Council Members, who shall serve for the remainder of the unexpired term.

ARTICLE V

ADOPTION AND AMENDMENT

This Community Constitution, subject to approval by or on behalf of Tlingit & Haida, shall be in force and effect when ratified by a majority of the elected Community Council at an election called for the purpose upon not less than 30 days notice. The Constitution may be amended in like manner.