

Triangle Native American Society, Inc.

BY-LAWS

August 1, 2003

MISSION

The Triangle Native American Society (TNAS) is a visionary entity empowering American Indian people residing in the Triangle Community to become resilient leaders advocating for educational advancement, economic sufficiency, self-determination and cultural inclusiveness and awareness by capitalizing and building upon the strengths of the community and the infrastructure that promotes and encourages the blending of diverse groups.

ARTICLE I: Registered Office and Agent

Section 1.1 – Name

The name of this organization shall be the TRIANGLE NATIVE AMERICAN SOCIETY, Incorporated. The entity is a private, non-profit organization.

Section 1.2 – Location

The address of the organization is Post Office Box 26841, Raleigh, North Carolina, 27611.

ARTICLE II: Purpose and Policies

Section 2.1 – Objectives

The purpose of the TNAS is to act as the official governing urban Indian organization in the triangle community. Furthermore, the organization seeks to unite American Indians together bridging various unique culture and traditional blends while holistically attending to the needs of the Indian population residing in the community. These will be accomplished by the following:

1. To obtain and administer funds to address the needs of the Indian constituency residing in the triangle community;
2. To provide residents residing in the triangle community information and referral services;
3. To educate, stimulate and cultivate cultural awareness through programming and other forms of media;
4. To promote unity and leadership to achieve political and developmental strength while providing effective advocacy for the American Indian population; and
5. To further strength educational achievement through providing a culturally relevant learning community.

Section 2.2 – Dissolution

Upon dissolution of the organization, ensuring all liability, outstanding payments and distributions are made, remaining assets will be distributed as mandated by the Board of Directors.

ARTICLE III: Membership/Organization

Section 3.1 – Governing Body

The governing body of TNAS shall consist of an Executive Council, Executive Officers and Representatives (Directors). The Board of Directors shall manage the business and affairs of the organization.

Section 3.2 – Membership

Membership will be conferred to individuals as outlined and governed in the TNAS Constitution, Article 2, Sections 1 – 6.

Section 3.3 – Dues

The annual dues shall be those established by the society each year at its annual meeting, not to exceed the following schedule for each class of membership. Dues will only increase incrementally at \$5.00.

Section 3.4 – Meeting Frequency

Regular meetings of the Board of Directors shall occur on the first Monday of the month, unless the Monday is a holiday. On such occasions, the meeting is scheduled for the following Monday.

The Board of Directors shall meet as often as necessary to conduct the business of the organization, but at a minimum of ten times a year.

The President of TNAS has the authority to reschedule meetings, by 2/3 vote of the Board of Directors.

ARTICLE IV: Annual Meeting

Section 4.1 – Purpose

The purpose of the Annual Meeting is to establish a calendar of events and agenda for the Executive Council to follow for the preceding year. Additionally, annual resolutions will be presented (60 days prior to the Annual Meeting) for vote. Constitutional and By-Law amendments will also occur at the Annual Meeting.

Annual Elections will occur only during the Annual Meeting, unless illness, death, or resignation of a Director occurs.

Section 4.2 – Quorum

Quorum shall consist of at least two thirds (2/3) representation of the Board.

Section 4.3 – Voting

Each Director and Executive Officer and Executive Council person, with the exclusion of the President, shall carry one vote.

Section 4.4 – Annual Meeting Date

The Annual Meeting shall occur in the first Monday in October.

ARTICLE V: Governing Body

Section 5.1 – Definition

The Governing Body, as determined in Article III, Section 1 shall consist of Executive Council, Executive Officers and Representatives (Directors). The Governing Body shall consist of at minimum 4 members to a maximum of 12.

Section 5.2 – Executive Council

The Executive Council shall consist of the following members: President, Vice-President, Treasurer, and Secretary.

Section 5.3 – Executive Officers

The Executive Officers are comprised of the positions of Parliamentarian and Historian. These offices will be filled by appointment of the Executive Council and Directors.

Section 5.4 – Directors (Representatives)

Directors are appointed by the Executive Council. Members of the organization who have served as the President of the organization automatically are appointed as Directors to the board (these must reside in the target counties).

Section 5.5 – Removal and Vacancies

Any Executive Council, Executive Officer or Director may be removed from office with just cause by a majority vote.

Vacancies occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, for the vacant terms remaining portion.

Section 5.6 – Meeting Frequency

The Board of Directors shall meet on the first Monday of the month, unless the Monday is a holiday. On such occasions, the meeting is scheduled for the following Monday. A minimum of ten meeting must occur annually.

Section 5.7 – Open Meetings

Unless otherwise stated, all meeting of TNAS are open to the public. Attendees may voice concerns or provide input at these meetings, but only when the President yields the floor for discussion.

Section 5.8 – Closed Meetings

The Executive Council holds the authority to call any meeting closed to the general public or to anyone who is not a member of the Board of Directors.

Section 5.9 – Special Meetings

Any member of the Executive Council has the authority to request a special meeting. In order for this action to occur, all Executive Council members must consent. It will be the responsibility of the Secretary to contact, in writing or via email (to be followed up with a phone call) and within seventy-two hours in advance, all members of the Board of Directors. The purpose of the meeting shall be stated and the business of the meeting confined to the purpose.

Section 5.10 – Quorum

Quorum for the monthly meetings shall be made up of two thirds (2/3) attendance by the Board of Directors, including the Executive Council and the Executive Officers.

Section 5.11 – Absentee Policy

Attendance is mandatory for all the Governing Body. If a member has to miss a meeting, he/she is required to notify the secretary prior to the scheduled meeting. If a Director misses more than two consecutive meetings, then his/her position is forfeited.

Section 5.12 – Duties and Authorities of the Executive Council

It is the duty of the Executive Council to facilitate all meetings and functions of TNAS. The Executive Council will address issues brought to it and represent final authority on issues, within our organizational constructs, presented to them. The Executive Council holds the authority to serve as a representative of affiliated organizations on the state and national level where Indian affair issues are concerned.

Section 5.13- Duties and Authorities of the Directors

It will be the duty of the Directors to serve as community voices representing the issues/concerns of members within the community. These will also assist the Executive Council and Executive Officers in addressing Indian issues on local, state and national levels.

Section 5.14 – Duties of the Governing Body

The Governing Body of TNAS will serve in official capacity representing the needs of Native peoples residing in the triangle community. They will assist other tribes, organizations, and other units on policy, governance, service delivery and advocacy affecting the Native population in the triangle, the state and the nation.

Section 5.15 – Limitations of Authority

The Executive Council cannot issue a decision that is in direct conflict with the TNAS as a whole. Any one Executive Council member cannot decide to address an issue or call a meeting that has not been agreed upon by a consensus of the Executive Council members. The President of TNAS carries no voting powers unless there is a tie in the Board of Directors voting.

Directors cannot call open floor discussion, send official correspondence from the TNAS, and represent TNAS as liaison between state and national groups unless deemed appropriate by a consensus of the Executive Council. Directors cannot independently issue decisions, actions or the like on behalf of the TNAS without the decision being administered by the indicated meeting quorum.

Section 5.16 – Elections and Positions

Elections shall be held once a year during the Annual Meeting. No member of the Governing Body shall hold more than one position in the TNAS.

ARTICLE VI: Council and Officers

Section 6.1 – President

1. Duties: The President shall be the Chairperson and facilitate all general society meetings and Executive Committee meetings, or designate the Vice-President or other director. The

President shall have the power to appoint regular or special committees as he/she may deem necessary. The President cannot vote on any issue except in the event of a tie.

2. **Authorities:** The President shall have the sole authority to sign contracts with other agencies and will be the sole authority to sign checks with the treasurer.
3. **Eligibility:** The President must have Regular Membership and must be active in organizational programming. Also, the President must have at minimum a two year affiliation with the society.
4. **Term of Office:** The term of office shall be one year from the commencement of the induction ceremony. The term can be consecutive, but cannot be more than a two year term.

Section 6.2 – Vice-President

1. The Vice-President shall exercise all the powers and duties of the President during his/her absence or inability to act and shall perform such other duties as assigned by the Executive Committee.
2. **Authorities:** The Vice-President shall act as the coordinator of the standing committees and shall serve as the liaison from the Executive Council to the Executive Officers and Directors.
3. **Eligibility:** The Vice-President must have Regular Membership and must be active in organizational programming. Also, the Vice-President must have at minimum a two year affiliation with the society.
4. **Term of Office:** The term of office shall be one year from the commencement of the induction ceremony. The term can be consecutive, but cannot be more than a two year term.

Section 6.3 – Secretary

1. **Duties:** The Secretary shall take official minutes of the monthly meetings and the Annual Meeting. He/She must provide all governing body members with minutes via email (one week prior to the meeting) and in writing (day of the meeting). He/She will be shall be responsible for meeting notifications and shall act as the contact person for missed meetings and shall be in charge of all mail. The Secretary shall be responsible for maintaining updates and revisions for membership and shall be responsible for maintaining updating the Constitution and By-Laws.
2. **Authorities:** The Secretary shall maintain and keep the disk of the Constitution and By-Laws and update both as mandated after the Annual Meeting.
3. **Eligibility:** The Secretary must have Regular Membership and must be active in organizational programming. Also, the Secretary must have at minimum a one year affiliation with the society.
4. **Term of Office:** The term of office shall be one year from the commencement of the induction ceremony. The term can be consecutive, but cannot be more than a three year term.

Section 6.4 – Treasurer

1. The Treasurer shall be the chief fiscal agent of the society and shall exercise such authority and perform such duties as prescribed by the Executive Council. The Treasurer shall have custody of all funds, securities and legal instruments of the society and shall be responsible for their safekeeping. To this end, he/she may, subject to the approval of the Executive Council, determine the place and manner of depositing and safekeeping of such funds, securities and legal instruments. A correct account of all receipts and disbursements must be kept and a complete up-to-date report submitted at each meeting. The Executive Council shall have full right to examine and/or cause an audit to be made annually and a full report presented to the full body at the next meeting.

2. Authorities: The Treasurer has full authority to sign checks on behalf of the TNAS.
3. Eligibility: The Treasurer must have Regular Membership and must be active in organizational programming. Also, the Treasurer must have at minimum a five year affiliation with the society.
4. Term of Office: The term of office shall be one year from the commencement of the induction ceremony. The term can be consecutive.

Section 6.5 – Historian

1. Duties: The Historian is to keep an accurate account of the events orchestrated by the TNAS. The Historian shall keep the minutes in the absence of the Secretary.
2. Authorities: The Historian will have rights and privileges to create and maintain all historical files of the TNAS.
3. Eligibility: The Historian must have Regular Membership and must be active in organizational programming. Also, the Historian must have at minimum a one year affiliation with the society.
4. Term of Office: The term of office shall be one year from the commencement of the induction ceremony. The term can be consecutive, but cannot be more than a four year term.

Section 6.6 – Parliamentarian

1. Duties: The Parliamentarian must maintain order during the meetings and serve as the Sergeant at Arms.
2. Authorities: The Parliamentarian has the sole authority to “Call the House” if there is not a quorum at any given meeting. He/She also has the authority to excuse individuals who are abrasive during meetings.
3. Eligibility: The Parliamentarian must have Regular Membership and must be active in organizational programming. Also, the Parliamentarian must have at minimum a one year affiliation with the society.
4. Term of Office: The term of office shall be one year from the commencement of the induction ceremony. The term can be consecutive, but cannot be more than a four year term.

ARTICLE VII: Elections

Section 7.1 – Term

The term of all newly elected members of the Governing Body shall be one year, with regards as outlined in Article VI, unless otherwise noted.

Section 7.2 – Executive Council and Officer Nomination

Nominations may be made on the floor at the Annual Meeting by any voting member of the society in good standing. Candidates will accept or reject their nominations prior to voting.

Section 7.3 – Directors

Directors will be appointed by the President of the TNAS to complete the Board of Directors positions. Any past President who has Regular Membership of the TNAS will automatically be appointed to the Board of Directors.

Section 7.4 – Run-Off

In the event of a Run-Off, nominees shall be given the opportunity to present their qualifications for position and a vote shall be taken by secret ballot.

Section 7.5 – Vacancies

Vacancies occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, for the vacant terms remaining portion.

Section 7.6 – Proxy Voting

The votes of voting members by proxy shall not be accepted.

Section 7.7 – Time Table for New Officers

Elections will occur in October and new installation of the Executive Council and Executive Officers will begin on January 1. Newly appointed officials will shadow the current Executive Council from October until January 1.

ARTICLE VIII: Committees

Section 8.1 – Establishment of Committees

The President and Vice-President has the authority to establish or create a committee. The Vice-President will coordinate the standing committees. The following committees are standing committees:

1. Cultural/Education Committee
2. By-Laws Committee: will be chaired by the Secretary
3. Gala Committee
4. Scholarship Committee
5. Pow Wow Committee
6. Social/Publicity Committee: will be chaired by the Historian
7. Grants Committee
8. Membership: will be chaired by the Secretary

ARTICLE IX: Financial and Expenditures

Section 9.1 – Treasurer’s Report

The Treasurer is responsible for presenting the Treasurer’s Report at each monthly meeting and at the Annual Meeting.

Section 9.2 – Annual Budget

A projected Annual Budget will be created for programming purposes. The Executive Council will be responsible for the formulating the projected budget. Budgets must be approved by the Executive Council and brought forth to the Board of Directors for a vote by March 1st. There must be a 2/3 vote agreeing on the approved budget, or it will default back to committee for further review.

Section 9.3 – Expenditures

All the TNAS expenditures shall be approved by the President and the Treasurer. Expenditures must be reported to the Governing Body.

Section 9.4 – Dues

Dues will be collected at the Annual Meeting and will be due prior to the beginning of the new fiscal year. Please refer to Article 3, Section 3 for due increase increments.

Section 9.5 – Fiscal Year

The fiscal year shall be begin January 1 and shall close December 31.

ARTICLE X: Amendments to the By-Laws

Section 10.1 – Procedure to Amend By-Laws

Any amendment to the By-Laws must be proposed to two-third of the voting members at the monthly meeting (action will not be taken until the Annual Meeting). Written notification of the change must occur sixty (60) days prior to the Annual Meeting. Amendments shall be declared adopted which are presented and passed by majority vote during the Annual Meeting.

Section 10.2 – Amendments to the By-Laws

Amendments to the By-Laws will only occur during the Annual Meeting. Refer to Article 10, Section 1 for procedural protocol.

Section 10.3 – Storage

Two copies of the By-Laws shall be kept on disk by the Secretary and the President. A hardcopy must also be kept and maintained by both positions.

ARTICLE XI: Parliamentary Procedure

Section 11.1 – Procedure

Meetings will proceed in an informal fashion as deemed appropriate by the Executive Council modeled with Robert's Rules of Order and will stricken when necessary.

Respectfully submitted,

Brett A. Locklear, Chair
By-Laws Committee

Amended, October 2003