

# CONSTITUTION

of the

## SAN FRANCISCO TLINGIT AND HAIDA COMMUNITY

a political subdivision of the

~~OF THE~~ CENTRAL COUNCIL OF -TLINGIT AND HAIDA INDIAN TRIBES OF ALASKA

### PREAMBLE

We, the ~~members~~ Members of the San Francisco Tlingit and Haida Community (hereafter "Community") of the Central Council of Tlingit and Haida Indians Tribes of Alaska (hereafter "Community Tlingit & Haida"), which Community is a Recognized Community and a political subdivision of Tlingit & Haida entitled to elect ~~d~~ Delegates to the Central Council of the Tlingit and Haida Indian Tribes of Alaska (hereafter "Central Council"), Tlingit & Haida Tribal Assembly, the governing body of Tlingit & Haida, in order and better to better provide for the organization of the Community, ~~both generally and as a constituent part of the Central Council~~ 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 Central Council~~ the Community and the general welfare of our Members ~~selves and our posterity~~, do ordain and establish this Community Constitution in accordance with the Tlingit & Haida Constitution and Rules of Election.

### ARTICLE I

#### Membership TRIBAL CITIZENS, COMMUNITY REGISTRATION, AND ELECTIONS

##### Section 1

Community Citizens ~~Full Member~~ -- The ~~Full Members~~ Members of the Community citizens with the right to vote shall be ~~those persons~~ Tlingit & Haida Tribal citizens registered to the Community as provided for by the Tlingit & Haida Constitution and Rules of Election whose names are included on the official voting list of the Community prepared in accordance with Rule 5 of the Rules for the Election of Delegates to the Official Central Council of the Tlingit and Haida Indian Tribes of Alaska (hereafter "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. ~~Associate Member~~ — Associate Members shall be (1) the husband or wife of a Full Member or (2) a person with Alaska Native blood who is either a shareholder in any corporation created under the Alaska Native Claims Settlement Act or an enrolled member of a federally recognized Indian Tribe or Village located in Alaska. Associate Members may not vote or hold elective office, but may serve on any committee, participate in any other Community activity, and enjoy all other privileges and benefits of membership in the Community.

##### Section 3

~~Honorary Member~~ — Honorary membership may be conferred by the membership on any person who by qualification of excellence and merit is entitled to this honor.

##### Section 4

~~Membership dues shall be \$5.00 per year for every member, payable on September 1 of each year. Dues shall be used, in part, to defray the cost of the Newsletter.~~

## ARTICLE II

### DELEGATES AND COMMUNITY COUNCIL~~Community Council~~

#### Section 1

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 the number of seven, in a single election in accordance with the Tlingit & Haida Rules of Election, with the candidates receiving the greatest number of votes elected Delegate for all apportioned Delegate seats and the remaining candidates elected Community Council Member for the remaining Community Council seats, if any.

The governing body of the Community shall be ~~a council~~the Community Council, composed of seven persons duly elected and seated Community citizens, called "Council Members" ~~who shall be elected in accordance with the Rules of Election by the Full Members of the Community and shall be named the San Francisco Community Council of the Tlingit and Haida Indian Tribes of Alaska (hereafter "Community Council").~~ The Community Council Members shall consist of include a President, a Vice-President, a Secretary, ~~Newsletter Secretary,~~ a Treasurer, and the appropriate number of three additional Council Members ~~to total seven persons~~. The President, Vice-President, Secretary, ~~Newsletter Secretary,~~ and Treasurer shall also be known as the executive officers of the Community Council and the Community. Council Members shall serve for a term commencing upon certification of the election as provided under the Rules of Election and until their successors are certified. Within thirty calendar days following an election, the elected Council Members shall convene in a special meeting via audio or video conference call to elect Executive Officers by affirmative majority vote of the quorum present voting. ~~The same person may be elected to the offices of Secretary and Treasurer or Newsletter Secretary and Treasurer. Each executive officer and additional Council Member on the Community Council shall be elected by a majority of the Full Members who vote at a given election.~~

#### Section 2

The Rules of Election shall govern the terms of members of the ~~Community Delegates and Community Council Members~~ shall be two years, ~~and their election~~ or until their successors are elected and seated, and shall correspond as nearly as practicable to the terms of delegates from the Community to the Central Council. A person may hold the offices of member of the Community Council and delegate to the Central Council at the same time. The members of the Community Council shall be elected at the same elections as delegates to the Central Council. ~~Delegates to the Central Council shall be elected in accordance with the Rules of Election.~~ The elected Delegates and Council Members shall submit a signed Oath of Office to the Local Election Official within ten calendar days of election, which evidences their fiduciary duties to the Community and Tlingit & Haida.

#### Section 3

The Community ~~Council~~ shall encourage Community 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 ~~such~~ regular meetings, at such times and places, as it shall ~~by resolution~~ provide, with a ten calendar day written notice to all Council Members and posting notice to the Community webpage and social media, if available. Special meetings may be called by written notice signed by the President or by a majority of the ~~Council~~ Members of the Community Council with three day notice to all Council Members, and at such special meetings the Community Council may transact any business and take any action within its powers. At all meetings of the Community Council a quorum shall consist of a majority of the members of the Community Council and no business may be transacted unless a quorum is present. Whether assembled or not, a majority 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 ~~advise and consult~~ notify each Community Council ~~m~~Member and ~~provision shall be made for evidencing~~ a record of the concurrence of the majority in writing or writings which shall be transmitted to the Secretary of the Community Council for ~~preservation in its records~~ minutes of the proceeding. A written notice or written communication to a Council Member means a mailing to a verified address, electronic mail message, or text message. The order of business during the regular meetings shall be as follows: (a) Approval of the Agenda, (b) Approval of Reading of the previous meeting minutes, (c) Community citizen comments, (d) Reports of Executive Officers and Standing Committees or special committees, (e) Old business or unfinished business, (f) New business, and (g) Good of the order and welfare.

#### Section 4

The Community Council meetings shall be governed in accordance with Robert's Rules of Order (most recent edition). ~~One fourth or more of the Full Members of the Community by petition in writing may demand an election to vote on the recall of any member of the Community Council. Such petition may be filed with any member of the Community Council who shall immediately notify the other members of its receipt. Upon receiving such notice the Community Council shall assemble without delay to examine the petition. In addition, the Community Council may recommend to the Community that a Council Member be removed from office for any of the following reasons: (a) failure to satisfy the requirements for holding office as provided herein; (b) absence without good reason from three consecutive Community Council meetings for which proper notice was given; (c) gross misconduct in office, neglect of duty or conviction of a felony after his or her election; or (d) physical or mental incapacity to perform his or her duties. If the Community Council finds that a petition has been executed by one fourth or more of the Full Members of the Community and that five of the seven Council Members have voted to recommend removal of a Council Member, the Community Council shall give notice to the concerned Council Member and call a special election with notice of at least 30 days at which time the Full Members of the Community can vote for or against the recall of the Council Member who is the subject of the petition or recommendation. Such an election shall be conducted as nearby as practicable in accordance with the Rules of Election referred to in Article I of this Constitution; provided, that the voting roll of the Community last compiled shall be used without opening to receive applications for registration. The affirmative vote of a majority of those eligible to vote in the election shall be required to effect the recall of the Council Member concerned.~~

### ARTICLE III

#### Powers of Community Council

#### Section 1

Subject to applicable Constitution, laws and regulations of Tlingit & Haida ~~the United States and to the Constitution and resolutions of the Central Council of the Tlingit and Haida Indians Tribes of Alaska~~, the Community Council shall have full powers necessary and convenient to govern, conduct and manage the affairs and property of the Community. 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 ~~Treasury of the United States~~ 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 ~~Congress~~, and of funds allocated or made available to the Community by Tlingit & Haida ~~the Central Council~~ in such manner and for such purposes as may be authorized by Tlingit & Haida ~~the Central Council~~;

(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 ~~d~~ Delegates from the Community to ~~the Tlingit & Haida~~ Central Council concerning their representation of the Community on the Tribal Assembly ~~Central Council~~;

(i) To provide for the appointment of a Local Election Committee, Social Committee(s), Newsletter Committee, Finance Committee, Audit Committee, Enrollment person, and such other committees deemed appropriate.

## Section 2

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 ~~the Central Council or other authority~~. 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.

## Section 3

The Community Council shall act by affirmative majority vote of its Council Members. A quorum shall consist of a majority of those holding the office of Community Council Member and no business shall be transacted unless a quorum is present. 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. The President may vote only to break a tie or when it is clear the vote of the President will affect the outcome of the issue.

## Section 4

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 ~~consultation with the Community attorneys~~. 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. 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. The Community cannot waive the sovereign immunity of Tlingit & Haida ~~the Tlingit and~~

~~Haida Indian Tribes of Alaska~~, nor may any action of the Community impair or affect in any manner the credit or assets of ~~the Tlingit & Haida Indian Tribes of Alaska~~.

#### Section 54

When acting within the scope of their fiduciary duty and authority, the members of the Community Council and their agents, as well as tribal members acting in an official capacity, are immune from unconsented suit in accordance with the Tlingit & Haida Constitution Article VII. 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

The President of the Community Council shall be its chief executive officer and the chief executive officer of the Community. ~~He or she~~ 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 to him or her. ~~He or she~~ The President may delegate authority to others to perform functions and exercise powers of his or her ~~the~~ office, and appoint committees to assist the Community Council or the President in the performance of their functions. All correspondence shall be approved by the President prior to release.

##### Section 2

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. When the President is temporarily disabled, or absent from the Community and unavailable, the Vice-President shall act as President. ~~All correspondence shall be approved by the President prior to release.~~

##### Section 3

The Secretary shall keep an accurate record of all actions taken and business conducted by the Community Council and conduct its correspondence. ~~He or she~~ The Secretary shall promptly transmit copies of all minutes of meetings and resolutions of the Community Council to the ~~President of the Central Council~~ Tlingit & Haida Office of the President or his or her delegate delegee, 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

~~The Newsletter~~ Secretary shall send out proper notices of all called meetings, and serve as Chair~~person~~ of the Newsletter Committee.

##### Section 5

The Treasurer shall accept, receive, receipt for, preserve and safeguard all funds in the possession of the Community Council or the Community. ~~He or she~~ 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. ~~He or she~~ 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. He or she shall not pay out or disburse

any funds except as authorized by the Community Council. All disbursements must be signed by one of the following persons: President, Vice-President or Treasurer. 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 V

### Adoption and Amendment

This Community Constitution, subject to approval by or on behalf of Tlingit & Haida ~~the Central Council~~, shall be in force and effect when ratified by a majority of the ~~Full Members~~ citizens on the most recent Official Voter List of the Community who vote at an election called for the purpose upon not less than 30 days notice. ~~The~~ Constitution may be amended in like manner.