

NOOKSACK TRIBAL COUNCIL

PO Box 157
Deming, WA 98244

RESOLUTION #11-24
March 25, 2011

TITLE: APPROVAL OF THE NOOKSACK TRIBAL ELDERS PROGRAM COMMITTEE CHARTER AND BYLAWS

WHEREAS, the Nooksack Tribal Council ("Council") is the governing body of the Nooksack Tribe of Indians, a recognized tribe, under the Treaty of 1855, in accordance with its Constitution and By-Laws approved by the Deputy Assistant Secretary of Indian Affairs on September 23, 1973, and in accordance with Indian Reorganization Act of June 18, 1934; and

WHEREAS, in accordance with Article VI, Section 1(F) of the Constitution and Bylaws of the Nooksack Indian Tribe, the Council may select subordinate boards, establish associations, and organizations for the benefit of the Nooksack Indian Tribe; and

WHEREAS, the Council, in consultation with the Nooksack Elders Program Director, has determined it is necessary to establish an advisory committee for the purposes of providing advice to the Nooksack Elders Title IV Program and the Council; and

WHEREAS, the Council has reviewed the Nooksack Tribal Elders Program Committee Charter and Bylaws submitted by the Director of the Elders Program, and

NOW THEREFORE BE RESOLVED, The Council approves the Nooksack Tribal Elders Program Committee Charter and Bylaws to establish the Nooksack Tribal Elders Program Committee.

BE IT FURTHER RESOLVED THAT the Chairman, or Vice-Chairman in his absence, is hereby authorized and directed to execute this resolution and any documents connected here within, and the Secretary is authorized and directed to execute the following certification.

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CERTIFICATION

I hereby certify that the above resolution was duly enacted by the Nooksack Tribal Council by a vote/telephone vote of the members held on March 25, 2011 on the Nooksack Indian Reservation, at which time a quorum was polled. The resolution was approved by a vote of:

6 FOR, 6 AGAINST, and 0 ABSTENTIONS.

ATTEST:



Robert Kelly Jr.
Tribal Council Chairman



Rudy St. Germain
Tribal Council Secretary

NOOKSACK TRIBAL ELDERS PROGRAM COMMITTEE CHARTER AND BYLAWS

ARTICLE I NAME AND DURATION

- Section 1. Name.** In accordance with Article VI, Section 1(F) of the Constitution and Bylaws of the Nooksack Indian Tribe, the Tribal Council (“Council”) may select subordinate boards, establish associations, and organizations for the benefit of the Nooksack Indian Tribe. The Nooksack Tribal Council shall name this committee the Nooksack Tribal Elders Program Committee (“Committee”).
- Section 2. Duration.** The Committee shall be established upon the Council’s appointment of members. The Committee shall remain established until such time as the Council takes formal action to dissolve the Committee.

ARTICLE II PURPOSE AND DUTIES

- Section 1. Purpose.** The Committee is formed to advise the Nooksack Elders Title VI Program (“Program”) and the Council on policies which may be used to meet the purposes and needs of the Program and/or other Nooksack Tribal programs serving Nooksack Elders. The purpose of this Committee is to provide information, feedback, and/or recommendations to the Program Director and the Council. The Committee shall only be in an advisory capacity and it shall not interfere with any internal affairs of individuals, groups, or organizations. It shall also not be responsible for Program administration or set Program policy.
- Section 2. Duties.** The Committee’s duties are:
- A. To attend all scheduled Committee meetings.
 - B. To ensure fairness and adequate services for all Nooksack enrolled elders age 55 years and over.
 - C. To make recommendations in the development of the Program’s budget. Examples of recommendations include but shall not be limited to; staff and administrative expense, elder socials, recreational/cultural activities and travel
 - D. To consult with and make recommendations in the recruitment and hiring of Program staff.
 - E. To be a forum for the consideration of general community issues and specific elder issues.
 - F. To be involved in Program development and supplementation consistent with grant funding regulations, guidelines, and Council directives.
 - G. To inform Nooksack elders and the general community of current and future issues and projects.

- H. To participate in fundraising accountability, menu planning, activities, and membership.
- I. To make quarterly reports to the Program Director and provide updates as requested by the Council.

ARTICLE III REPRESENTATION

- Section 1. Representation.** The Committee shall be composed of eight (8) members. Seven (7) members shall be appointed by the Council and one (1) member shall be Program staff and appointed by the Director of the Program.
- Section 2. Term.** Each member's term will be one (1) year. Terms shall be staggered and the initial term of the Committee will consist of the Council appointing three (3) members with six (6) month terms and four (4) members with one (1) year terms. The initial term of the Program staff member shall be one (1) year. Members terms may be renewed by the appointing authority. If no appointment is made after the completion of a first, second, or third term, that member shall continue as a voting member until such time as that person is reappointed or replaced.
- Section 4. Voting.** The Program staff member shall not have voting authority and shall serve as the Committee Facilitator ("Facilitator"). The seven (7) Council appointed members shall each have a vote in matters before the Committee.
- Section 5. Attendance.** Members must notify the Facilitator of the Committee in advance of a scheduled meeting if they are unable to attend. The Facilitator shall determine if an absence is excusable for reasons such as illness, emergency, or scheduled business or personal travel. If a member is absent more than three (3) scheduled meetings in a twelve month period, the Facilitator of the Committee shall notify the Council. Unexcused absences from three (3) consecutive regular Committee meetings shall be cause for a member to be dropped by the membership roster at the third meeting, upon a majority vote of the Committee. A member shall be notified by letter prior to any action by the Committee.
- Section 4. Vacancies.** When a vacancy or failure to appoint or reappoint occurs for any reason, the Facilitator shall notify the appropriate appointing authority which may be the Council or the Program Director.
- Section 5. Removal of a Member.** The voting members may be removed from the membership of the Committee by a majority vote of a quorum of the Council at which a quorum is present. The Program staff member may be removed from the membership of the Committee by the Director of the Program.
- Section 6. Resignation.** Any member of the Committee may resign at any time by giving written notice to the Facilitator, who shall forward such notice to the Committee and the Council. Any such resignation will take effect upon receipt or upon any

date specified therein. The acceptance of such resignation at a Committee meeting shall not be necessary to make it effective.

Section 7. Conflict of Interest. No member of the Committee shall engage in or accept private employment or render services for private interests when such employment or service is incompatible with the proper discharge of official duties or would tend to impair independence or judgment or action in the performance of official duties. No such member shall use information to which they have access to advance the financial or other private interests of themselves or others. No such member shall accept any valuable gifts, whether in the form of services, loan, thing or promise from any person who is interested, directly or indirectly in business dealings with the Nooksack Indian Tribe or grant any improper favor or service. No such member shall appear in behalf of private interests before any agency of the Nooksack Indian Tribe or represent other interests in any action or proceedings against the interests of the Nooksack Indian Tribe. A member may appear before private or tribal agencies in the performance of tribal or civil obligations.

Section 8. Disqualification for Interest: No member shall in any manner, directly or indirectly, participate in the deliberation upon or the determination of any matter affecting his/her pecuniary interest or pecuniary interests of any corporation, partnership or individuals in which he is directly or indirectly interested. Any member shall withdraw from the meeting during the deliberation or determination of any matter with respect to which they are disqualified and the minutes shall so state. The member may be counted present for the purpose of constituting a quorum. Should any such member not comply with these provisions, their vote shall automatically be void and not counted. Intentional non-compliance shall be considered misconduct and the member shall be subject to removal.

ARTICLE IV OFFICERS

Section 1. Officers. The Officers of the Committee shall consist of the Facilitator and the Program Director in the Facilitator's absence.

Section 2. Facilitator Duties. The Facilitator shall preside at all meetings of the Committee, and shall notify members of meetings, submit such agenda, recommendations, and information at such meetings as are reasonable and proper for the conduct of the business affairs and polices of the Committee. The Facilitator shall be responsible for minutes at all regular or special meetings. The Facilitator shall sign all correspondence, resolutions, and such other official documents necessary to carry out the business of the Committee. Unless another member of the Committee is otherwise designated, the Facilitator shall be the official spokesperson for the Committee.

Nooksack Elders Program Committee Charter and Bylaws

Section 3. Program Director Duties. The Program Director shall perform the duties of the Facilitator in the absence or incapacity of the Facilitator. In the event of the death, resignation or removal of the Facilitator, the Program Director shall assume the Facilitator's duties until such time as the Program Director appoints a new Program staff member to serve as the Facilitator.

ARTICLE V MEETINGS

Section 1. Regular Meetings. The regular meetings of the Committee shall be held on the first Thursday of every month at the hour of 3:00 p.m. in the Social Services Conference Room or at such other location as designated in advance by the Facilitator. In the event that the regular meeting date shall be a legal holiday, an alternate meeting time will be selected by the Facilitator, or delayed until the next regular meeting date, at the discretion of the Facilitator. A meeting agenda and other documents necessary for the conduct of business of the Committee shall be delivered to the members, by electronic mail or regular mail, at least 72 hours prior to the meeting.

Section 3. Special Meetings. Special meetings of the Committee may be held upon the call of the Facilitator, or of the majority of the Committee, for the purpose of transacting any business designated in the call, after notification of all members of the Committee by written notice delivered personally or by mail at least seventy two (72) hours before the designated time and place specified in the notice for the special meeting. At such special meeting, no business other than that designated in the call shall be considered.

Section 4. Adjourned Meetings. Any meeting of the committee may be adjourned to an adjourned meeting without the need for notice requirements of a special meeting, provided that said adjournment indicates the date, time and place of the adjourned meeting. Committee members absent from the meeting at which the adjournment decision is made shall be notified by the Facilitator of the adjourned meeting.

Section 5. All Meetings to be Open and Public. All meetings of the Committee shall be open and public. All persons shall be permitted to attend any such meeting except as otherwise provided by law. At every meeting, members of the public shall have the opportunity to address the Committee on matters within the Committee's purpose.

Public input and comment on matters on the agenda, as well as public input and comment on matters not otherwise on the agenda, shall be made during a time set aside for public comment; provided, however, that the Committee may direct that public input and comment on matters on the agenda be heard when the matter regularly comes up on the agenda. The Facilitator may limit the total amount of time allocated for public discussion on particular issues and/or time allocated to each individual speaker.

- Section 6. Posting Agendas/Notice.** The Facilitator shall post a notice or agenda for each regular or special meeting of the Committee, containing a brief description of each item of business to be transaction or discussed at the meeting together with the time and location of the meeting. Agendas/notices shall be posted at least 72 hours in advance of each regular meeting and at least 24 hours in advance of each special meeting, on the bulletin board of the Tribal Administration Building.
- Section 7. Non-Agenda Items.** Matters brought before the Committee at a regular meeting which were not placed on the agenda of the meeting shall not be acted upon by the Committee. Those non-agenda items brought before the Committee, which the Committee determines, will require Committee consideration and action shall be placed on the agenda for the next regular meeting.
- Section 8. Quorum.** The powers of the Committee shall be vested in the members thereof in office from time to time. Five (5) of the total members in office, including the Facilitator, shall constitute a quorum for the purpose of conducting the Committee's business, exercising its powers and for all other purposes, but less than that number may adjourn a meeting from time to time until a quorum is obtained. An affirmative vote by a majority of the members present at a regular or special meeting of the Committee at which a quorum is present shall be required for approval of any question brought before the Committee.
- Section 9. Order of Business.** All business and matters before the Committee shall be transacted in conformance with basic parliamentary procedures implemented by the Facilitator.
- Section 10. Minutes.** The minutes of the Committee shall be in writing. Copies of the minutes of each meeting of the Committee shall be made available to each member of the Committee no less than one week before the next meeting. Official minutes of the Committee shall remain at the offices of the Tribal Council Secretary, where they will be made available to the public.

ARTICLE VI REPRESENTATION BEFORE PUBLIC BODIES

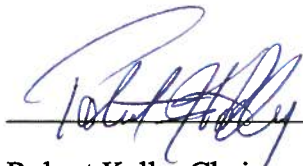
Any representation on behalf of the Committee before the Council or public bodies, shall be made by the Facilitator, the Program Director in the Facilitator's absence, or a member of the Committee specifically so designated by the Committee.

ARTICLE VII AMENDMENTS

These Charter and Bylaws may be recommended for amendment upon the affirmative vote of a majority of the total membership of the Committee at any meeting, provided, however, that (1) no amendment shall be adopted unless at least seven (7) days written notice thereof has previously been given to all members of the Committee. Notice of amendment shall identify the section or sections proposed for amendment and, if applicable, shall include the proposed

replacement working of the section or sections to be amended. Upon the approval of any amendment by the Committee, the proposed amendment shall be forwarded by the Chairperson to the Council for consideration and action. If the amendment is approved by the Council, the Chairperson of the Committee shall incorporate the changes into the Committee's Charter and Bylaws.

THIS CHARTER AND BYLAWS approved this 25th day of March, 2011, in accordance with the authority of the Nooksack Tribal Council Resolution No. 11-24.



Robert Kelly, Chairman
Nooksack Tribal Council

ATTEST:



Rudy St. Germain, Secretary
Nooksack Tribal Council