

1 **The Oneida Youth Leadership Institute Board**

2 **By-laws**

3  
4 **Article I. Authority**

5 1. Name

6 (a) The official name of this board is the Oneida Youth Leadership Institute Board  
7 referred to herein as the Board

8  
9 2. Authority

10 (a) By the authority of the Oneida Nation, the Board was established by the Oneida  
11 Youth Leadership Institute's Charter, which was adopted by Oneida Business Committee  
12 resolution #09-14-16-B .

13 (b) The purpose of the Oneida Youth Leadership Institute Board is to:

14 (1) receive tax-deductible contributions eligible under Internal Revenue Code  
15 Section 170 and 7871(a);

16 (2) approve and administer the Oneida Youth Leadership Institute's  
17 disbursements;

18 (3) promote nonprofit activities including, but not limited to, fundraising,  
19 education, training, meetings, workshops, publications and other relevant  
20 activities of the Oneida Youth Leadership Institute Board; and

21 (4) provide regular reporting to the Oneida Business Committee and General  
22 Tribal Council.

23 3. Office

24 (a) The official mailing address of the Board is P.O. Box 365, Oneida, WI 54155.

25 (b) The physical address of the Board is 909 Packerland Drive, Green Bay, WI 54303.  
26 The physical address of the Board is subject to change from time to time with approval of  
27 the Board and the approval of the Oneida Business Committee.

28  
29 4. Membership

30 (a) The Board shall be composed of a minimum of five (5) and a maximum of seven (7)  
31 directors. In selecting and appointing Directors, the Oneida Business Committee shall  
32 give due consideration to qualities of industry, responsibility, integrity, and judgment,  
33 and shall have due regard for the need for diversity of experience on the Board, the need  
34 for adequate representation of the areas of expertise required by the Oneida Youth  
35 Leadership Institute, and the guidelines of organizations which may provide financial  
36 assistance to Oneida Youth Leadership Institute.

37 (1) A minimum of four (4) directors shall be local to the area, residing within  
38 Brown or Outagamie counties.

39 (2) A minimum of three (3) directors shall be enrolled Tribal members of the  
40 Oneida Nation.

41 (3) To the extent possible, in order to create a well-balanced Board, when  
42 appointing directors, the Oneida Business Committee shall ensure that the Board  
43 contains a minimum of one (1) director with each of the specialties: management,  
44 business administration, youth services and law.

45 (4) In appointing the first Board, the Oneida Youth Leadership Institute's work  
46 group shall prepare a pool of candidates for the Oneida Business Committee's

47 consideration and the Oneida Business Committee shall make appointments from  
48 the said pool.

49 (5) In making all future appointments, the Board shall provide the Oneida  
50 Business Committee with three (3) candidates per available director position and  
51 the Oneida Business Committee shall make appointments from the candidates  
52 provided by the Board.

53 (6) Each director shall serve a term of three (3) years, provided that the initial  
54 directors, in order to stagger terms, shall be randomly assigned one, two, and  
55 three year terms, in roughly equal proportion, and the terms shall thereafter  
56 remain staggered for the duration of the Board's existence. Directors may be re-  
57 appointed to successive terms without limitation.

58 (b) Qualifications

59 (a) To be eligible for appointment to the Oneida Youth Leadership Institute  
60 Board, a candidate shall have the following qualifications:

61 (a) be at least twenty-one (21) years old;

62 (b) have a high school diploma, high school equivalency degree, or  
63 general education development certificate;

64 (c) have fundraising experience and either (1) experience in management,  
65 business administration, youth services or law, or (2) a bachelor's degree;

66 (d) have the ability to obtain a fiduciary bond; and

67 (e) have the ability to exercise sound judgment in matters relating to  
68 OYLI's purpose.

69 (c) Vacancies, Appointments, Resignations, Suspensions, and Removals

70 (a) Vacancies and Appointments. If any director dies, resigns, is removed,  
71 incapacitated, or is otherwise unable to serve, the chairperson of the Board shall  
72 initiate the appointment process by forwarding the Board's recommendations  
73 for appointment to the secretary of the Oneida Business Committee.

74 (b) Resignation. Directors wishing to resign may do so by submitting a written  
75 resignation at any regular Board meeting.

76 (c) Removal. Removal of directors may occur by the Oneida Business  
77 Committee in accordance with the Removal law or by the Board in accordance  
78 with the Board's charter. All removals of directors by the Board shall further the  
79 purpose and policy of the Oneida Youth Leadership Institute. Removals by the  
80 Board may be with or without cause, where the following creates cause for  
81 removal:

82 (a) failure to attend three (3) regularly scheduled meetings, whether  
83 excused or unexcused, within a six (6) month period;

84 (b) intentional misuse of funds;

85 (c) alcohol abuse while performing official responsibilities or illegal use  
86 of drugs at any time;

87 (d) failure to continue to meet the qualifications for serving as director;  
88 and/or

89 (e) committing a felony while serving as director.

90 (d) Subcommittees. A subcommittee may be appointed by the chairperson of the Board  
91 to carry out specific duties, when deemed necessary. The subcommittee shall serve until  
92 the duties with which this subcommittee has been charged are completed, and a report  
93 has been accepted by the Board.

94 (e) Board Duties. The duties of the Board include, but are not limited to, the following:

95 (1) At the commencement of taking office, new directors shall complete the  
96 Board Confidentiality Statement and the Non-Disclosure Agreement and provide  
97 the completed forms to the Chairperson. Upon submission of forms to the  
98 Chairperson, the director may vote on Board actions.

99 (2) Develop and adopt policy relating to the management and administration of  
100 the Oneida Youth Leadership Institute.

101 (3) Oversee the Oneida Youth Leadership Institute's distributions.

102 (4) Participate in training including orientation, board training and workshops  
103 pertaining to investing, fiduciary, and relevant Oneida laws.

104 (5) Oversee the Oneida Youth Leadership Institute's fund investment activity and  
105 portfolio management. The Board shall maintain this fiduciary responsibility  
106 until the Oneida Youth Leadership Board's funds reach one million dollars  
107 (\$1,000,000.00), at which time such responsibilities shall transfer to the  
108 Trust/Enrollment Committee. Should the Trust/Enrollment Committee assume  
109 such responsibilities, it shall regularly report the funds' performance to the Board.

110 (6) Participate in Oneida Youth Leadership Institute fundraising activities,  
111 including a personal financial contribution to annual fundraising campaigns.

112 (7) Restrict all use of the Oneida Youth Leadership Institute's donations to public  
113 purposes that promote leadership qualities in Oneida youth and, in all instances,  
114 prevent such donations from being used to contribute towards lobbying or  
115 political campaign activity, regardless of the purpose.

116 (8) Acknowledge all donations to the Oneida Youth Leadership Institute by  
117 providing a written acknowledgment of gratitude to each donor.

118 (9) Ensure that the Oneida Youth Leadership Institute's financials are audited  
119 annually and that findings of such audits are available to donors upon request.

120 (10) Make all reports made to the Oneida Business Committee and/or the  
121 General Tribal Council available to donors upon request.  
122

123 5. Stipends. The Board shall be a voluntary board until such time as the Board, by majority  
124 vote of directors at a duly called meeting, determines that the Oneida Youth Leadership Institute  
125 is financially stable enough to pay meeting stipends. Should the Board vote to pay meeting  
126 stipends, the stipend shall be fifty dollars (\$50.00) per meeting and shall be paid from the Oneida  
127 Youth Leadership Institute's earnings. The stipend amount may be modified as proposed by the  
128 Board and approved by Oneida Business Committee resolution. While the Board may meet as  
129 frequently as the business of the Oneida Youth Leadership Institute requires, directors may  
130 receive stipends for a maximum of two (2) meetings per month.  
131

132 6. Trainings and Conferences. The Board may, by written resolution, name required trainings  
133 and conferences required for directors to responsibly serve the Oneida Youth Leadership  
134 Institute.  
135

## 136 **Article II. Officers**

137 1. Officer Selection. The directors shall select from amongst themselves, at the first Regular  
138 meeting following annual appointment, the following officer positions, provided that all officers  
139 shall be enrolled Tribal members of the Oneida Nation: President, Secretary and Treasurer.

140 (a) If an officer position is vacated, the Board shall hold an interim election to fill the  
141 office for the balance of the year.

142 (b) Nomination of directors for officer positions may only be made by a director present,  
143 physically or electronically, at a duly called meeting of the Board.

144 (c) Any director nominated and/or elected to an officer position may communicate  
145 acceptance of such nomination/election via written correspondence, which may include  
146 electronic communications such as e-mail and facsimile.

147  
148 2. Officer Positions. The Board shall elect directors to the following officer positions:

149 (a) President

150 (a) The President shall call and preside over meetings, appoint subcommittees as  
151 needed, oversee all Board activities and schedule special meetings.

152 (b) The President shall invite input from directors for Board self-evaluations.

153 (c) The President shall serve as an ex-officio member of all established  
154 subcommittees.

155 (b) Treasurer

156 (a) The Treasurer acts with the same authority as the chairperson in the absence  
157 of the President.

158 (b) The Treasurer shall ensure the accuracy of the Oneida Youth Leadership  
159 Institute's financials.

160 (c) The Treasurer shall coordinate with the Trust/Enrollment Committee as  
161 necessary.

162 (d) The Treasurer is responsible for fulfilling all of the Board's financial reporting  
163 requirements, including the annual audit.

164 (c) Secretary

165 (a) The Secretary is responsible for all of the Board's record keeping, minutes  
166 and correspondence.

167 (b) In the absence of the President and Treasurer, the Secretary may call and  
168 preside over meetings.

169 (c) The Secretary is responsible for fulfilling all of the Board's non-financial  
170 reporting requirements.

171  
172 3. Budgetary and Travel Sign-Off Authority. With the Treasurer's guidance, the Board, as a  
173 whole, shall approve the Board's budget and, should the Board grow to be able hire its own staff,  
174 review and approve any budgets developed by staff. All travel and expenses incurred by the  
175 Board is required to be approved by the Board in advance of incurring such travel and expense  
176 costs. Travel and expenses specifically budgeted in the budget approved by the Board do not  
177 require separate approval by the Board.

178  
179 4. Personnel. Until the Board has sufficient earnings to hire its own staff, the Nation's Grants  
180 Manager shall be the Board's Executive Manager.

181 (a) Until the Board is able to hire its own staff:

182 (a) the Board shall receive approval from the Executive Manager's supervisor as  
183 to the scope of services/work hours he/she has available to contribute towards the  
184 Board;

185 (2) the Executive Manager shall report to the Board for direction in regards to  
186 projects assigned by the Board, provided that the Executive Manager's supervisor

187 shall be noticed of all assignments and shall remain responsible for all supervision  
188 of the Executive Manager; and  
189 (3) the Executive Manager shall coordinate use of other employees of the Nation  
190 with their respective supervisors as needed for Board assignments. An employee  
191 of the Nation may not work on Board activities until his/her supervisor has  
192 approved the scope/time of the employee's contribution.  
193 (b) All employees of the Nation contributing towards Board initiatives shall at all times  
194 remain employees of the Nation and shall at all times be governed by the Nation's  
195 employment laws, policies, and procedures.  
196

197 **Article III. Meetings**

198 1. Regular Meetings. The Board shall meet at least once every month and may meet as  
199 frequently as the business of the Oneida Youth Leadership Institute may require. The Board  
200 shall establish, by written resolution, the time and place of regular meetings and may amend the  
201 time and place of regular meetings by the same.  
202

203 2. Emergency/Special Meetings. The President may call Emergency/Special meetings. There  
204 shall be a minimum of twenty-four (24) hour verbal and/or written notice to all directors of any  
205 emergency and/or special meeting. A meeting satisfying this notice requirement and meeting  
206 quorum constitutes a duly called meeting.  
207

208 3. Quorum. A quorum of the Board shall consist of one-half of the Directors then in office,  
209 plus one. A quorum is required for the Board to take official action. A quorum may be reached  
210 by directors attending the meeting in person or, if preapproved by the Board, via conference call,  
211 Skype or similar technology.  
212

213 4. Order of Business. The format of the Board's agendas shall be as prescribed by the Secretary  
214 based on the following order of business:

- 215 (a) Call Meeting to Order
  - 216 (b) Approve Agenda
  - 217 (c) Approve Minutes
  - 218 (d) Attorney Business
  - 219 (e) Old Business
  - 220 (f) New Business
  - 221 (g) Other Business
  - 222 (h) Adjournment
- 223

224 5. Voting

- 225 (a) Voting shall be in accordance with Robert's Rule of Order.
- 226 (b) The President may not vote except in the event of a tie.
- 227 (c) Each director shall have one (1) vote.
- 228 (d) In the event a Board decision is needed outside of a duly called meeting, the  
229 Executive Manager or an officer of the Board may conduct a poll of the directors by e-  
230 mail, provided that the Board shall accept the results of the e-poll at the next available  
231 duly called meeting.

232 (e) In cases where a conflict of interest exists, the conflicted director shall recuse  
233 themselves from the action, or the Board can vote by a majority of the quorum present to  
234 exclude a director they believe has a conflict.  
235

236 6. Parliamentary Procedure. All meetings shall be conducted in accordance with the current  
237 edition of ROBERT'S RULES OF ORDER, in all cases to which they are applicable, unless they  
238 are inconsistent with these By-laws and/or any special rules of order the Board may adopt.  
239

#### 240 **Article IV. Reporting**

241 1. Agenda Items. The Board shall maintain agenda items in an identified and consistent format.  
242

243 2. Minutes and Attachments. The Board shall type minutes in a consistent format designed to  
244 generate the most informative record of the meetings of the Board. Handouts, reports,  
245 memoranda, and the like may be attached to the minutes and agenda, or may be kept separately,  
246 provided that all materials can be identified based on the meeting in which they were presented.  
247

248 3. Reporting. The Board shall also make quarterly reports to the Oneida Business Committee  
249 and annual and semi-annual reports to the Oneida General Tribal Council as described below,  
250 provided that the Board shall approve all reports by official Board action prior to the report's  
251 submittal to the Oneida Business Committee and/or the General Tribal Council:

252 (a) Quarterly Reporting. The Board shall make quarterly reports to the Oneida Business  
253 Committee based on the reporting schedule created by the Nation's Secretary, approved  
254 by the Oneida Business Committee and posted on the Nation's website. At a minimum,  
255 the Board shall include the following information in its quarterly reports:

256 (1) Names: Provide the name of the Board, the director submitting the report, and  
257 the Oneida Business Committee liaison, and a list of the directors and their titles,  
258 their term expiration dates and contact information.

259 (2) Minutes: Any required updates to meeting minutes previously submitted and  
260 approved by the Oneida Business Committee including any actions that have been  
261 taken and were not included in the meeting minutes previously approved by the  
262 Oneida Business Committee. No action or approval of minutes is required by the  
263 Oneida Business Committee unless specifically required by the these by-laws.

264 (3) Financial Reports: In the format designated by the Treasurer and as may be  
265 required by the Oneida Business Committee.

266 (4) Special Events during the Reporting Period: Report any special events held  
267 during the reporting period.

268 (5) Anticipated Special Events for the Upcoming Reporting Period: Report any  
269 anticipated special events to be held during the upcoming reporting period.

270 (6) Goals and Accomplishments: Provide the Board's annual goals established in  
271 the annual report pursuant to article 3(b)(5) and how the Board has worked  
272 towards achieving such goals during the reporting period.

273 (7) Meetings: Indicate when and how often the Board is meeting and whether  
274 any emergency and/or special meetings have been held.

275 (8) Follow-up: Report on any actions taken in response to Oneida Business  
276 Committee and/or General Tribal Council directives, if any.

277 (b) Annual Reporting. The Board shall make annual reports to the Oneida General Tribal  
278 Council based on their activities during the previous fiscal year using the format

279 prescribed by the Nation's Secretary. At a minimum, the Board shall include the  
280 following information in its annual reports:

281 (1) Names: Provide the name and purpose of the Board, a list of the directors and  
282 their titles and the contact person for the Board and their contact information  
283 including phone number, mailing address, email address, and the Board's website.

284 (2) Meetings: Provide when meetings held, where they are held, at what time  
285 they are held and whether they are open or closed.

286 (3) Stipends: Provide the amount of each stipend a director may be eligible to  
287 receive and the funding source of the stipends.

288 (4) Budget: Provide the Board's original budget for the previous fiscal year, what  
289 the actual budget expensed was at the close of the fiscal year, and, if not within  
290 the Board's original budget, an explanation for why the budget was exceeded.  
291 Also, provide the funding source for the Board's budget.

292 (5) Goals and Accomplishments: Provide up to three (3) accomplishments the  
293 Board achieved in the previous fiscal year and how each accomplishment  
294 impacted the Oneida community. Also, provide three (3) strategic goals the  
295 Board will pursue in the new fiscal year.

296 (6) Logo and Images: Provide the Board's logo that may be included in the report  
297 and any other pictures or images that the Board would like to be considered by the  
298 Nation's Secretary for inclusion in the report.

299 (c) Semi-Annual Reporting: The Board shall make semi-annual reports to the Oneida  
300 General Tribal Council based on their activities during the current fiscal year using the  
301 format prescribed by the Nation's Secretary. At a minimum, the Board shall include the  
302 following information in their annual reports:

303 (1) Names: Provide the name of the Board and, if there have been any changes  
304 since the annual report, provide an update of the following information:

305 (A) the purpose of the Board;

306 (B) a list of the Board's directors and their titles;

307 (C) the contact person for the Board and their contact information  
308 including phone number, mailing address, email address, and the Board's  
309 website.

310 (2) Meetings: If there have been any changes since the annual report, provide an  
311 update of when meetings are held, where they are held, at what time they are held  
312 and whether they are open or closed.

313 (3) Stipends: If there have been any changes since the annual report, provide an  
314 update of the amount of each stipend a director may be eligible to receive and the  
315 funding source for the stipends.

316 (4) Goals and Accomplishments: Provide an update on the three (3) strategic  
317 goals the Board named in its annual report.

318 (5) Logo and Images: Provide any pictures or images that the Board would like  
319 to be considered by the Nation's Secretary for inclusion in the report and, if the  
320 Board's logo has changed since the annual report, provide the new logo that may  
321 be included in the report.

322  
323 **Article V. Amendments**

324 1. At the first regular meeting following directors' appointment and taking of the oath of office,  
325 a review of these By-laws shall be conducted in order to determine that they are current with the  
326 relevant laws of the Nation and meet the needs of the Board.

327  
328 2. The Board or any of its directors may recommend amendments to these By-laws by placing  
329 the amendments on the agenda at a duly called Board meeting and providing written notice of the  
330 requested amendments in the meeting materials. They shall pursue such proposed amendments  
331 if the Board takes action approving the amendments by majority vote at the duly called meeting.

332  
333 3. All amendments are subject to subsequent approval by the Oneida Business Committee.

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337 Approved by the Interim Board 08-30-16

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339 Approved by Oneida Business Committee: 09-14-16

340