

ONEIDA NATION ARTS BOARD BYLAWS

Article I. Authority

- 1-1. *Name.* The name of this entity shall be the Oneida Nation Arts Board and may hereinafter be referred to as the Board.
- 1-2. *Establishment.* The Oneida Nation Arts Board was established by the Oneida Business Committee through adoption of resolution BC-8-4-93-A and expanded upon by the Oneida Nation Arts Program – Dollars for Art Project Policies law (“DAP Law”), adopted under resolution BC-09-13-00-C, as the entity delegated authority to oversee and administer the Oneida Nation Arts Program - Dollars for Arts Project.
- 1-3. *Authority.*
- (a) *Purpose.* The Board was established to assist in the promotion of a community that embraces art as a pathway to sovereignty, where traditional and contemporary arts are woven into the fabric of everyday life and embolden a sense of belonging. The Board was further established to provide advisory guidance and support to the Oneida Nation Arts Program (“ONAP”), and to oversee the Dollars for Arts Project (“DAP”) in accordance with the DAP Law.
 - (b) *Powers and Duties.* The powers and duties that have been delegated to the Board include, but are not limited to, the following:
 - (1) *Advisory.*
 - (A) Advise and guide an impactful Oneida Nation Arts Program; and
 - (B) Serve as a sounding board and feedback loop to the ONAP Director for matters related to the arts in the Oneida Nation.
 - (2) *Advocacy.*
 - (A) Participate in the arts through teaching, learning, sharing and outreach;
 - (B) Support artists in the community through support of and participation in programs, events, arts groups and activities; and
 - (C) Report ONAP/DAP/Board activities and impact to the Oneida Business Committee.
 - (3) *Evaluation.*
 - (A) Evaluate the ONAP by request of the ONAP Director; and
 - (B) Provide support for determining impactful measures of ONAP/DAP success.
 - (4) *Fiscal.*
 - (A) Approve policies and procedures for the overall coordination and administration of regranting;
 - (B) Review and evaluate regranting annually;
 - (C) Allocate DAP funds annually; and
 - (D) Approve Fiscal Sponsorships.

- (5) Carry out all additional powers/duties delegated to the Board through the DAP Law; Boards, Committees and Commissions law; and any other governing laws, policies, rules and/or resolutions of the Nation.

1-4. *Office.* The official mailing address of the Board shall be:
Oneida Nation Arts Board
P.O. Box 365
Oneida, WI 54155

1-5. *Membership.* The members of the Board shall be its Directors and there are no members who are not directors.

- (a) *Number of Members.* The Board shall consist of seven (7) members.
- (b) *Appointed Members.* Members of the Board shall be appointed by the Oneida Business Committee in accordance with the Boards, Committees and Commissions law for three (3) year terms.
 - (1) *Term Limits.* Members of the Board shall serve no more than three (3) consecutive three (3) year terms.
 - (2) Board members shall remain in office until:
 - (A) *End of Term.* A vacancy is effective as of 4:30 p.m. on the last day of the month in which a member's term ends.
 - (i) Although a member's term has expired, he or she shall remain in office until a successor has been sworn in by the Oneida Business Committee.
 - (B) *Resignation.* A member may resign at any time verbally during a Board meeting or by delivering written notice to the Oneida Business Committee Support Office and the Board Chairperson or Chairperson's designee. The resignation is deemed effective upon:
 - (i) Deliverance of the written notice to the Oneida Business Committee Support Office and to the Board Chairperson or Chairperson's designee; or
 - (ii) Acceptance by Board motion of the member's verbal resignation.
 - (C) *Termination.* Termination of a member's appointment shall be in accordance with the Boards, Committees and Commissions law.
- (c) *Vacancies.* Vacancies for any reason on the Board shall be filled for the remainder of the term through appointment by the Oneida Business Committee in accordance with the Boards, Committees and Commissions law.
 - (1) The Board Chairperson shall provide the Oneida Business Committee with recommendations, by majority vote of the members in attendance at a Board meeting of an established quorum, on applicants for appointment by the executive session in which the appointment is intended to be made.

- (d) *Qualifications.* Board members shall meet the following qualifications:
 - (1) A majority shall be enrolled members of the Oneida Nation;
 - (2) Be at least eighteen (18) years of age;
 - (3) Have an interest and/or experience in the arts, marketing, business, government or nonprofit management; and
 - (4) Shall not be an employee of the ONAP as of the date of application for Board membership.

1-6. *Termination.* Termination of a member's appointment shall be carried out by the Oneida Business Committee in accordance with the Boards, Committees and Commissions law or any other law of the Nation governing the termination of appointed officials.

- (a) The Board may make a recommendation to the Oneida Business Committee for the termination of a member's appointment based on the following:
 - (1) The member accrues three (3) unexcused absences from Board meetings within a one (1) year period; and/or
 - (A) A Board member shall be deemed unexcused if he or she fails to provide written notice of the absence to a Board Officer at least thirty (30) minutes before the start of the missed meeting.
 - (2) The member violates any section of these bylaws and/or any governing laws of the Nation.
- (b) Recommendations to the Oneida Business Committee for termination of a member's appointment shall be determined by a majority vote of the members in attendance at a Board meeting of an established quorum.

1-7. *Trainings and Conferences.* Members of the Board shall participate in mandatory Board Orientation training where they will become knowledgeable in the process of consensus decision-making and other subjects relevant to their positions.

Article II. Officers

2-1. *Officers.* The Board shall have three (3) Officers: Chairperson, Vice-Chairperson and Secretary.

2-2. *Responsibilities of the Chairperson.* The responsibilities, duties and limitations of the Chairperson shall be as follows:

- (a) With the Secretary's assistance, call meetings; develop meeting agendas; and provide notice of meeting agendas, minutes, and documents in accordance with the DAP Law, these bylaws, and the Open Records and Open Meetings law.
- (b) Preside at all meetings of the Board and facilitate orderly discussions.
- (c) Receive, review and monitor all correspondence from the Board, present to the Board and sign all correspondence approved by the Board.
- (d) Submit approved Board meeting minutes, with assistance from the Board Secretary, to the Oneida Business Committee Support Office in accordance with these bylaws and the Boards, Committees and Commissions law.

- (e) With the Secretary's assistance, submit quarterly reports to the Oneida Business Committee, as well as annual and semi-annual reports to the Oneida General Tribal Council, pursuant to the Boards, Committees and Commissions law, and submit any other reports that are required or requested by the DAP Law, Oneida Business Committee or Oneida General Tribal Council.
- (f) Attend, or designate a Board member to attend, the Oneida Business Committee meeting where the Board's quarterly report appears on the agenda.
- (g) Appoint an appeals committee to review requests for reconsideration of funding decisions in accordance with the DAP Law.
- (h) Perform any other duties assigned by a majority vote of the members in attendance at a Board meeting of an established quorum.

2-3. *Responsibilities of the Vice-Chairperson.* The responsibilities, duties and limitations of the Vice-Chairperson of the Board shall be as follows:

- (a) Except for subsection (g), perform the Chairperson's duties under section 2-2 of these bylaws in the absence of the Chairperson.
- (b) Work with the Chairperson in all matters that concern the Board.
- (c) Oversee Board recruitment, Board development and membership terms consistent with the Boards, Committees and Commissions law and the DAP Law.
- (d) Notify the Oneida Business Committee Support Office of Board vacancies in accordance with the Boards, Committees and Commissions law.
- (e) Perform other duties as assigned by a majority vote of the members in attendance at a Board meeting of an established quorum.

2-4. *Responsibilities of the Secretary.* The responsibilities, duties and limitations of the Secretary of the Board shall be as follows:

- (a) Assist the Chairperson with calling meetings (regular and emergency); developing meeting agendas; and providing notice of meeting agendas, documentation and minutes, all in accordance with the DAP Law, these bylaws, and the Open Records and Open Meetings law.
- (b) Maintain the minutes, reports and correspondence of the Board, abiding by/ to the decisions of the Board and the Boards, Committees and Commissions law.
- (c) Except for subsection (g), perform the Chairperson's duties under section 2-2 of these bylaws in the absence of the Chairperson and Vice-Chairperson.
 - (1) The Secretary's authority to call and/or preside over meetings of the Board shall be limited as follows:
 - (A) In the event that both the Chairperson and Vice-Chairperson positions become vacant before the end of their terms, the Secretary shall be allowed to call Board meetings to fill the vacancies and preside over those meetings for the sole purpose of appointing new Officers, at which point the

Chairperson, or Vice-Chairperson in the absence of the Chairperson, shall preside.

- (d) In accordance with section 2-2 of these bylaws, assist the Chairperson with submitting quarterly reports to the Oneida Business Committee; annual and semi-annual reports to the General Tribal Council; and any other reports required/requested by the DAP Law, Oneida Business Committee or Oneida General Tribal Council.
- (e) Ensure the Board meeting minutes are recorded in the proper format and approved by the Board before submitting to the Oneida Business Committee Support Office.
- (f) Assist the Chairperson with the submission of approved Board meeting minutes to the Oneida Business Committee Support Office in accordance with these bylaws and the Boards, Committees and Commissions law.
- (g) Perform other duties as assigned by majority vote of the members in attendance at a Board meeting of an established quorum.

2-5. *Selection of Officers.* The Officers shall serve terms of one (1) year and shall be nominated and appointed by majority vote of the members in attendance at a Board meeting of an established quorum that takes place prior to the beginning of the new fiscal year.

- (a) Terms of office shall run from the beginning of October through September of that same year.
- (b) No Officer shall serve for more than three (3) consecutive terms or hold more than one (1) Officer position per Officer term.
- (c) Board members may be dismissed from their Officer positions by majority vote of the members in attendance at a Board meeting of an established quorum.
- (d) In the event of a vacancy in an Officer position, a successor shall be appointed by majority vote of the members in attendance at a regular or emergency Board meeting of an established quorum for the duration of the unexpired term.

2-6. *Subcommittees & Ad Hoc Committees.* Subcommittees and/or ad hoc committees may be created or dissolved at any time by majority vote of the members in attendance at a Board meeting of an established quorum, so long as created/dissolved in accordance with the Boards, Committees and Commissions law.

- (a) Members of subcommittees and ad hoc committees shall not be eligible for stipends unless authorized by the Board and a specific exception is made by the Oneida Business Committee or the Oneida General Tribal Council.

2-7. *Budgetary Sign-Off Authority and Travel.* The Board shall follow the Nation's policies and procedures regarding purchasing and sign-off authority.

- (a) Levels of budgetary sign-off authority for the Board shall be as set forth in the manual titled, *Oneida Tribe of Indians of Wisconsin Purchasing Policies and Procedures*, for Area Directors/Enterprise Directors.

- (1) All Board Officers have sign-off authority and two (2) Officers shall be required to sign-off on all budgetary requests, except as follows:
 - (A) The Oneida Business Committee Support Office shall have sign-off authority over requests for stipends, travel per diem and business expense reimbursement.
- (b) The Board shall approve a member's request to travel on its behalf by majority vote of the members present at a regular or emergency Board meeting of an established quorum.

2-8. *Personnel.*

- The Board shall not have the authority to hire personnel for its benefit.
- (a) *Staff Designee.* The Director of the ONAP shall be the Board's Staff Designee.
 - (1) In the absence of all Board Officers, the Staff Designee shall assume the responsibilities set forth in Article II of these bylaws that relate to documenting, recording and reporting on behalf of the Board.
 - (2) ONAP staff may be used to provide administrative support, consistent with the Boards, Committees and Commissions law, to the Board when needed.

Article III. Meetings

3-1. *Regular Meetings.* The regular meetings of the Board shall be held every second Tuesday of the month at the Community Education Center located on Packerland Drive in Green Bay, WI, commencing at 5:30 p.m.

- (a) The meeting date, time and location may be reviewed by the Board and changed from time-to-time as deemed necessary by majority vote of the members in attendance at a Board meeting of an established quorum so long as notice is provided to all members in writing and, along with the public, in accordance with the Open Records and Open Meetings law, prior to the implementation of a new date, time and/or location.
 - (1) Regular meetings of the Board may not be held in June, July and December to allow for those months to be dedicated to the Board's volunteer work.
- (b) Prior to a scheduled meeting, notice of the meeting location, agenda, and documents shall be forwarded by the Chairperson, with the assistance of the Secretary, in accordance with the DAP Law, these bylaws, and the Open Records and Open Meetings law.
 - (1) All Board members shall be provided email notification of meeting agendas via the official Oneida Nation email address that was provided to each member to conduct business electronically on behalf of the Board ("Official Email").
 - (2) Meeting minutes shall be approved by majority vote of the members in attendance at a Board meeting of an established quorum and then sent to all Board members, via their Official Email addresses, as well as to the Oneida Business Committee Support Office in accordance with these bylaws.

- 3-2. *Emergency Meetings.* An emergency meeting may be called to address urgent concerns that affect the existence of the Board and require action that cannot wait until the Board's next scheduled meeting.
- (a) The Board shall attempt to use other means for urgent deadline-oriented approvals, including e-polls, before calling an emergency meeting.
 - (b) An emergency meeting may be called by the Chairperson upon at least twenty-four (24) hours' advance notice to all members of the Board.
 - (1) Notice of emergency meetings shall be provided to all Board members by telephone call and via email communication sent to their Official Email address.
 - (2) Notice of emergency meetings shall further be provided to all Board members, as well as the public, in accordance with the Open Records and Open Meetings law.
 - (c) Within seventy-two (72) hours of an emergency meeting, the Board shall provide the Nation's Secretary with notice of the emergency meeting, the reason for the meeting, and an explanation as to why the matter could not wait until the next regular meeting.
- 3-3. *Joint Meetings.* There shall be no joint meetings held between the Board and the Oneida Business Committee.
- 3-4. *Quorum.* A quorum shall consist of no less than three (3) Board members, one (1) of which shall be the Chairperson, Vice-Chairperson or Secretary; provided, the Secretary is presiding over the meeting in accordance with section 2-4 (c) of these bylaws.
- 3-5. *Order of Business.* The order of business, as far as applicable, is:
- (a) Welcome
 - (b) Old Business
 - (c) New Business
 - (d) Action
 - (e) Minutes (Review & Approve)
 - (f) Adjourn
- 3-6. *Voting.* Decisions of the Board shall be based on a majority vote of its members in attendance at a Board meeting of an established quorum.
- (a) The Chairperson shall be permitted to participate and vote in the same manner as any other member of the Board.
 - (b) E-polls are permissible so long as conducted in accordance with the Boards, Committees and Commissions law.
 - (1) The Vice-Chairperson shall serve as the Chairperson's designee, responsible for conducting e-polls in the Chairperson's absence or discretion.

Article IV. Expectations

- 4-1. *Behavior of Members.* Members of the Board are expected to adhere to all governing laws, resolutions and policies of the Nation, including, but not limited to, the DAP Law; the Boards, Committees and Commissions law; these bylaws and as follows:
- (a) That, members of the Board are expected to agree to a Commitment to Serve and annually re-commit to their responsibilities on the Board and to the community.
 - (b) That, Board members who find themselves unable to carry out the duties and responsibilities of their role and abide by expected behaviors, agree to resign their Board position to avoid enforcement under subsection (1) of this section 4-1.
 - (1) *Enforcement.* Any Board member found in violation of this section who refuses to voluntarily resign may be subject to the following if agreed upon by majority vote of the members in attendance at a Board meeting of an established quorum:
 - (A) Board recommendation to the Oneida Business Committee for termination of the member's appointment in accordance with the Boards, Committees and Commissions law or any other law of the Nation governing the termination of appointed officials.
 - (B) Disciplinary action in accordance with any law of the Nation governing sanctions and penalties for appointed officials.
- 4-2. *Prohibition of Violence.* Board members are prohibited from engaging in or committing any violent intentional act that inflicts, attempts to inflict, or threatens to inflict emotional or bodily harm on another person, or damage to property.
- 4-3. *Drug and Alcohol Use.* The use and/or consumption of alcohol or prohibited drugs by Board members when acting in their official capacity is strictly forbidden.
- (a) Prohibited drugs are defined as marijuana, cocaine, opiates, amphetamines, phencyclidine (PCP), hallucinogens, methaqualone, barbiturates, narcotics, any other substances included in Schedules I through V under Section 812 of Title 21 of the United States Code, and prescription medication or over-the-counter medicine used in an unauthorized or unlawful manner.
- 4-4. *Social Media.* Members of the Board shall comply with the Nation's Social Media Policy and their oath of office when using social media on behalf of or as a representative of the Board.
- 4-5. *Conflict of Interest.* All members of the Board are required to adhere to the Nation's laws and policies governing conflicts of interest.
- (a) No member shall apply or accept a position of employment for the Oneida Nation Arts Program while serving as a member of the Board.

Article V. Stipends and Compensation

- 5-1. *Stipends.* Members of the Board serve voluntarily; thus, even if eligible, shall not be allowed to receive stipends under the Boards, Committees and Commissions law or resolution BC-05-08-19-B titled, Amending Resolution BC-09-26-18-D Boards, Committees and Commissions Law Stipends, as may be further amended from time-to-time hereafter.
- 5-2. *Compensation.* Besides the travel, per diem and business expense reimbursement authorized by the Boards, Committees and Commissions law, there are no other forms of compensation that members are eligible to receive for the duties/activities they perform on behalf of the Board.

Article VI. Records and Reporting

- 6-1. *Agenda Items.* Agenda items shall be consistently maintained in the format identified under Article III, section 3-5, of these bylaws as the *Order of Business*.
- 6-2. *Minutes.* The Board's meeting minutes shall be typed and in a consistent format created by the Oneida Business Committee Support Office to generate the most informative record, to include, but not be limited to, a summary of the action requested/taken by the Board.
- (b) Meeting minutes shall be reviewed for accuracy and then approved at the end of each meeting by a majority vote of the members present; provided, a quorum is still in existence.
 - (1) The minutes shall be submitted to the Oneida Business Committee Support Office within seven (7) days of their approval.
- 6-3. *Attachments.* Handouts, reports, memoranda, and the like shall be attached to their corresponding minutes and agenda, maintained as a Board packet and filed with the Oneida Business Committee Support Office to maintain in accordance with the Open Records and Open Meetings law.
- 6-4. *Oneida Business Committee Liaison.* The Board shall regularly communicate with the member of the Oneida Business Committee who is its designated liaison.
- (a) All official correspondence of the Board, whether produced via email or in writing (i.e. agendas, minutes, recordings, submissions, reports), shall be copied to the liaison, as well as the liaison's administrative support contact.
 - (b) The Board and liaison shall further communicate when needed, the frequency and method of which shall be as agreed upon by the Board and the liaison, but not less than that required in any law or policy on reporting developed by the Oneida Business Committee or the Oneida General Tribal Council.
- 6-5. *Audio Recordings.* All meetings of the Board shall be audio recorded using an available device, supplied by the Oneida Business Committee Support Office or the Board, that can be uploaded to digital file storage.


- (a) Audio recordings shall be submitted to the Oneida Business Committee Support Office to be maintained alongside the Board's meeting minutes in accordance with the Open Records and Open Meetings law.
 - (1) *Exception.* Audio recordings of executive session portions of a Board meeting shall not be required.

Article VII. Amendments

7-1. *Amendments.* Amendments to these bylaws shall be made by a majority vote of the members in attendance at a regular or emergency Board meeting of an established quorum; provided, proper notice of the proposed amendments was furnished in accordance with these bylaws at a prior regular meeting.

- (a) Any amendments to these bylaws shall conform to the requirements of the Boards, Committees and Commissions law and any other policy of the Nation.
- (b) Amendments to these bylaws shall be approved by the Oneida Business Committee before implementation.
- (c) These bylaws shall be reviewed no less than on an annual basis.

These By-laws, as amended and revised, are hereby approved by the Oneida Business Committee at a duly called meeting held on October 9, 2019, by the Secretary of the Oneida Business Committee's signature.



Lisa Summers, Secretary
Oneida Business Committee