

**SOUTHEASTERN WISCONSIN ONEIDA TRIBAL SERVICES (SEOTS) ADVISORY
BOARD BYLAWS**

Article I. Authority

- 1-1. *Name.* The name of this entity shall be the Southeastern Wisconsin Oneida Tribal Services (SEOTS) Advisory Board and may be referred to interchangeably as SEOTS or the Board.
- 1-2. *Establishment.* The Board was established through resolution BC-4-4-94-A, which was adopted by the Oneida Business Committee on April 4, 1994 pursuant to the authority delegated it under Article IV, Section 1 of the Oneida Nation Constitution.
- 1-3. *Authority.* The Board was established for purposes of providing advice and constructive input to the Southeastern Wisconsin Oneida Tribal Services (SEOTS) Director working in partnership to formulate social services programs for the Oneida people residing in Southeastern Wisconsin by, including, but not limited to:
- (a) Acting as an ambassador for the SEOTS program by promoting its mission whenever possible;
 - (b) Reviewing the SEOTS program's budget;
 - (c) Guiding and advising the SEOTS administration;
 - (d) Adhering to the appropriate chain of command in any and all relative communications with the Oneida Business Committee; and
 - (e) Carrying out all other powers and/or duties delegated to SEOTS by the laws and/or policies of the Nation.
- 1-4. *Office.* The official mailing address of the Board shall be:
Southeastern Wisconsin Oneida Tribal Services Advisory Board
c/o Southeastern Wisconsin Oneida Tribal Services
5233 W. Morgan Avenue
Milwaukee, WI 53220
- 1-5. *Membership.*
- (a) *Number of Members.* The Board shall consist of seven (7) members who shall serve three (3) year terms.
 - (b) *Appointment.* Board members shall be appointed in accordance with the Boards, Committees and Commissions law.
 - (1) Each member shall hold office until his/her terms expires, he/she resigns, or his/her appointment is terminated in accordance with the Boards, Committees and Commissions law.
 - (A) *Term Expiration.* 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 at a 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 acceptance by motion of a Board member's verbal resignation or upon delivery of the written notices.

- (c) *Vacancies.* Vacancies on the Board shall be filled in accordance with the Boards, Committees and Commissions law.
 - (1) The Board Chairperson shall provide the Oneida Business Committee recommendations on all applications for appointment by the executive session in which the appointment is intended to be made.
- (d) *Qualifications of Members.* Board members shall meet the following qualifications:
 - (1) Be an enrolled member of the Nation;
 - (2) Be at least eighteen (18) years of age or over; and
 - (3) Reside within one (1) of the following six (6) Southeastern Wisconsin Counties: Milwaukee, Racine, Kenosha, Waukesha, Ozaukee and Washington.

1-6. *Termination.* A Board member may have his or her appointment terminated in accordance with the Boards, Committees and Commissions law.

- (a) Upon majority vote of the members in attendance at a Board meeting of an established quorum, the Board may, by formal motion and action, request that the Oneida Business Committee terminate a member's appointment for one (1) or more of the following reasons:
 - (1) Accumulating four (4) unexcused absences from regularly scheduled meetings within a twelve (12) month period.
 - (A) An absence shall be deemed unexcused if a member fails to provide written notice of his or her pending absence to a Board Officer at least thirty (30) minutes before the missed meeting.
 - (2) Failing to attend at least fifty percent (50%) of the regularly scheduled meetings within a twelve (12) month period for any reason.
 - (3) Using alcohol while performing official responsibilities of the Board or using illegal drugs at any time.
 - (4) Violating these bylaws and/or any other laws of the Nation.
 - (5) Receiving a felony conviction while serving on the Board.

1-7. *Trainings and Conferences.* Board members shall be required to attend mandatory trainings and/or conferences in the following areas:

- (a) Robert's Rules of Order;
- (b) Oneida Language Classes; and/or
- (c) New Board Member Orientation by the SEOTS Director.
- (d) Regardless of the number of trainings/conferences that he or she is required to attend, no member shall be eligible to receive stipends for attending more than five (5) full days of mandatory trainings/conferences per year.

Article II. Officers

- 2-1. *Officers.* The Board shall consist of the following 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) Call and preside over all meetings of the Board.
 - (b) Vote only in case of a tie.
 - (c) Sign all correspondence of the Board.
 - (d) Submit quarterly reports to the Oneida Business Committee, as well as annual and semi-annual reports to the Oneida General Tribal Council, in accordance with the Boards, Committees and Commissions law; and attend or designate a Board member to attend the Oneida Business Committee meeting where SEOTS' quarterly report appears on the agenda.
 - (e) Assign sub-committees as necessary and maintain Board functions and responsibilities.
 - (f) Prepare and follow scheduled order of business.
 - (g) Perform such other duties and functions from time-to-time as may be requested by the Director of SEOTS, who is of management staff of the Oneida Nation; as required by the Constitution of the Oneida Nation; per the direction of the Oneida General Tribal Council; or as provided for by the laws of the Nation.
- 2-3. *Responsibilities of the Vice-Chairperson.* The responsibilities, duties and limitations of the Vice-Chairperson shall be as follows:
- (a) Perform the Chairperson's duties under section 2-2 of these bylaws, in the absence or incapacity of the Chairperson.
 - (1) In the case of termination of appointment, resignation or death of the Chairperson, the Vice-Chairperson shall become the Chairperson for the remainder of the Chairperson's term.
 - (b) Notify the Oneida Business Committee Support Office of any Board vacancies or planned vacancies in accordance with the Boards, Committees and Commissions law.
 - (c) Perform such other duties and functions from time-to-time as may be requested by the Director of SEOTS, who is of management staff of the Oneida Nation; as required by the Constitution of the Oneida Nation; per the direction of the Oneida General Tribal Council; or as provided for by the laws of the Nation.
- 2-4. *Responsibilities of the Secretary.* The responsibilities, duties and limitations of the Secretary shall be as follows:
- (a) Provide notice of meeting agendas, documents, and minutes to all Board members, as well as the public, in accordance with these bylaws and the Nation's Open Records and Open Meetings law.

- (b) Record and review the minutes of the Board's meetings and submit recorded minutes to the Oneida Business Committee Support Office in accordance with these bylaws.
- (c) Maintain files for all minutes, reports and correspondence to and from the Board in accordance with the Open Records and Open Meetings law.
- (d) Submit signed and completed A/P Check Request Forms, Minutes Approved Signature Sheets, and Meeting Attendance Sheets to the appropriate recipient.
- (e) In the event that both the Chairperson and Vice-Chairperson positions become vacant before the end of their terms, call Board meetings to fill the vacancies and preside over those meetings for the sole purpose of conducting an election of new Officers, at which point the Chairperson, or Vice-Chairperson in the absence of the Chairperson, shall preside.
- (f) Perform such other duties and functions from time-to-time as may be requested by the Director of SEOTS, who is of management staff of the Oneida Nation; as required by the Constitution of the Oneida Nation; per the direction of the Oneida General Tribal Council; or as provided for by the laws of the Nation.

2-5. *Selection of Officers.* Officers of the Board shall serve one (1) year terms.

- (a) Any member of the Board may self-nominate or be nominated for the offices of Chairperson, Vice-Chairperson or Secretary.
- (b) Elections of Officers shall take place at the first regular Board meeting of an established quorum in March of each year by majority vote of the members in attendance.
- (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) Board members may hold only one (1) Officer position per Officer term.

2-6. *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.
- (b) All Board Officers have sign-off authority and (2) Officers shall be required to sign-off on all budgetary requests, except as follows:
 - (1) The Oneida Business Committee Support Office shall have sign-off authority over requests for stipends, travel per diem and business expense reimbursement.
- (c) Travel shall be approved by majority vote of the members in attendance at a regular or emergency Board meeting of an established quorum.

2-7. *Personnel.* The Board shall not have authority to hire personnel for the benefit of the Board.

Article III. Meetings

- 3-1. *Regular Meetings.* The Board's regular meetings shall be held on the 2nd Monday of each month, beginning at 6:00 p.m., in the SEOTS building located in Milwaukee, Wisconsin.
- (a) The meeting date, time and location may change from time-to-time as determined by a majority vote of the members consisting of no less than a Board 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 implementation of the new date, time and/or location.
 - (b) The annual meeting schedule shall be posted in the SEOTS office, on the Nation's website and in the Kalihwisaks.
 - (c) The Secretary shall provide notice of meeting agendas, documents and minutes to all Board members in writing and, along with the public, in accordance with the Open Records and Open Meetings law.
- 3-2. *Emergency Meetings.* Emergency meetings may convene as needed outside of regular meeting times when time sensitive issues require immediate action.
- (a) Board Officers may call emergency meetings so long as they provide notice to the entire Board via telephone call and in writing a minimum of twenty-four (24) hours prior to the beginning of the meeting.
 - (1) Notice provided to members via email must be sent to the official Oneida Nation email address that was provided to each member to conduct business electronically on behalf of the Board.
 - (2) Notice of emergency meetings shall further be provided to all members, as well as the public, in accordance with the Open Records and Open Meetings law.
 - (b) Within seventy-two (72) hours after an emergency meeting, the Board shall provide the Nation's Secretary with notice of the emergency meeting, the reason for the emergency meeting, and an explanation as to why the matter could not wait until the next regular meeting.
- 3-3. *Joint Meetings.* Joint meetings with the Oneida Business Committee shall be held on an as needed basis per the approval of the Oneida Business Committee.
- (a) Notice of the joint meeting agenda, documents and minutes shall be provided, and the joint meeting conducted, in accordance with resolution BC-03-27-19-D titled, Oneida Business Committee Joint Meetings with Boards, Committees and Commissions – Definitions and Impact, as may be amended from time-to-time hereafter.
- 3-4. *Quorum.* A quorum shall consist of at least four (4) Board members, one of which shall be the Chairperson or the Vice-Chairperson.
- (a) The Board shall not conduct any official action without the presence of a quorum.

- (b) In lieu of the Chairperson and Vice-Chairperson, the Secretary may complete the quorum for meetings that are called pursuant to section 2-4(e) of these bylaws.

3-5. *Order of Business.* The order of business, as far as applicable, shall be as follows:

- (a) Call to Order
- (b) Adopt the Agenda
- (c) Approval of Minutes
- (d) Old Business
- (e) New Business
- (f) SEOTS Director's Report (once a month)
- (g) Other Business
- (h) Executive Session
- (i) Adjournment

3-6. *Voting.* Decisions of the Board shall be based upon a majority vote of members in attendance at a regular or emergency Board meeting of an established quorum.

- (a) The Chairperson, or Board Officer presiding in lieu of the Chairperson, shall not be allowed to vote unless a tie needs to be broken.
- (b) E-polls are allowed so long as conducted in accordance with the Boards, Committees and Commissions law.
 - (1) The Vice-Chairperson shall serve as the Chairperson's designee for the responsibility of conducting e-polls in the Chairperson's absence or discretion.

Article IV. Expectations

4-1. *Behavior of Members.* While acting on behalf of the Board, members are prohibited from:

- (a) Bullying;
- (b) Name calling;
- (c) Using excessive profanity; and/or
- (d) Engaging in other disrespectful behavior deemed inappropriate by the Board.
- (e) *Enforcement.* A member who violates this or any other section of these bylaws and/or any governing law of the Nation, may be subject to one or more of the following:
 - (1) If deemed violent or threatening during a Board meeting, dismissal from the meeting by the Chairperson or Vice-Chairperson.
 - (A) If the unwanted behavior escalates after dismissal, the proper authorities will be called.
 - (2) By majority vote of the members present at a Board meeting of an established quorum, the Board's recommendation to the Oneida Business Committee for the termination of his or her appointment.
 - (3) Disciplinary action in accordance with any law of the Nation governing sanctions and penalties for appointed officials.

- 4-2. *Prohibition of Violence.* Intentionally violent acts committed by a Board member that inflict, attempt to inflict, or threaten to inflict emotional or bodily harm on another person, or damage to property are strictly prohibited.
- 4-3. *Drug and Alcohol Use.* Alcohol use while performing official responsibilities of the Board or use of illegal drugs at any time by a Board member is prohibited.
- (a) Any member discovered to be under the influence of alcohol or an illegal drug while attending a Board meeting or event will, along with any other possible action under section 4-1, be dismissed by the Chairperson or Vice-Chairperson from that meeting/event.
- 4-4. *Social Media.* Members shall comply with the Nation’s Social Media Policy, their oath of office and the following when using social media on behalf or as a representative of the Board.
- (a) Use of the SEOTS Advisory Board Facebook Page.
- (1) If a post by a Board member on any social media platform is made and it is perceived in a negative or inappropriate way, that Board member shall be counseled in the following meeting.
- (2) If a post is made by a community member and is perceived in a negative or inappropriate way, one (1) of the three (3) administrators will delete the comment or post. That community member will be contacted by an administrator. If the conflict cannot be resolved, the Board will decide how to proceed at the following Board meeting.
- 4-5. *Conflict of Interest.* Board members shall comply with all laws and policies of the Nation governing conflicts of interest.

Article V. Stipends and Compensation

- 5-1. *Stipends.* Board members are eligible for the following stipends as set forth in and subject to these bylaws; the Boards, Committees and Commissions law; and 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:
- (a) One (1) meeting stipend per month, provided that:
- (1) A quorum was established;
- (2) The meeting of the established quorum lasted for a minimum of one (1) hour; and
- (3) The member collecting the stipend was physically present for the entire meeting of the established quorum.
- (b) A stipend for attending a Judiciary hearing if the member’s attendance was required by official subpoena.
- (c) A stipend for attending a duly called joint meeting between the Board and the Oneida Business Committee, provided that:
- (1) A quorum was established by the Board;

- (2) The joint meeting of the established quorum lasted for at least one (1) hour; and
- (3) The member collecting the stipend was physically present for the entire joint meeting.
- (d) A stipend for each day of attendance at a conference or training, provided that:
 - (1) The member attended a full day of training or was present at the conference for a full day; and
 - (2) The member's attendance at the conference or training was mandated by law, bylaws or resolution.

5-2. *Compensation.* Besides reimbursement for travel, per diem and business expenses authorized by the Boards, Committees and Commissions law, members shall not be entitled to any other form of compensation for duties/activities performed on behalf of the Board.

Article VI. Records and Reporting

6-1. *Agenda Items.* Agendas shall be maintained in a consistent format furnished by the Oneida Business Committee Support Office.

6-2. *Minutes.* Minutes shall be typed and in a consistent format designed by the Oneida Business Committee Support Office to generate the most informative record of the Board's meetings.

- (a) Within thirty (30) days of Board approval, the Secretary shall submit the minutes to the Oneida Business Committee Support Office for filing.

6-3. *Attachments.* Handouts, reports, memoranda and the like shall be attached to the minutes and agenda of the meeting in which they were presented to be maintained in accordance with the Open Records and Open Meetings law.

6-4. *Oneida Business Committee Liaison.* The Board shall regularly communicate with the Oneida Business Committee member who is its designated liaison.

- (a) The frequency and method of communication shall be as agreed upon by the Board and liaison, but no less than that required in any law or policy on reporting developed by the Oneida Business Committee or Oneida General Tribal Council.
- (b) The purpose of the liaison relationship is to uphold the ability of the liaison to act as support to the Board.

6-5. *Audio Recordings.* All meetings of the Board shall be audio recorded using a device approved and/or furnished by the Oneida Business Committee Support Office.

- (a) Audio recordings shall be maintained on the network in accordance with the Open Records and Open Meetings law.

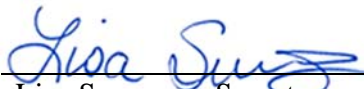
- (1) *Exception.* Audio recordings of executive session portions of a meeting shall not be required.

Article VII. Amendments

7-1. *Amendments.* These bylaws may be amended by majority vote of the members in attendance at a Board meeting of an established quorum.

- (a) Proposed amendments to these bylaws must be presented at one Board meeting and cannot be approved until a subsequent Board meeting.
 - (1) A majority vote of the members in attendance at a Board meeting of an established quorum is required before bylaws amendments will be forwarded to the Oneida Business Committee for approval.
- (b) Amendments shall be approved by the Oneida Business Committee and/or the General Tribal Council, before implementation.
- (c) Amendments to these bylaws must conform to the requirements of the Boards, Committees and Commissions law, as well as any other policy of the Nation.
- (d) The Board shall conduct a review of its bylaws 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 February 12, 2020, by the Secretary of the Oneida Business Committee's signature.



Lisa Summers, Secretary
Oneida Business Committee