

## Corporate Bylaws

### AMENDED BYLAWS

OF

THE DELAWARES OF IDAHO, INC.

&

The Delawares of Idaho, an Indian Tribe

## ARTICLE I

### MEMBERSHIP

#### SECTION 1 — *ELIGIBILITY*

Members of Delawares of Idaho, Inc. shall be:

- At least part-blood Delaware Indian, in a minimum amount as may be determined by the Tribal Council. No member shall be admitted unless he has demonstrated, by documents or other proof satisfactory to the Council, of his/her Delaware blood. Such proof shall include, but not be limited to, birth certificates, historical society records, church records, state, city or county bureaus of vital statistics and federal government records pertaining to Indian affairs. Provided however, any person who applies for membership who otherwise qualifies for membership but who has been enrolled as a member of another Federally Recognized tribe may be enrolled as a member of the Delawares of Idaho; provided he/she relinquishes in writing their membership in the other Indian tribe and; provided further, that such applicant is admitted to membership by a majority vote of the Tribal Council;
- The Tribal Council shall have the power to pass ordinances and or resolutions covering the adoption of new members, provided, that all persons adopted under this section shall be part-blood Cherokee or Delaware Indian to the satisfaction of the Tribal Council. Further, the following persons shall be eligible for adoption including but not limited to:
  1. Any child of a member of the Delawares of Idaho who may be adopted by a non-tribe member shall retain their membership in the Delawares of Idaho.
  2. Honorary membership in the Delawares of Idaho may be granted to any person or persons found deserving thereof by a majority vote of the Tribal Council of the Delawares of Idaho. Honorary membership may be extended to members of other non-federally recognized Indian tribes, or non-Indians who have demonstrated by their assistance to and friend-

ship with the Delawares of Idaho that they are worthy of such honorary membership. Provided, however, only honorary members who have Cherokee or Delaware Indian blood satisfactory of the Tribal Council are eligible for adoption as a member in the Delawares of Idaho. Upon the tribe adopting the member then said member shall be a Delaware with a declared blood quotient by the Tribal Council not to exceed the blood quantum said applicant possessed prior to adoption into the tribe. Said adoptee shall be entitled to all rights as if naturally born to a tribal member of the Delawares of Idaho. No adoption by the tribe may be voided, canceled, or set aside in any manner except for fraud against the Delawares of Idaho tribe committed by the adopted member.

3. Upon satisfaction of the Tribal Council, a person having Cherokee or Delaware Indian blood and who has demonstrated by their assistance to and/or friendship with the Delawares of Idaho that they are worthy may be adopted into the Delawares of Idaho as a member with full rights as if born into the Tribe. An individual adopted may vote in tribal matters and hold office.
- The following procedures for adoption shall be followed:
    1. An individual desiring to be adopted by the Delawares of Idaho must file with the Tribal Membership Committee or Tribal Council, if the Tribal Membership Committee has not been appointed by the Tribal Council, an application for adoption, complete and produce all required documents to the Committee or Tribal Council, whichever is applicable. Upon completion of application and interview with applicant for adoption, which may be either in person or telephonically, the application shall be presented to the Tribal Council for approval or rejection at a time and date set by the Tribal Council. The approval for adoption shall be by a majority vote of the Tribal Council members present with a quorum.
    2. A person adopted by the Delawares of Idaho shall be declared a blood quotient by the Tribal Council not to exceed the blood quotient said applicant possessed prior to adoption into the tribe.
  - The Tribal Council shall appoint a Tribal Membership Committee, called the Tribal Membership Committee and referred to as the "Committee" composed of tribal members who may or not be members of the Tribal Council which shall have the responsibility of preparing and maintaining the current membership roll consistent with the provisions of this Article, receive and process applications for adoption for submission to the Tribal Council.
  - Prior to the Tribal Council appointment of a Tribal Membership Committee, all applications for adoption into the tribe shall be filed with the Tribal Secretary for submission to the Tribal Council for approval or denial of the applicant's adoption into the tribe.

## **SECTION 2 — VOTING RIGHTS**

All members eighteen (18) years of age or older who are in good standing with the Tribe shall have equal voting rights. Members under the age of eighteen (18) shall not be entitled to vote.

## **ARTICLE II**

### **SECTION 1 - TIME AND PLACE OF ANNUAL MEETINGS**

There shall be an annual meeting of the members of the corporation held the second Saturday in June at a place and time to be determined.

### **SECTION 2 - SPECIAL MEETINGS CONVENED**

Special Meetings of the members of the Council may be called at the request of the Chairman and/or 70% of the Council members. Any meeting held shall be presided over by the Chairman or Vice Chairman.

Special Meetings of the members of the Board of Directors may be called at the request of the Chairman or Vice Chairman or majority of the members of the board. Any meeting held shall be presided over by the Chairman or Vice Chairman. Notice of any special meeting must be preceded by at least two (2) days' notice to each council member or Board member of the date time and place and the purpose of the meeting. No business shall be transacted at a Special Meeting except as stated in the notice. At the discretion of the Chairman, all meetings (except the Annual meetings) may be held telephonically by conference call of the members at a time and place to be determined.

### **SECTION 3 - NOTICE OF MEETINGS — Quarterly, Special or Annual**

It shall be the duty of the Secretary to cause to or personally mail, email, fax, place such notice in the tribal newsletter or telephonically, a notice of each Annual, Special Meeting or Quarterly meeting, stating the purpose thereof as well as the time and place where it is to be held, to each member and shall include an agenda of items to be dealt with at the meeting. Written notice is considered served if transmitted by email, newsletter, telephonically or other electronic means. If a notice is given personally or by mail, email or other electronic means, it shall be given not less than two (2) days before the date of the meeting. If a member attends a meeting they waive any objection to notice of a meeting.

### **SECTION 4 - QUORUM**

At all Tribal Council, Board and annual meetings there shall be present at least five (5) members which shall constitute a quorum.

### **SECTION 5 - MINUTES**

The minutes of any prior meeting shall be read and approved at the next succeeding meeting of the annual or special meeting, as the case may be.

## **ARTICLE III**

### **TRIBAL COUNCIL**

#### **SECTION 1 - MEMBERSHIP**

The number of Tribal Council members shall not be more than fifteen (15) and a presence of five (5) members shall constitute a quorum. The Chairman and Vice Chairman of the Board shall be a member of the Tribal Council and shall be in addition to the members and may be counted for a quorum.

#### **SECTION 2 - TERM**

The Council serving on the date of the adoption of these Amended Bylaws shall serve until an election can be held at an annual or special meeting to be held after funds are available to hold an election and an election/nomination committee is appointed. Terms of office shall be for six (6) years.

#### **SECTION 3 - POWERS AND DUTIES OF THE COUNCIL**

The Council shall have the power to call Special Meetings of the members of the Council at the request of the Chairman and/or 70% of the Council members. Any meeting held shall be presided over by the Chairman or Vice Chairman. To appoint or remove for cause all officers, except for the Chairman of the Corporation/Tribe; describe their duties, fix their compensation and may require from them a proper bond for the faithful performance on any special duties, which bond may be either by personal sureties or by an established surety or bonding company.

#### **SECTION 4 - MEETINGS**

Meetings of the Council may be held upon such written, telephonic, personal, oral, email or electronic notice and at such times as the Chairman of the Tribal Council shall from time to time determine. Special Meetings may be called by the Chairman and shall be called at the written request of 70% members of the Tribal Council. All meetings shall be presided over by the Chairman or Vice Chairman.

#### **SECTION 5 - QUORUM**

One (1/3) of the members of the Council and the Chairman or Vice Chairman shall constitute a quorum at any meeting of the Council.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

## **SECTION 1 - MEMBERSHIP**

The number of Board members shall not be more than fifteen (15) and a presence of five (5) members shall constitute a quorum. The Chairman and Vice Chairman of the Board shall be a member of the Board and shall be in addition to the members and may be counted for a quorum.

## **SECTION 2 - TERM**

The Board serving on the date of the adoption of these Amended Bylaws shall serve until appointments of new directors are made by the Chairman. Terms of office shall be for six years.

## **SECTION 3 - POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

The Board of Directors shall have the power:

1. To call Special Meetings of the members of the Board of Directors at the request of the Chairman and/or 70% of the Board of Directors members. Any meeting held shall be presided over by the Chairman or Vice Chairman.
2. To appoint or remove for cause all officers, except for the Chairman of the Corporation/Tribe; describe their duties, fix their compensation and may require from them a proper bond for the faithful performance on any special duties, which bond may be either by personal sureties or by an established surety or bonding company;
3. To conduct, manage and control the business affairs of the tribe and to make rules and regulations, not inconsistent with the laws of the State of Idaho, or the bylaws of this tribe/corporation, for the guidance of its officers and for the management of the affairs of the tribe;
4. To incur indebtedness, when in their judgment, the same is necessary for the conducting the affairs of the Corporation. The terms and amount of such indebtedness so created by the Board of Directors shall be entered upon the minutes of the Board in the event of any obligation so created being evidenced by written instrument, such instrument shall be signed officially by such person or persons as shall be designated by the Board of Directors;
5. To cause to be kept a complete record of all proceedings of the Board of Directors, and shall at the regular annual meeting of the members make a report, signed by the Chairman and Secretary of the Corporation, showing in detail the assets and liabilities of the Corporation and the general condition of its affairs.

## **SECTION 4 - MEETINGS**

Meetings of the Board of Directors may be held upon such written, telephonic, personal, oral, email, newsletter or electronic notice and at such times as the Chairman of the Tribal Board of Directors shall from time to time determine. Special Meetings may be called by the Chairman and shall be called at the written request of 70%

members of the Tribal Board of Directors. All meetings shall be presided over by the Chairman or Vice Chairman.

#### **SECTION 5 - QUORUM**

One (1/3) of the members of the Board of Directors and the Chairman or Vice Chairman shall constitute a quorum at any meeting of the Board.

#### **SECTION 6 - ELECTION**

The Tribal Council shall elect the Board of Directors.

### **ARTICLE V**

#### **OFFICERS OF THE CORPORATION**

##### **SECTION 1 - ELIGIBILITY**

The officers of the Corporation (also known as the Tribe) shall be the Chairman, the Vice Chairman, the Secretary, and the Treasurer, all of whom must be eligible members of the Corporation, in good standing and elected by the Tribal Council.

The Officers serving on the date of the adoption of these Amended Bylaws shall serve until an election can be held at an annual or special meeting to be held after completion of the present six year term and funds are available to hold an election and an election/nomination committee is appointed. Terms of office for the Officers shall be for six (6) years without term restrictions.

##### **SECTION 2 - DUTIES OF CHAIRMAN**

The Chairman shall be the Chief of the Tribe and Chief Executive Officer of the Corporation; he shall preside over all meetings of the members and meetings of the Council. He shall sign, as Chairman, all contracts, deeds, conveyances and other instruments necessary to the transaction of the business of the Corporation authorized by the Council; provided, the Council, by resolution, may authorize some person other than the Chairman to execute instruments on behalf of the Corporation. The Chairman shall call special meetings of the Council when he may deem it necessary, and must call a special meeting of the Council upon the request of 70% members thereof; and said Chairman shall have, subject to the Control of the Council, general direction of the affairs of the Corporation, and shall discharge such other further duties as may be required of him by the Council in the proper conduct of the business of the Corporation.

- The Chairman shall not vote on any issue except in the event of a tie at which time the Chairman may cast the deciding vote.

- The Chairman shall appoint all Board members and any consultants he deems necessary for the best interest and needs of the Tribe.

### **SECTION 3 - DUTIES OF VICE-CHAIRMAN**

In the absence of the Chairman, or in case of his/her inability to act, the Vice– Chairman shall have the authority as, and shall perform the duties of the Chairman. The Vice-Chairman has the right to vote unless presiding as Chairman.

### **SECTION 4 - DUTIES OF SECRETARY**

It shall be the duty of the Secretary to keep a record of the proceedings of the Council and of all meetings of the members; he/she shall keep the corporate seal all other instruments and obligations in writing of whatever kind and nature authorized by the Council, to be entered into and executed by the Corporation and shall further do and perform each and every duty pertaining to his/her office as require by the Council. He/ she shall serve all notices required by law or by the Bylaws of this Corporation.

### **SECTION 5 - DUTIES OF TREASURER**

Under the direction of the Tribal Comptroller, it shall be the duty of the Treasurer to supervise the money belonging to the Corporation, and to pay, or cause to be paid out under the direction of the Council, except as to contract, bills and routine accounts payable which may be paid without specific direction from the Council; the Treasurer shall be responsible for maintaining and preserving all corporate funds and shall be signatory on all bank accounts, savings accounts and other depositories of funds of the Corporation; the Treasurer shall be responsible for maintaining all the fiscal records of the Corporation and to keep proper books of accounts in support thereof.

## **ARTICLE VI**

### **CANDIDATES FOR OFFICE**

#### **SECTION 1 - PROCEDURES**

Candidates for Tribal Council shall file a letter of intent with the Tribal Council with a filing fee to be determined by the Tribal Council if the candidate desires to run for an open position on the Tribal Council within 120 days before the next Annual meeting at which time the Tribal Council will vote on the candidates. In the event a person files a letter of intent timely then any additional candidates may file a letter of intent as set out above not less than ninety days (90) from the date of the next Annual meeting.

#### **SECTION 2 - BALLOTS**

At least thirty (30) days before the annual meeting, Tribal Secretary shall send to each member a ballot containing the names of the candidates. The ballots shall also contain a blank space for inserting the name of an independent nomination.

### **SECTION 3 — VOTING**

To vote, a member must be present or return the printed ballot to the Tribal Secretary, which must be received prior to the annual meeting. The Tribal Secretary and not less than 5 members of the Tribal Council shall count the votes.

### **SECTION 4 - ELECTIONS**

The members present at the meeting shall cast their ballots by voice or in writing, as determined by the Chairman, the resulting votes shall be tabulated with the mailed ballots and the Chairman shall announce the results. All votes cast shall constitute an election.

## **ARTICLE VII**

### **RESIGNATIONS**

#### **SECTION 1 — WRITTEN RESIGNATIONS**

Resignations of Council members and Officers shall be in writing and shall take effect upon receipt by the Council upon approval of the Tribal Council.

#### **SECTION 2 - INVOLUNTARY RESIGNATION**

The unexcused absence of a Council member or officer from three consecutive meetings of the Council shall be equivalent to a resignation upon approval of the Tribal Council.

## **ARTICLE VIII**

### **VACANCIES**

#### **SECTION 1 — COUNCIL VACANCY**

In case a vacancy shall occur on the Council, the Council shall fill the vacancy and the person chosen to fill such vacancy shall hold office until the next annual meeting at which the election of Council members is in the regular order of business.

#### **SECTION 2 — OFFICER VACANCY**



In the event that there shall be a vacancy for any of the offices of the Corporation or Council by reason of death, inability to serve, resignation, non attendance at 3 consecutive meetings without excuse, or for any other reason, such vacancy shall be filled for the un-expired term by the Council.

A Council member, Board of Director member or corporate officer may attend by uninterrupted telephonic/electronic communications or by proxy. The unexcused absence of a Council member or officer from three (3) consecutive meetings shall be equivalent to a resignation unless excused by the Tribal Council or Board.

## **ARTICLE IX**

### PROCEDURE

#### **SECTION 1 - RULES OF ORDER**

Robert's Rules of Order as last revised shall govern the proceeding of all meetings of the Corporation and the Council and the Chairman may appoint a parliamentarian if he/she deems it necessary.

## **ARTICLE X**

### AMENDMENTS

#### **SECTION 1 — PROCEDURE**

These Bylaws may be amended by vote of the majority of the Tribal Council members present at an annual meeting, or at any special meeting of members duly called for that purpose, provided that Notices of such proposed amendments shall be mailed at least ten (10) days prior to the date before the meeting is called. Proposed amendments shall be submitted in writing to the Chairman at least thirty (30) days before the date of the annual meeting or the special meeting.

## **ARTICLE XI**

### MEMBERSHIP DUES

#### **SECTION 1 — AGE**

Each member of the Corporation of the age of eighteen years of age through age of sixty-nine years shall be required to pay annual dues in an amount determined by the Council.

#### **SECTION 2 — MEMBER IN GOOD STANDING**

All Officers and Council members of the Delawares of Idaho Inc. shall be a member in “good standing”. The term good standing is defined as:

1. A member to be in good standing must be current on their membership dues for the present and past years and pay their dues timely.
  - Members who are in arrears of their dues shall not be entitled to receive a tribal newsletter, vote on any issues involving tribal matters or elections nor be entitled to hold any tribal office by appointment or election.
2. Not have been convicted of a felony involving moral turpitude five years prior to serving as an officer or council member, nor being convicted of a felony involving moral turpitude while in office.

## **ARTICLE XII**

### INDEMNIFICATION OF OFFICERS AND COUNCIL MEMBERS

#### **SECTION 1 — PROTECTED INDIVIDUALS**

The Corporation shall indemnify every Officer and Council member, his or her heirs, executors and administrators, against all loss, cost and expense, including attorney’s fees, reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a part by reason of his or her being or having been an Officer or Council member of the Delawares of Idaho and Indian Tribe or The Delawares of Idaho, Inc., except as to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct. In the even of a settlement, indemnification’s shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance of his or her duty as and Officer or Council member in relation to the matter involved. The foregoing rights shall include, but not be limited to, any other rights to which such Officer or Council member may be entitled.

Signed:

*Rosie De Boer, Tribal Secretary*  
*Lanay B. Creech, Tribal Chairman*  
*Tribal Council Members Present or by Proxy:*  
*Charlotte Simmons*  
*Randy Coates*  
*Ivan Kingston*  
*Rosie De Boer*  
*Clyde Creech, Jr.*  
*Forest Hynek*

*Scott Menges*  
*David Creech*  
*Deborah Gravett*  
*Lanay B. Creech*

Adopted 2007