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BYLAWS

SUQUAMISH FOUNDATION

ARTICLE I: Organization

The name of the organization shall be the Suquamish Foundation (Foundation). The organization may, at its pleasure by a vote of the Board of Trustees, change its name.

ARTICLE II: Board of Trustees

2.1 Powers of the Board. The management, control and operation of the Foundation shall be vested in a Board of Trustees.

2.2 Delegation of Authority. The Board may delegate responsibility for day-to-day operations to an Executive Officer and committees.

2.3 Schedule of Meetings. The Board shall have the authority to call the following meetings:

2.3.1 Regular Meetings: The Board shall meet at least semi-annually, at an agreed upon time and place.

2.3.2 Annual Meeting: The annual meeting of the Board shall be held at a time, date, and place determined by the Board.

2.3.3 Special Meetings: Special meetings of the Board may be called by or at the written request of the President or any two Board members. The person or persons authorized to call special meetings may fix any place either within or outside of the Suquamish Reservation as the place for holding any special Board meeting.

2.3.4 Meetings by Telephone: The Board may meet by means of a conference call. These meeting may be conducted by teleconference, by video conferencing, or via other communication systems, so long as each participant can hear all other participants clearly and can converse directly with all other participants. Participation by such means shall constitute presence in person at a meeting. In an emergency, as determined by the President, the Board may take action by polling individual members by phone or other means.

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2 2.4 Notice of Meetings. Members of the Board shall be notified of meetings in the  
3 following manner:

4 2.4.1 Regular Meetings: An official Board meeting requires that each Board  
5 member be given written notice one week in advance. Written notice may be  
6 sent, with enough lead time to provide one-week's notice, by U. S. Mail, email,  
7 or facsimile.

8 2.4.2 Special Meetings: Notice of special Board or committee meetings shall  
9 be given to each Trustee in writing or by personal communication with the  
10 Trustee not less than ten days before the meeting. Notices in writing may be  
11 delivered or mailed to the Trustee at his or her address shown on the records of  
12 the corporation. Neither the business to be transacted at, nor the purpose of any  
13 special meeting need be specified in the notice of such meeting. If notice is  
14 delivered by mail, the notice shall be deemed effective when deposited in the  
15 official government mail properly addressed with prepaid postage.

16 2.5 Agenda for Meetings. Meetings shall be conducted in the following order of business:

- 17 2.5.1 Roll Call;
- 18 2.5.2 Reading of the Minutes of the preceding meeting;
- 19 2.5.3 Reports of Committees;
- 20 2.5.4 Reports of Officers;
- 21 2.5.5 Old and Unfinished Business;
- 22 2.5.6 New Business;
- 23 2.5.7 Adjournment.

24 2.6 Officer Elections. Officers of the Foundation shall be elected annually by a majority  
25 vote of the current Board members.

26 2.7 Terms of Membership. The Tribal Council of the Suquamish Tribe shall annually and  
27 no later than September 10 of each year, appoint the five (5) members of the Board of  
28 Trustees who will serve as members of the Board of Trustees by virtue of their  
29 membership on the Council and those Tribal Council members so appointed shall  
30 serve until their successor is named and seated. As other members of the Board of

1 Trustees are appointed, they shall be given alternatively two-year or three-year terms.  
2 After that, all non-Tribal Council members shall serve three-year terms, but are  
3 eligible for re-appointment.

4 2.8 Quorum. A quorum of at least fifty-one percent (51%) of Board membership must be  
5 present at a meeting before business can be transacted or motions made.

6 2.9 Voting. Each Board member shall have one vote and such voting may not be done by  
7 proxy. At all meetings, except for the election of officers, all votes shall be by voice.  
8 For election of officers, ballots shall be provided and there shall not appear any place  
9 on the ballot that might tend to indicate the person who cast such ballot.

10 2.10 Rules and Regulations. The Board of Trustees, at its discretion, may make  
11 such rules and regulations covering its meetings as it may determine to be necessary.

12 2.11 Vacancies. When a member of the Tribal Council leaves office and thereby creates a  
13 vacancy on the Board he or she will be replaced by the incoming Tribal Council  
14 member. When a vacancy on the Board exists among non-Tribal Council members,  
15 nominations for new members may be received from present Board members by the  
16 Secretary two weeks in advance of a Board meeting. These nominations shall be sent  
17 out to Board members with the regular Board meeting announcement, to be voted  
18 upon at the next Board meeting. These vacancies will be filled only to the end of the  
19 particular Board member's term.

20 2.12 Resignation, Termination, and Absences. Resignation from the Board must be  
21 in writing and received by the Secretary. A Board member shall be dropped for excess  
22 absences from the Board if s/he has two consecutive unexcused absences from Board  
23 meetings within one year. A Board member may be removed for other reasons by a  
24 two-thirds vote of the remaining members.

25 2.13 Conflict of Interest. Board members shall adhere to the same conflict of  
26 interest requirements that members of the Tribal Council are bound by.

27 2.14 Check Signing Authority. Two signatures shall be required to disburse  
28 Foundation funds. At least three co-signers shall be selected by the Board from its  
29 membership and may include the Executive Officer. Co-signers shall be bonded.  
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1 ARTICLE III: Officers

2 3.1 Initial Officers. The initial officers of the organization shall be as follows:

3 3.1.1 President: Leonard Forsman

4 3.1.2 Vice President: Marilyn Wandrey

5 3.1.3 Secretary/Treasurer: Linda Holt

6 3.2 Duties of Officers. The officers of the Foundation shall have those powers and duties  
7 set forth in the Charter of the Suquamish Foundation.

8 3.3 Duties of the President. In addition to the duties of officers, as set forth in the Charter,  
9 the President shall:

10 3.3.1 Cause an annual report of the work of the organization to be prepared  
11 and presented to the Board;

12 3.3.2 Appoint all committees, temporary or permanent;

13 3.3.3 Ensure that all books, reports, and certificates required by law are  
14 properly filed with a copy maintained by the Foundation;

15 3.3.4 Have co-signing authority for the checks or drafts of the organization;  
16 and

17 3.3.5 Have such powers as may be reasonably construed as belonging to the  
18 chief elected officer of any organization.

19 3.4 Duties of the Vice-Chair. In addition to the duties of officers, as set forth in the  
20 Charter, the Vice-Chair shall, in the event of the absence or inability of the President  
21 to exercise her/his office, become acting president of the organization with all the  
22 rights, privileges and powers as if s/he had been the duly elected president.

23 3.5 Duties of the Secretary/Treasurer. The Secretary/Treasurer shall:

24 3.5.1 Be the official custodian of the records of the Foundation;

25 3.5.2 Render, at stated periods as the Board of Trustees shall determine, a  
26 written account of the finances of the organization. Such report shall be  
27 presented at a meeting of the Board of Trustees and a copy shall be  
28 physically affixed to the minutes of that meeting.

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1     3.6 Compensation. No officer shall, for reason of her/his office, be entitled to receive any  
2     salary or compensation. Nothing herein shall be construed to prevent an officer or  
3     Trustee from receiving any compensation from the organization for performing duties  
4     other than as a Trustee or officer.

5     ARTICLE IV: Employee Salaries

6     The Board of Trustees shall hire and fix the compensation of all employees that they may  
7     determine, at their discretion, to be necessary for the conduct of the business of the  
8     organization.

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10    ARTICLE V: Committees

11    5.1 Establishment of Committees. The Board may create committees as needed,  
12    such as finance, etc. The Board President appoints all committee chairs.

13    5.2 Committee Membership. The President, with approval of the Board of  
14    Trustees, shall appoint all Foundation committee members. The term of office  
15    for committee members shall be for a period of one year. Terms may be less than one  
16    year if a committee or membership in a committee is terminated by the action of the  
17    Board of Trustees.

18    5.3 Executive Committee. The three officers of the Board will serve as the  
19    members of the Executive Committee. Except for the power to amend the Tribal  
20    Charter and Bylaws, the Executive Committee shall have all of the powers and  
21    authority of the Board of Trustees in the intervals between meetings of the Board of  
22    Trustees, subject to the direction and control of the Board of Trustees.

23    5.4 Finance Committee. The Treasurer of the Board will serve as the Chair of the  
24    Finance Committee, which will include at least two other Board members. The  
25    Finance Committee will be responsible for developing and reviewing fiscal  
26    procedures, a fundraising plan, and the annual budget with staff and other Board  
27    members. The Board must approve the budget, and all expenditures must be within the  
28    budget. The Board or the Executive Committee must approve any major changes in  
29    the budget. The fiscal year shall be the calendar year. Annual reports are required to be  
30    submitted to the Board showing income, pending income, and expenditures. The

1 financial records of the organization are public information and shall be made  
2 available to the membership, Board members, and the public as required by applicable  
3 laws.

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5 ARTICLE VI: Amendments

6 These Bylaws may be amended when necessary by a two-thirds majority vote of the  
7 Board of Trustees. Proposed amendments must be submitted to the Secretary to be sent  
8 out to all Board members along with regular Board announcements.

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