

**BYLAWS  
OF  
CADDO ADAIS INDIANS, INC.**

*Revision & Effective Date: March 2, 2024*

**ARTICLE I. NAME**

**Section 1. Name.** The name of the corporation shall be the CADDO ADAIS INDIANS, INC. The business of the corporation may be conducted as CADDO ADAIS INDIANS, INC., ADAI CADDO INDIAN NATION, ADAI CADDO INDIAN NATION OF LOUISIANA, ADAI INDIAN NATION, ADAI CADDO INDIAN TRIBE AND ADAI INDIAN TRIBE.

**ARTICLE II. PURPOSE, POWERS, AND DEFINITIONS**

**Section 1. Purpose.** The CADDO ADAIS INDIANS, INC., is a nonprofit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of the Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of the U.S. tax code. The corporation is the Louisiana state-recognized Native American tribe of the same name.

**Section 2. Powers.** The corporation shall have the power, directly and indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to the affect the charitable purpose, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster or attain such purposes. The legal powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sections, whether financial or in-kind contributions.

The following bylaws shall be subject to, and governed by, the Louisiana Nonprofit Corporation Law and the Articles of Incorporation of CADDO ADAIS INDIANS, INC., a nonprofit corporation registered in the State of Louisiana and recognized as tax exempt under Section 501(c)(3) of the U.S. Internal Revenue Code. In the event of a direct conflict between the herein-contained provisions of these bylaws and the mandatory provisions of the Louisiana Nonprofit Corporation Law, said Non-Profit Corporation Law shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these bylaws and the Articles of Incorporation, it shall then be the Articles of Incorporation which shall be controlling.

**Section 3. Exempt Activities Limitation.** Notwithstanding any other provision of these bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the U.S. Internal Revenue Code as it now exists or may be amended. No part of the net earning of the corporation shall inure to the benefit or be distributable to any director, officer, employee, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set for in the Articles of Incorporation and these bylaws.

**Section 4. Distribution Upon Dissolution.** Upon termination or dissolution, any assets and resources lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the U.S. Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose, which,

at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets hereunder shall be selected in the description of a majority of the managing body of the corporation.

**Section 5. Definitions.** The following terms and definitions shall be used throughout these bylaws and reflect the corporation's Louisiana state-recognized Native American status and culture.

- **Board of Directors** - the governing body of the corporation and the Tribe. Also referred to as the Tribal Council.
- **Corporation** - the CADDO ADAIS INDIANS, INC., a nonprofit registered in the State of Louisiana. Also referred to as the Tribe.
- **Council Member** - the members of the Tribal Council. Also referred to as a director of the board of directors.
- **Email** - electronic mail.
- **Members** - the members of the Tribe.
- **Member in Good Standing** - any person who has fulfilled and maintained the requirements for membership, and who neither has voluntarily withdrawn from membership nor has been expelled or suspended from membership consistent with the Articles of Incorporation and Bylaws.
- **Officer** - key management executives who carry out the daily business activities of the Tribe and are appointed by and report to the Tribal Council.
- **Tribal Council** - the governing body of the the Tribe. Also referred to as the board of directors.
- **Tribe** - the Caddo Adais Indian Tribe. Also referred to as the corporation.

### ARTICLE III. MEMBERSHIP

**Section 1. Eligibility requirements.** In order to become a member, applicants shall satisfy all of the following:

- A. Documented and traceable blood line to the Caddo Adais Indian Tribe or an approved related tribe
- B. Submit an application and be approved for membership by the Chief or by a simple majority vote of the Tribal Council
- C. Pay the enrollment or membership fee
- D. Not be a member of another Native American Tribe

**Section 2. Membership dues.**

- A. New Applicants. New applicants shall pay a non-refundable enrollment fee, which includes their annual membership dues if their application is approved, per the following schedule:
  - Applicants 0-21 years of age: \$10
  - Applicants 22-61 years of age: \$25
  - Applicants 62 years of age and older: \$10
- B. Renewal. Renewing members shall pay a non-refundable annual processing due to help defray the administrative costs per the following schedule:
  - Members 0-21 years of age: \$10
  - Members 22-61 years of age: \$25
  - Members 62 years of age and older: \$10
- C. Lifetime Membership. A member in good standing shall have the option of purchasing a lifetime membership per the following schedule (payments are non-refundable):
  - Members 0-10 years of age: \$100
  - Members 11-21 years of age: \$200
  - Members 22-61 years of age: \$400
  - Members 62 years of age and older: \$100
- D. Membership dues waiver. Membership dues for the subsequent year may be waived by having attended events or provided volunteer service to the Tribe in an approved role

within the current year. In order to be eligible for membership dues waiver, the member shall complete the membership dues waiver section of the membership application. The following attendance or volunteer service shall be authorized for membership dues waiver:

1. Attendance at a minimum of two (2) of any of the following events and sign- in at the event:
  - A. Annual powwow
  - B. Annual meeting
  - C. Tribal Council meetingMother's Day event
2. Or appointment or election to any of these volunteer positions:
  - A. Tribal Council
  - B. Council of Elders
  - C. Officer

### **Section 3. Membership terms.**

- A. Other than the lifetime membership, all other memberships shall be on an annual basis. Memberships shall begin on January 1st and terminate the end of December of each calendar year. Membership applications and renewals are valid for the calendar year the application or renewal was approved.
- B. Members shall provide their current mailing address, phone number, and email address to ensure delivery of membership and other communications from the Tribe.

**Section 4. Banishment.** The Tribal Council shall have the authority to temporarily or permanently banish a member or past member from the Tribe. Banishment shall mean the loss of membership and all rights and privileges afforded members of the Tribe. Banishment shall be imposed for any action that may harm or discredit the Tribe or its membership. This includes, but is not limited to the following:

- A. Slander, libel or defamation of character or persistent, malicious gossip or rumor mongering directed at any officer, Council Member, or member.
- B. Malfeasance, misappropriation of tribal funds, or other breach of fiduciary duty by a member of the Tribal Council or officer.
- C. Misrepresenting oneself as an officer of the Tribe.
- D. Any action that jeopardizes the Louisiana or Federal recognition of the Tribe.

Temporary banishment shall be imposed for a specific amount of time at the discretion of the Tribal Council by an absolute majority vote.

Permanent banishment shall be imposed at the discretion of the Tribal Council by an absolute majority vote.

Members shall have the authority to reinstate a temporarily or permanently banished member by providing a signed petition to that affect of thirty (30) percent of the members to the Chief no less than thirty (30) days before annual meeting. The Chief, after ascertaining that a sufficient number of members have signed, shall submit the petition to popular referendum at the annual meeting. If so duly moved, seconded, and voted in favor of by a simple majority of the members present, the banished member will be reinstated.

## **ARTICLE IV. THE TRIBAL COUNCIL**

**Section 1. Governing body.** The Tribal Council shall be the governing body of the Tribe. The Tribal Council shall consist of the Board of Directors, which is defined in the Articles of Incorporation. Tribal Council members are members of the Board of Directors and are therefore directors and officers. The Tribal Council shall have all the rights, powers, privileges and limitations of liability of directors and officers of a non-profit corporation organized under the Louisiana Nonprofit Corporation Law. The Tribal

Council shall establish policies and directives governing business and programs of the corporation and shall delegate to the corporation staff, subject to the provisions of these bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

**Section 2. Council positions.** The Tribal Council positions shall be:

- A. Chief (Chairman)
- B. Vice Chief (Vice Chairman)
- C. Councilperson Secretary (Secretary)
- D. Councilperson Treasurer (Treasurer)
- E. Councilperson Historian (Historian)
- F. Councilperson At-Large (At-Large)

**Section 3. Qualifications** for candidacy and to serve on the Tribal Council shall be:

- A. Member in good standing for at least the prior twelve (12) months
- B. Achieved the age of eighteen (18) prior to the commencement of their term
- C. Citizen of the United States of America
- D. Not determined to be totally or partially mentally incapacitated by a court of law
- E. Not convicted of a felony under either state or federal law
- F. No bankruptcy filings in the past five (5) years
- G. Commit to attend a minimum of seventy-five (75) percent of all council and annual member meetings in person at the tribe's primary place of business or meeting locations as determined by the Chief
- H. Access to and proficiency in using the internet, computer, printer, phone, email and social media

Certain positions on the Tribal Council shall have additional minimum qualifications:

- A. Chief: five (5) years of membership in the tribe and two (2) years of experience on the Tribal Council
- B. Vice Chief: three (3) years of membership in the tribe and one (1) year of experience on the Tribal Council
- C. Secretary: Six (6) months of experience on the Tribal Council or as an officer of the tribe; or one (1) year of prior experience as a secretary on the board of directors of a U.S. C-Corporation or nonprofit.
- D. Treasurer: Six (6) months of experience on the Tribal Council or as an officer of the tribe; or one (1) year of prior experience as the treasurer on the board of directors of a U.S. C-Corporation or nonprofit; or two (2) years of prior experience as a CPA or Federal Tax Preparer.
- E. Historian: five (5) years of membership in the tribe
- F. At-Large: five (5) years of director experience on the board of directors of a U.S. C-corporation or nonprofit, three (3) years of compliance, corporate governance or board committee or subcommittee experience in a U.S. C-corporation or non-profit, and a graduate degree in a relevant field of study.

Qualifications may be waived after a candidate has submitted a written request to the Tribal Council and Council of Elders documenting the qualification to be waived, reason for waiver, and after a simple majority approval by the Tribal Council and Council of Elders.

**Section 4. Tribal Council Meetings.** The Tribal Council shall meet as often as necessary to conduct the corporation's affairs. Tribal Council meetings shall only be called by the Chief or by an absolute majority vote of the Tribal Council. Meeting notices shall consist of a minimum of seven (7) days written notice provided to each member of the Tribal Council. The notice shall be served upon each Tribal Council member via hand delivery, regular mail, email, or fax. Meetings and proceedings shall follow Robert's Rules of Order. Tribal Council meetings may be attended in person or by phone or web conferencing. The Secretary shall be responsible for the recording of all minutes of each and every meeting in which

business shall be transacted in such order as the Tribal Council may determine from time to time. However, in the event that the Secretary is unavailable, the Chief shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the corporation to be placed in the minute books. A copy of the minutes shall be delivered to each Council member via either regular mail, hand-delivered, emailed, or faxed within thirty (30) business days after the close of each meeting or two (2) days before the next meeting.

**Section 5. Action by Written Consent.** Any action required by law to be taken at a meeting of the Tribal Council, or any action that may be taken at a meeting of the Tribal Council, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Council members. The number of Council members in office must constitute a quorum for an action taken by written consent. Such consent shall be placed in the minute book of the corporation and shall have the same force and effect as a vote of the Tribal Council taken at an actual meeting. The Council members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

**Section 6. Quorum.** At each meeting of the Tribal Council, the presence of four (4) Council members shall constitute a quorum for the transaction of business. If at any time the Council consists of an even number of members and a vote results in a tie, then the vote of the Chief shall be the deciding vote. The act of the majority of the Council members serving on the Tribal Council and present at a meeting in which there is a quorum shall be the act of the Tribal Council, unless otherwise provided by the Articles of Incorporation, these bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Council members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Council member shall be considered present at any meeting of the Tribal Council if during the meeting he or she is present via telephone or web conferencing with the other Council members participating in the meeting.

**Section 7. Voting.** Each Council member shall only have one vote. The Chief may vote in the event of a tie. A tie is identified in Robert's Rules of Order as an occasion where if the Chief casts a vote, a different outcome will result.

**Section 8. Resignations.** Tribal Council members shall have the right to resign at any time upon written notice thereof to the Chief or Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

**Section 9. Removal from Office.** Members of the corporation shall be empowered to petition for the removal of a Council member. Upon receipt by the Tribal Council of a petition signed by at least thirty (30) percent of the corporation's membership demanding the recall of a member at least six (6) months prior to the expiration of such member's term of office, it shall be the duty of the Tribal Council to call a special election. Such special elections shall be called and held within a period of sixty (60) days after receipt of petition. No Council member may be recalled under this section except by a simple majority vote in an election in which at least thirty (30) percent of the membership voted.

Tribal Council members may be removed for missing thirty (30) percent or more of the Tribal Council meetings in a twelve (12) month period if the removal is approved by an absolute majority vote of the Council members.

A Tribal Council member shall be removed from office for failing to meet eligibility requirements as defined in the Articles of Incorporation. The Tribal Council shall remove said member within 30 days of determining ineligibility.

**Section 10. Vacancies.** If any vacancy occurs in the membership of the Tribal Council due to resignations, removal, or death, it shall be the duty of the Tribal Council to fill such vacancy by appointing a replacement by absolute majority of the Council members. Such appointee shall hold office until a successor is duly elected by the members at a special or regular election.

**Section 11. Compensation.** No member of the Tribal Council shall receive compensation for their service other than for reasonable expenses. However, nothing in these bylaws shall be construed to preclude any Council member from serving the corporation in any other capacity and receiving compensation for services rendered if approved in advance by the Tribal Council.

**Section 12. Duties of the Chief.** It shall be the responsibility of the Chief, when present, to preside over all meetings of the Tribal Council. The Chief is authorized to execute, in the name of the corporation, any and all contracts or other documents which may be authorized, either generally or specifically, by the Council to be executed by the corporation, except when required by law that other signatures must be provided. The Chief shall act as the official spokesperson for the Tribal Council and the corporation. The Chief shall lead public relations. The Chief shall coordinate overall activities and exercise any authority delegated to him by the Tribal Council. The Chief shall be a signatory for the corporation's bank account.

**Section 13. Duties of Vice Chief.** It shall be the responsibility of the Vice Chief to assist the Chief when called upon to do so and in the absence of the Chief, preside over the Tribal Council. When so presiding, the Vice Chief shall have the rights, privileges and duties, as well as the responsibilities of the Chief. The Vice Chief shall be responsible for coordinating the council members in preparation of Tribal Council meetings, ensuring all meeting materials and presentations are prepared and distributed. The Vice Chief shall oversee all major corporation events and events staff.

**Section 14. Duties of the Secretary.** It shall be the responsibility of the Secretary to be the custodian of all records and documents of the corporation, which are required to be kept at the principal office of the corporation, and shall act as secretary at all meetings of the Tribal Council, and shall keep the minutes of all such meetings on file in hard copy and electronic format. The Secretary shall attend to the giving and serving of all notices of the corporation and shall see that the seal of the corporation, if any, is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws. The Secretary shall administer all filings with the Louisiana Secretary of State and Parish Clerks. The Secretary shall maintain election records. The Secretary with support from the Treasurer shall oversee elections and the elections committee, grant requests, emergency management, and associated staff. The Secretary shall be a signatory for the corporation's bank account.

**Section 15. Duties of the Treasurer.** It shall be the responsibility of the Treasurer to manage financial records including all accounts payables, accounts receivables, financial statements, local/state/federal taxes, and related filings with the appropriate government offices such as the IRS and Louisiana Department of Revenue. The Treasurer shall report on the financials of the corporation at each Tribal Council meeting. The Treasurer shall support the Secretary in elections. The Treasurer shall maintain all membership records. The Treasurer shall be responsible for membership, requests for donations and oversee the associated staff. The Treasurer shall be a signatory for the corporation's bank account.

**Section 16. Duties of the Historian.** It shall be the responsibility of the Historian to gather, evaluate, preserve, and safeguard those materials that are the evidence of the members and the Tribe's historical, religious, and cultural activities and artifacts over the years. This shall include documents, publications, physical objects (artifacts), and sound/visual materials. The Historian shall assist the Treasurer with membership application verification. The Historian shall be responsible for the newsletters, social media, and related communications and to oversee the associated staff.

**Section 17. Duties of the Councilperson At-Large.** It shall be the responsibility of the Councilperson At-Large to assist the Chief and the Tribal Council in any special assignments and projects. The

Councilperson At-Large shall be responsible for government relations, corporate compliance, the web site, serve as parliamentarian at council and other meetings, and oversee the associated staff.

**Section 18. Quorum.** A majority of the Tribal Council members in office immediately before Tribal Council meeting shall constitute a quorum for the transaction of business at that meeting. No business shall be considered at any Tribal Council meeting at which a quorum is not present. Except as required otherwise by law, the Articles of Incorporation, or these bylaws, Tribal Council members may participate in a regular or special meeting through the use of any means of communication by which all Tribal Council member agree and may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

## **ARTICLE V. POWERS OF THE TRIBAL COUNCIL**

**Section 1. Enumerated Powers.** The Tribal Council shall have the following powers, subject to any limitations imposed by the constitution or the laws of the U.S. and the State of Louisiana or any other binding contract, agreement, or settlement.

- A. To negotiate with the federal, state, and local governments
- B. To employ legal counsel, the choice of counsel, and the determination of fees
- C. To approve or veto any sale, disposition, lease, or encumbrance of tribal lands, interests of land, tribal funds, or other tribal assets.
- D. To pass and enforce rules and regulations in accordance with applicable federal or state statutes or regulations, providing for the management of tribal lands, include the making and revocation of assignments, disposition of timber, oil, mineral, and other resources.
- E. To administer all assets and real property of the corporation
- F. To establish and regulate subordinate organizations for social and business purposes
- G. To borrow money from any source whatsoever without limits as to the amount, and on such terms and conditions and for such consideration and periods of time as the Tribal Council shall determine; to use all funds thus obtained in accordance with these bylaws; or to lend money thus borrowed in accordance with these bylaws.

### **Section 2. Delegation of Authority Matrix.**

- A. Banking. Any banking signatory defined in these bylaws shall access and disperse funds from the bank account. However, any use of funds in excess of \$10,000 shall require the written approval of the Chief. Any use of funds in excess of \$25,000 shall require the written approval of all 3 signatories.
- B. Agreements and Contracts.
  - A. Directors, in accordance with their roles and responsibilities as defined in Article IV, shall have the authority to bind the corporation in an agreement or contract that does not exceed \$7,500 in value or liability. Values greater than \$7,500 but less than \$25,000 shall require written approval of the Chief. Values greater than \$25,000 shall require the written approval of the absolute majority of the Tribal Council.
  - B. Officers, in accordance with their roles and responsibilities as defined in Articles IV and IX, shall have the authority to bind the corporation in an agreement or contract that does not exceed \$2,500. Values greater than \$2,500 but less than \$7,500 shall require the written approval of their Tribal Council member. Values greater than \$7,500 but less than \$25,000 shall require written approval of the Chief. Values greater than \$25,000 shall require the written approval of the absolute majority of the Tribal Council.

## **ARTICLE VI. ELECTIONS OF THE TRIBAL COUNCIL**

**Section 1.** All members over the age of eighteen (18) and those members under the age of eighteen (18) that have been legally emancipated shall be entitled to vote in an election of a Council member. Each member shall have one vote in each election.

**Section 2.** The Tribal Council shall prescribe rules and regulations regarding elections in accordance with the Articles of Incorporation and these bylaws.

**Section 3.** Candidates shall submit to the Secretary and Treasurer a signed statement of intent to seek office which shall include the title of the position sought and confirmation that all qualifications defined herein for that position are satisfied. The Tribal Council shall review all nominees to ensure they satisfy qualifications. The Candidate shall include a resume of tribal involvement, community involvement, educational qualifications, and a brief work history. These documents shall be submitted sixty (60) days prior to the annual meeting or thirty (30) days prior to the special meeting and shall be made available to voting members. Each candidate shall be given five (5) minutes to speak at the annual or special meeting.

**Section 4.** Regular elections shall be held on the following schedule repeating every five (5) years:

- A. Chief, Council Secretary, Council Historian: 2022, 2027, 2032, etc
- B. Vice Chief, Council Treasurer, and At Large: 2023, 2028, 2033, etc

**Section 5.** Regular Elections shall coincide with the annual meeting. Newly elected council members shall take office at the next regular meeting of the Tribal Council following the election.

**Section 6.** Special elections may be held to fill a vacancy.

**Section 7.** The Secretary supported by the Treasurer shall oversee elections and ensure candidates meet the eligibility requirements. The Secretary may establish an Elections Committee made up of no less than five (5) members consisting of the Secretary, Treasurer, and a minimum of three (3) non-Tribal Council members.

**Section 8.** Members must be present to vote in the election.

**Section 9.** Council members shall be elected by a simple majority vote of members in attendance.

**Section 10.** Elections, meetings and proceedings shall follow *Robert's Rules of Order*.

## **ARTICLE VII. COMMITTEES**

**Section 1.** The Tribal Council may, from time to time, and by resolution adopted by a majority of the Council members then in office provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Tribal Council, to the extent of the powers specifically delegated in the resolution of the Tribal Council or in these bylaws. Each such committee shall consist of at least 2 persons (with the majority being Council members), and may also include persons who are not on the Tribal Council but whom the Council members believe to be reliable and competent to serve at the specific committee and are members of the corporation. However, committees exercising any authority of the Tribal Council may not have any non-Council members. The Tribal Council may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the Council members then in office, provided that a quorum is present. The Tribal Council may also designate one or more advisory committees that do not have the authority of the Tribal Council. However, no committee, resolution, may:

- A. Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Tribal Council if this were a membership vote.



- B. Fill vacancies on, or remove the members of, the Tribal Council or any committee that has the authority of the Tribal Council.
- C. Fix compensation of the members serving on the Tribal Council or on any committee.
- D. Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
- E. Amend or repeal any resolution of the Tribal Council that by its express terms is not so amendable or repealable.
- F. Appoint any other committees of the Tribal Council or their members.
- G. Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Tribal Council otherwise than in the usual and regular course of its business; or revoke any such plan.
- H. Approve any self-dealing transaction, except as provided pursuant to law.
- I. Unless otherwise authorized by the Tribal Council, no committee shall bind the corporation in a contract or agreement or expend funds.

**Section 2. Meetings and Actions of Committees.** Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of this article, concerning meetings and actions of the Council members with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Tribal Council and its members, except that the time for regular meetings of committees may be determined either by resolution of the Tribal Council or by resolution of the committee. Special meetings of committees may also be called by resolution of the Tribal Council. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept for each meeting of any committee and shall be filed with the corporation records. The Tribal Council may adopt rules not consistent with the provisions of these bylaws for the governance of any committee.

**Section 3.** If a council member relies on information prepared by a committee of the Tribal Council on which the director does not serve, the committee must be composed exclusively of any or any combination of (a) Council members, (b) Council members or employees of the corporation whom the Council member believes to be reliable and competent in the matters presented, or (c) counsel, independent accountants, or other persons as to matters which the Council member believes to be within that person's professional or expert competence.

## **ARTICLE VIII. COUNCIL OF ELDERS (COE)**

**Section 1.** The Chief shall appoint and remove COE members. COE shall assist in special projects as assigned by the Chief.

**Section 2.** To serve on the COE, a the individual shall be a member of the Tribe and shall be over the age of 62.

**Section 3.** COE members shall serve indefinite terms.

**Section 4.** The COE shall serve to enrich the lives of all members, to provide social interaction and activities that enhance culture and traditions, and become mentors for the youth.

**Section 5.** It shall be the responsibility of the COE to define and make known to the Tribal Council any economic and social needs of the elderly members of the Tribe. The COE will provide guidance for the membership on matters of history, tradition and culture.

**Section 6.** The Chief may provide traditional Adai names to COE members, such as Medicine Man.

## ARTICLE IX. OFFICERS

**Section 1.** Officers shall be appointed by the Tribal Council and will serve indefinite terms. In order to serve as an Officer, the appointee shall be a member of the Tribe over the age of 18. The Officers shall assist the Tribal Council in the day-to-day administration of the Tribe. The Chief may invite specific Officers to attend Tribal Council meetings in part or whole. Council members may have Officers present to the Tribal Council during the Executive Session.

**Section 2.** The Government Relations Director shall be responsible for identifying and working with the appropriate government agencies (federal, state, local) to further the mission and objectives of the Tribe. These responsibilities shall include securing positions on boards, committees, task forces, and other organizations to further the mission and objectives of the Tribe. The responsibilities shall include naming roadways, geographic features, and manmade structures after the Tribe, its members, and Adai terms.

**Section 3.** The Grants Director shall be responsible for identifying and securing grants to further the mission and objectives of the Tribe.

**Section 4.** The Elections Director shall be responsible for organizing and conducting elections for the Tribe.

**Section 5.** The Events Director shall be responsible for all youth, cultural, educational, pow wow, community, and other programs and events.

**Section 6.** The Membership Director shall be responsible for maintaining all membership records and collection of membership fees.

**Section 7.** The Communications Director shall be responsible for the newsletter and other important internal and external communications and correspondence as directed by the Tribal Council.

**Section 8.** The Digital Director shall be responsible for photography and videography, social media, website, and cloud storage.

**Section 9.** The Emergency Management Director shall be responsible for training and preparation of the membership for emergency situations such as natural disasters, public health awareness, and the securing of emergency management grants as directed by the Tribal Council. The Emergency Management Director shall have authority to enter into, and execute contracts and instruments such as purchase agreements, leases, insurance policies, and other operating contracts limited to the duties of emergency management. The Emergency Management Director may appoint well-trained emergency management specialists to assist them in this role.

## ARTICLE X. AMENDMENTS

**Section 1.** Members by signed petition of twenty (20) percent of the total membership shall have the right to order a referendum.

**Section 2.** Members by initiative of signed petition of twenty (20) percent of the total membership shall have the right to propose amendments to these bylaws.

**Section 3. Petitions.** An election on an initiative or referendum petition shall be called by the Chief after ascertaining that sufficient number of members have signed. Any measure referred by initiative or by referendum shall take effect and be in force when approved by a majority of the votes cast in such

election in which at least thirty (30) percent of the membership voted. All measures referred shall begin with the words, "Be it Enacted by the Members of the Caddo Adais Indians, Inc."

**Section 4.** The Tribal Council shall, at any meeting with a quorum present, have the power to make, amend, and repeal bylaws by simple majority vote. No amendment shall become effective until it shall have been approved by the Tribal Council.

## **ARTICLE XI. AWARDS**

**Section 1. The Chief Rufus Davis Jr. Award.** This award shall be issued no more than once per year at either the annual meeting or annual powwow. This award shall be for selfless service to the Tribe by any member of the Tribal Council, officer, or any member whose selfless actions have gone above and beyond; greatly benefited or protected the Tribe; and honors the sacrifices, service and memory of Chief Rufus Davis Jr. This award shall include a complimentary lifetime membership. All recipients of the award shall be posted on the Tribe's website. The Chief shall have the sole authority to select the recipient of the award.

**Section 2. The Tribal Council Award.** This award shall be issued no more than once per year at either the annual meeting or annual powwow. This award shall be for selfless service to the Tribe by any member who is not currently serving on the Tribal Council whose selfless service has benefited the Tribe. This award shall include a complimentary membership for three (3) years. The recipient of the award will be posted on the Tribe's website. The Tribal Council shall have the sole authority to select the recipient of the award.

**Section 3. The Council of Elders Spirit Award.** This award shall be issued no more than once per year at either the annual meeting or annual powwow. This award shall be for selfless service to the Tribe by any member under the age of twenty-two (22) whose selfless service demonstrate the spirit of the Adai people. This award shall include a complimentary membership for three (3) years. The recipient of the award will be posted on the Tribe's website. The Council of Elders shall have the sole authority to select the recipient of the award.

## **ARTICLE XII. MISCELLANEOUS**

**Section 1. Fiscal Year.** The fiscal year shall be from January 1 to December 31 of each year.

## **ARTICLE XIII. COMMUNICATION AND NOTICES**

**Section 1. Email.** Notwithstanding any other provision of these bylaws, all announcements, meeting notices, and all other communications required in writing shall be by email from the Tribe.

**Section 2. Annual meeting notices.** Notice of the annual meeting shall be given no less than thirty (30) calendar days before the meeting date.

**Section 3. Tribal council meeting notices.** Notice of Tribal Council meetings shall be given no less than seven (7) calendar days before the meeting date.

**Section 4.** Emergency meeting notices. Notice of any emergency meetings shall be given no less than twenty-four (24) hours notice before the meeting time.

### **CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that these bylaws were approved by the Tribal Council of the CADDO ADAIS INDIANS, INC., to be effective as of the date above.

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John Mark Davis, Chief

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Boyd Ocon, Secretary