



BYLAWS OF THE NON-PROFIT LIPAN APACHE TRIBE CEMETERY ASSOCIATION

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be The Lipan Apache Tribe Cemetery Association., a 501(c)(3) nonprofit established by the Lipan Apache Tribe, also known as the Lipan Apache Tribe of Texas. It shall be a nonprofit organization incorporated under the laws of the State of Texas.

Section 2 — Purpose: The Lipan Apache Tribe Cemetery Association, and from here on just called the Cemetery Association, was organized to maintain, restore, and preserve our Tribe's historic cemeteries in the state of Texas. Further, the Cemetery Association will work to acquire for the Lipan Apache Tribe the legal title to the physical property of such cemeteries or burial grounds.

ARTICLE II — MEMBERSHIP

Section 1 — Membership: Membership shall consist of the Lipan Apache Tribe Tribal Council, from here just called the Tribal Council. The Tribal Council is the Board of Directors of the non-profit. This is a board-driven not member-driven non-profit. The Chair may invite Tribal Council *ex officios* and other advisers to participate at meetings.

ARTICLE III — BOARD OF DIRECTORS

Section 1 — Board role, and compensation: The Board is responsible for overall policy and direction of the non-profit organization. The Board receives no compensation other than reasonable expenses which have been pre-approved by the Board Treasurer. Reasonable expenses by the Treasurer are pre-approved by the Chairman or Vice-Chairman.

Section 2 — Terms, Elections, Vacancies, Resignations, and Terminations: Terms, elections, vacancies, resignations, and terminations for the Tribal Council which serves as the Board are set forth in the Constitution and By-Laws of the Lipan Apache Tribe.

Section 3 — Meetings: The Board shall meet at least once per year, at an agreed upon time and place. The meeting will not be combined with a quarterly or special Tribal Council meeting and shall not be considered a special Tribal Council meeting. The Treasurer is responsible for calling the meetings. Attendance is defined as being present in person at an in-person meeting, by phone if the meeting is tele-conference by consensus, or by video if the meeting is video-conferenced by consensus.

Section 4 — Quorum: The physical attendance of at least five (5) members of the Tribal Council shall constitute a quorum. No enactments will have any validity in the absence of a quorum.

Section 5 — Executive Officers and Duties: The Board shall have the same four executive officers of the Tribal Council consisting of a chair, vice-chair, secretary, and treasurer. The executive director is the chair of the Tribal Council. The executive director has day-to-day responsibilities for the non-profit organization, including carrying out the organization's goals and policies. The duties of the executive officers are as follows:

- a. The Chair shall
 - Convene scheduled board meetings.
 - Report the work of the non-profit.
 - Help plan the development strategy.
 - Have the authority to sign checks.

- Supervise the preparation of an annual report.
 - Sign, when duly authorized to do so by the Tribal Council/Board, all financial instruments (e.g. contracts, orders, deeds, liens, guarantees, and licenses).
 - Work with the Secretary to prepare the agenda for the non-profit meeting.
 - Select advisers to work with the Cemetery Association.
- b. The Vice-Chair shall
- In the event of the absence or inability of the chair to exercise his office, become acting chair of the non-profit with all the rights, privileges, and powers as if he had been the duly chosen chair.
 - Recommend advisers to work with the Cemetery Association.
 - Assist in the preparation of an annual report.
- c. The Secretary shall
- Be responsible for the preparation and preservation of an accurate record of all meetings of the Board of Directors of the non-profit.
 - Disseminate the proposed agenda for the regular or special meetings to the Board.
 - Keep copies of any documents requiring the signatures of Board members.
 - Recommend advisers to work with the Cemetery Association.
 - Assist in the preparation of an annual report.
- d. The Treasurer shall
- Coordinate with the Lipan Apache Tribe's Lipan Apache Tribe of Texas, Inc., non-profit to secure funds as needed by the Cemetery Association.
 - Work with the Chair to prepare the agenda for the non-profit meeting.
 - Recommend advisers to work with the Cemetery Association.
 - Assist in the preparation of an annual report.

Section 6 — The Tribal Council/Board are required to attend regular (yearly) or special meetings of the non-profit. A Board Member who is absent from a regular or special meeting of the Board shall be required to reevaluate with the Chair of the Board his or her commitment to the non-profit.

Section 7 — *Special meetings*: Special meetings of the Board may be called by the Chair or Secretary of the Board of Directors.

Section 8 — *Voting*: Voting is by unanimous consent or by oral vote at an in-person, teleconference, or videoconference meeting. All members of the Board, including the Chair, may vote. When a quorum is present, a majority of the votes cast is sufficient for the adoption of any motion that is in order. Tribal Council *ex officios* and invited Advisers attending a meeting may participate in the discussion but not vote.

ARTICLE IV — COMMITTEES

Section 1 — *Committee formation*: The Cemetery Association may create committees as needed. Members of a committee may be tribe members and non-tribe member advisers selected by the Chair of the Board of Directors. The Chair of the Board of Directors appoints all committee chairs in this non-profit. The maximum number of people in a committee is 10. People are appointed to a committee for a term of 3 years. At the end of 3 years, a position is reevaluated. A person may be reappointed to a committee for consecutive years. Committee chair and committee members must keep the

Association's purpose, mission, and strategic direction in mind as the committee pursues its designated purpose. The role of a committee chair are as follows:

- a. A committee chair shall
 - Set date, time, and place of virtual meetings, as needed.
 - Prepare the agenda of committee meetings.
 - Facilitate the committee meetings and guide the committee through the agenda items.
 - Report the committee's work to the Chair of the Board of Directors when needed.
 - Report to the committee decisions of the Board that affect the committee's work.
 - Distribute material to the committee whenever needed.
- b. Further, a committee chair will be invited once a year to an Association meeting for an informal briefing to the Board of current committee issues and activities.

Section 2 — Executive Committee: The four officers serve as the members of the Executive Committee of the Board of Directors.

ARTICLE V — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended, when necessary, by two-thirds majority vote of the Board of Directors including the Chair. Proposed amendments must be submitted to the secretary. The secretary is responsible for disseminating the proposals to all Board members via email or other private information technology or electronic means.

By-laws for the Lipan Apache Tribe Cemetery Association, Inc., adopted 09/26/22.

