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Chapter 2.2

SUQUAMISH TRIBAL MUSEUM

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2.2.1. Charter. Pursuant to Article III, Section 1(h), of the Suquamish Constitution, the Suquamish Tribal Council does hereby charter the Suquamish Tribal Museum as a wholly-owned, nonprofit entity of the Suquamish Tribe. (Res. 81-047 (part), passed Apr. 20, 1981; amended by Res. 10-073, passed Mar. 29, 2010, which replaced “cultural center” with “museum” and other changes)

2.2.2. Name. The name of this organization, formerly the “Suquamish Tribal Cultural Center,” shall be the Suquamish Tribal Museum, hereafter referred to as the “museum.” (Res. 81-047 (part), passed Apr. 20, 1981; amended by Res. 10-073, passed Mar. 29, 2010)

2.2.3. Duration. The duration of the museum shall be until terminated by the Suquamish Tribal Council as set out in §2.2.14. (Res. 81-047 (part), passed Apr. 20, 1981; amended by Res. 10-073, passed Mar. 29, 2010)

2.2.4. Purpose. (a) The museum is a Suquamish Tribal governmental organization chartered exclusively for charitable, religious, educational, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. The museum shall maintain its status as a tribal governmental unit for purposes of section 7871 of the Internal Revenue Code and also as a qualifying nonprofit entity for purposes of section 501(c)(3) of the Internal Revenue Code.

(b) The museum shall be organized to accomplish the following purposes consistent with §2.2.4(a):

(1) To create and operate a museum which will house Suquamish artifacts, historical photographs, and educational materials so that this material will always be available to the community;

(2) To maintain an oral history program whereby elders are given an opportunity to record the history and culture of the Suquamish people so that history is preserved and made available to the community as part of a continuing education program;

(3) To preserve the language of the Suquamish people and assist in the development of educational programs that will allow members of the community to maintain the native language;

(4) To maintain an outreach program to non-Indian members of the community to educate them as to the ways of the Suquamish people in order to lessen tensions between people and to promote a better understanding between the two cultures; and

(5) To develop and maintain a broad base of financial support through the solicitation of memberships from throughout the community and the solicitation of grants from other governmental entities and public and private donors in order to support the work of the museum and to ensure the widest possible dissemination of the knowledge collected. The museum shall work cooperatively with the Suquamish Foundation and the grants department in all fundraising and grant-writing endeavors. (Res. 81-047 (part), passed Apr. 20, 1981; amended by Res. 10-073, passed Mar. 29, 2010)

2.2.5. Ownership of Artifacts and Produced Materials. The museum shall not act to take any artifact, paper, photograph, oral history, or like item in the name of the museum nor shall any such item become or be considered as an asset of the museum.

It is understood that such sacred and historically important items belong to the Suquamish Tribe in trust for all Suquamish people. The museum may act as custodian for such items and as agent for the Suquamish Tribe in order to carry out the purposes of the charter. (Res. 81-047 (part), passed Apr. 20, 1981; amended by Res. 10-073, passed Mar. 29, 2010)

2.2.6. Board of Trustees. (a) Powers and Duties. The museum shall be managed by a board of trustees which will have all of the power and authority granted to it in this charter. The board of trustees shall perform but not be limited to the following specific duties:

(1) Providing policy direction for the museum;

(2) Soliciting and distributing all funds related to the operation of the museum consistent with all applicable tribal and federal laws and this charter;

(3) Carrying out the cultural, religious, historic, and educational programs set out in §2.2.4 of this chapter and any other related project not inconsistent with this chapter; and

(4) Coordinating all activities with the Suquamish Tribal Council.

(b) Number of Trustees. The board of trustees shall be composed of seven (7) members, five (5) of whom shall be Suquamish Tribal members and two (2) of whom may be nonmembers of the Tribe. The board of trustees shall be appointed by the Suquamish Tribal Council.

(c) Selection Standards. The Suquamish Tribal Council, when selecting persons to serve on the board of trustees, shall appoint at least one (1) board member from the Port Madison Enterprises Board of Directors, at least one (1) member from the Suquamish Tribal Council, at least one (1) member from the Suquamish Foundation Board of Directors, and four (4) additional members. The Tribal Council shall select those persons who have demonstrated a concern for the preservation and perpetuation of Suquamish tribal history and culture, persons who have demonstrated unique expertise in areas relating to tribal history and culture, community leaders, and any other persons who the Tribal Council believes will act responsibly to ensure that the goals and objectives of the museum are met.

(d) Term of Office. Each board member shall serve for a term of three (3) years, provided that the initial board shall have a term defined as follows: Two (2) of the members shall serve for one (1) year, two (2) of the members shall serve for two (2) years, and the remaining three (3) members shall serve for three (3) years. The specific term to be served by each member of the initial board of trustees shall be determined by the Suquamish Tribal Council.

(e) Vacancies. If any board member is for any reason unable to complete his or her term, the Suquamish Tribal Council shall act to fill the vacancy created thereby consistent with the requirements of sections (b) and (c) above. The new board member selected under this section shall serve for the remainder of the term.

(f) Removal of Trustees. The Suquamish Tribal Council may remove any trustee for cause by majority vote of the Suquamish Tribal Council at a meeting called to consider such removal. Any trustee who is being considered for removal pursuant to this section shall be given reasonable notice of the reasons supporting his or her removal and shall be afforded an opportunity to present argument and any other evidence before the Council prior to the time the Suquamish Tribal Council takes any action. Vacancies created under this action shall be filled pursuant to §2.2.6(e).

(g) Meetings. The board of trustees shall establish a regular meeting schedule whereby meetings of the board of trustees shall be held at least quarterly at a predetermined place and at a predetermined time. The board of trustees may conduct special meetings when deemed necessary by the board. Special meetings shall be called by the president of the board of trustees or upon petition of three (3) members of the board of trustees. For the purpose of considering any business conducted by the board of trustees, all special meetings held pursuant to this section shall be deemed to be meetings of the members of the board of trustees of the museum.

(h) Notice of Meetings. Reasonable notice of any special meeting shall be given to each trustee setting forth the time, place, and agenda of said meetings, provided that such notice may be given verbally if circumstances so require. Any matter may be considered at a regular meeting or a special meeting of the board of trustees, with or without notice unless notice thereof is required by law or this chapter.

(i) Quorum and Voting. A majority of the voting trustees in person shall constitute a quorum for the transaction of business in any meeting of the board of trustees. Decisions of the board of trustees shall be determined by consensus of members present and shall be noted in the minutes. If consensus cannot be reached after reasonable discussion of a topic, the affirmative vote of a majority of those trustees present at a meeting as defined herein shall be regarded as the act of the board. Every act or decision done or made by a majority of the trustees present at a meeting at which a quorum is present shall be regarded as the act of the board.

(j) Compensation. Trustees shall receive no compensation for their services as trustees but may be reimbursed for their reasonable and necessary expenses incurred in the performance of their duties. Said expenses must be approved in advance by the trustees. No expenses shall be approved unless such expenses are within the approved museum budget. The Suquamish Tribal Council may include board service stipends in the approved annual budget of the museum. (Res. 81-047 (part), passed Apr. 20, 1981; amended by Res. 96-045, passed Jul. 1, 1996; amended by Res. 10-073, passed Mar. 29, 2010)

2.2.7. Powers and Duties of Officers. (a) Officers. The officers of the museum shall be the president, vice president, and secretary. Each officer shall be elected from the board of trustees by a majority of the board members. Officers shall serve a term of one year.

(b) President. The president shall preside at all meetings of the board and shall perform all duties of president and shall exercise the authority delegated to him by the board. The president shall vote only in the case of a tie. The president shall be considered a member for purposes of determining a quorum under §2.2.6(i).

(c) Vice President. In case of the absence, disability, or death of the president, the vice president shall exercise all his or her powers and perform all his or her duties.

(d) Secretary. The secretary shall keep the minutes of the board, shall affix the seal of the museum to all documents which require it, shall give all notices of meetings as required herein, and shall generally perform all the duties pertaining to the office and as may be required by the board.

(e) Removal. Any officer may be removed from office for cause by a vote for removal by four (4) of the board members at a meeting called for that purpose. Any officer who is being considered for removal pursuant to this section shall be given reasonable notice of the reasons supporting his or her removal and shall be given an opportunity to present argument or evidence prior to the board's taking any action.

(f) Vacancies. In the event that any officer of the museum is unable to complete his or her term of office for any reason, the trustees then in office, even if less than a quorum remains, shall select a member of the board of trustees to complete the remainder of the term.

(g) Compensation. Officers shall receive no compensation for services as such but may be reimbursed for their reasonable and necessary expenses incurred in the performance of their duties where approved in advance by the board of trustees and where those expenses are available in the approved museum budget. (Res. 81-047 (part), passed Apr. 20, 1981; amended by Res. 10-073, passed Mar. 29, 2010)

2.2.8. Operation Requirements. (a) Accounting Procedures. All checks, drafts, demands for money of the museum, and written contracts of the museum shall be signed by such officer or agent as the board may from time to time by resolution designate. No officer, agent, or employee of the museum shall have power to bind the museum by contract or otherwise unless specifically authorized in a written resolution of the board of trustees.

(b) Control of Funds. The board shall adopt such accounting procedures and mechanisms as are prescribed by the Suquamish Tribal Council in consultation with the director of finance. The museum shall prepare a budget annually for approval by the Suquamish Tribal Council.

(c) Public Documents. All documents, minutes, papers, contracts, and other documents held by the center shall be public documents and open for inspection by the Suquamish Tribal Council and any other member of the Suquamish Tribe, provided that the board of trustees may act to protect the privacy of any person or the express conditions of a donation.

(d) Director. (1) The board shall, in consultation with the Suquamish Tribal Council, employ a director who shall oversee the day-to-day operations of the museum, shall coordinate fundraising, and shall have supervisory authority over all museum employees. The director shall be an employee of the Suquamish Tribe, shall be subject to the Suquamish Tribe's personnel policies and procedures, and shall report to the board.

(2) The director shall look to the board for policy guidance, approval of contracts, and establishment of museum goals.

(3) The director shall account for, receive, receipt for, preserve, and safeguard all funds and assets of the museum and shall immediately transfer such funds with all necessary records to the Suquamish Tribal Finance Department, which shall serve as the accounting department for the museum.

(4) All funds received by the museum shall be separately accounted for.

(e) Staff. The director may employ such staff as is necessary to carry on the operation of the museum and to fulfill the purposes set out in §2.2.4, provided that no staff shall be employed unless and until sufficient funds have been received by the museum and budgeted for that purpose. All employees of the museum shall be employees of the Suquamish Tribe and shall be subject to the Suquamish Tribe's personnel policies and procedures, including the Suquamish Tribe's tribal preference in employment policy. (Res. 81-047 (part), passed Apr. 20, 1981; amended by Res. 10-073, passed Mar. 29, 2010)

2.2.9. Indemnification. No member, officer, trustee, employee, agent, or attorney of the museum shall be personally responsible or liable for any debts, fines, costs, expenses, or judgment imposed upon or against or incurred by the museum. (Res. 81-047 (part), passed Apr. 20, 1981; amended by Res. 10-073, passed Mar. 29, 2010)

2.2.10. Sovereign Immunity. The museum, any officer, trustee, employee, agent, or any attorney of the museum shall take no action, sign no contract, or otherwise act to waive the sovereign immunity of the Suquamish Tribe. As a nonprofit entity of the Suquamish Tribe, the museum expressly retains its immunity from suit, which immunity may only be waived by written resolution of the Suquamish Tribal Council. (Res. 81-047 (part), passed Apr. 20, 1981; amended by Res. 10-073, passed Mar. 29, 2010)

2.2.11. Membership. Any person may become a member of the museum upon fulfilling all obligations of membership and upon the payment of all fees as may be established by the board of trustees. Members under this provision shall have no power to establish policy or otherwise engage in the management or direction of the museum. Membership benefits that are not inconsistent with this provision or other provisions of this chapter may be established by the board of trustees. (Res. 81-047 (part), passed Apr. 20, 1981; amended by Res. 10-073, passed Mar. 29, 2010)

2.2.12. Board of Advisors. The director may in his or her discretion establish a board of advisors with which the director and board of trustees may consult in the furtherance of their responsibilities under this chapter. Members of the board of advisors shall be persons with unique expertise in the areas of anthropology, history, art, Indian culture and religion, museum management, law, or other skills necessary for the fulfillment of the goals established under this chapter. Members of the board of advisors may be reimbursed for their reasonable and necessary expenses for service on the board, provided the approved museum budget has sufficient funds allocated for that purpose. (Res. 81-047 (part), passed Apr. 20, 1981; amended by Res. 10-073, passed Mar. 29, 2010)

2.2.13. Limitations on Earnings and Activities. No part of the net earnings of the museum shall inure to the benefit of or be distributed to its members, trustees, officers, or other private persons, or comingled with the general funds of the Suquamish Tribe, except that the museum shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in §2.2.4 of this chapter. No part of the activities of the museum shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the museum shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the museum shall not carry on any other activity not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law. (Res. 81-047 (part), passed Apr. 20, 1981; amended by Res. 10-073, passed Mar. 29, 2010)

2.2.14. Dissolution and Distribution of Assets. (a) The Suquamish Tribal Council may act to dissolve the museum. Action taken by the Suquamish Tribal Council under this section shall be by a majority vote of the Tribal Council.

(b) Upon the dissolution of the museum, the board of trustees shall, after paying or making provisions for the payment of all other liabilities of the museum, dispose of all of the assets of the museum exclusively for the purposes of the museum in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes that shall at the time qualify as

an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law, as the board of trustees shall determine. Any such assets not so disposed of shall be disposed of by the Suquamish Tribal Court exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes. (Res. 81-047 (part), passed Apr. 20, 1981; amended by Res. 10-073, passed Mar. 29, 2010)

2.2.15. Principal Office. The principal office of the museum is as follows: The Suquamish Tribal Museum, PO Box 498, Suquamish, Washington, 98392. (Res. 81-047 (part), passed Apr. 20, 1981; amended by Res. 10-073, passed Mar. 29, 2010)

2.2.16. Adoption of Museum Policies. The board of trustees shall present all policies which are adopted by the board for the museum to the Suquamish Tribal Council for ratification and final approval. The board and the director shall develop a collections policy, a donations policy, a membership policy, and such other policies as are necessary for the effective management and operation of the museum. (Res. 81-047 (part), passed Apr. 20, 1981; amended by Res. 10-073, passed Mar. 29, 2010)

2.2.17. Amendment or Repeal. This charter may be amended by a majority vote of the Suquamish Tribal Council so long as it is not inconsistent with section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or other applicable parts of the Internal Revenue Code of 1986, as amended. (Res. 81-047 (part), passed Apr. 20, 1981; amended by Res. 10-073, passed Mar. 29, 2010)