




InterTribal Buffalo Council  
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## MEMORANDUM

**DATE:** November 14, 2012

**TO:** ITBC Membership Tribes

**FROM:** Truman Jefferson, ITBC Secretary 

**RE:** Election of Corporate Officers Notice

This serves as notice that on December 12 or 13, 2012, at the Annual Membership Meeting in Las Vegas, elections will be held for the Corporate Officers for the Vice President and the Secretary of InterTribal Buffalo Council. Below is a description of duties and procedures on how to conduct the election. Nominations will be accepted by motions submitted during the meeting. Sections below copied from the 2011 Final Adopted By Laws of InterTribal Buffalo Council.

### ARTICLE VIII OFFICERS OF THE CORPORATION

**Section 3. Vice-President.** Representatives of Member Tribes shall elect from among the Representatives a Vice-President who, in the absence of the President, shall perform all the duties of the President and, when so acting shall have all the powers of and be subject to all restrictions upon the President. The Vice-President shall also serve as the Vice-Chairman of the Board of Directors.

**Section 4. Secretary.** Representatives of Member Tribes shall elect from among the Representatives a Secretary of the Corporation who shall also serve as the Secretary of the Board of Directors and who shall:

- (a) Provide Notice of all meetings, set the agenda for all meetings of the Board of Directors and Membership, attend all such meetings and keep a record of their proceedings; and

- (b) Serve as the custodian of the seal of the Corporation, if the Corporation utilizes a seal and shall have the power to affix the same to all documents, the execution of which on behalf of the Corporation is authorized by these Bylaws or by the action of the Board of Directors.
- (c) Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board of Directors through Board directive or an approved policy.
- (d) The Secretary is authorized to delegate any of his/her powers and responsibilities relating to the conduct of day-to-day business of the Corporation to the Executive Director of the Corporation through a Board approved policy.

## **ARTICLE IX ELECTION PROCEDURES**

**Section 1. Applicability.** This article shall govern the election of the Board of Directors of the Corporation including the Officers and regional Directors by the Corporation Membership.

**Section 2. Procedures.** For the purpose of conducting elections for the Board of Directors including Officers and Regional Directors of the Corporation, the Secretary of the Corporation shall:

- (a) Send notice of such election to all Members of the Corporation not more than 60 and not less than 30 days prior to such elections. Such notice shall indicate the offices open for election and the terms of such offices.
- (b) Entertain nominations from the floor of designated representatives of Voting Members during the annual meeting. Upon closure of nominations, the election of Officers shall occur by secret ballot.
- (c) Conduct elections of Regional Directors at the annual meeting. All Members from a particular region will nominate designated representatives of Members from the Region to serve as a Regional Director. Upon closure of nominations, only those Members from the Region shall be entitled to vote by secret ballot.