

SENECA ACADEMY

By-Laws

Adopted September 8, 2008

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BY-LAWS**

TABLE OF CONTENTS

Vision and Mission Statement

Article 1. Meetings

- 1.1 Time and Date of Meetings
- 1.2 Notice of Meetings
- 1.3 Organization
- 1.4 Quorum and Voting
- 1.5 Telephonic/Electronic Meetings
- 1.6 Acting without a Meeting
- 1.7 Order of Business

Article 2. Resignation and Removal

- 2.1 Notice
- 2.2 Effectiveness
- 2.3 Removal by Absence
- 2.4 Removal by Board Action
- 2.5 Removal by Council

Article 3. Vacancies

Article 4. Compensation

- 4.1 No Compensation
- 4.2 Expense Reimbursement

Article 5. Board Officers

- 5.1 Officers
- 5.2 Duties of Officers
- 5.3 Election and Term of Office
- 5.4 Removal
- 5.5 Resignations

Article 6. Standing Committees

- 6.1 Executive Committee
- 6.2 Governance Committee
- 6.3 Finance Committee
- 6.4 Facilities Committee
- 6.5 Development Committee
- 6.6 Education Committee
- 6.7 Ad Hoc Committees

- Article 7. Head of School
 - 7.1 Sole Employee
 - 7.2 Report to Board
 - 7.3 Scope of Authority
 - 7.4 Scope of Responsibility
 - 7.5 Meeting Attendance

Article 8. Indemnification

- Article 9. General Provisions
 - 9.1 Board Recommendations
 - 9.2 Ethical Considerations and Conflict of Interest

- Article 10. Amendments to the By-Laws
 - 10.1 Vote Requirement
 - 10.2 Amendment Approval

**SENECA ACADEMY
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VISION AND MISSION STATEMENT

The vision of the Seneca Academy is to empower Seneca young people through a culturally relevant education to ensure the strength and survival of the Seneca Nation and to prepare students to pursue further interests in business, government, the workplace or higher education, within and outside of the Seneca Nation.

The mission of the Seneca Academy is to provide a rich curriculum that embraces both Seneca and Western knowledge and understanding with the fundamental objective that young Seneca students will be empowered to assume the full responsibilities of citizenship in Seneca society and beyond.

Article 1. MEETINGS.

1.1. Time and Date of Meetings.

- a. Regular meetings of the Board of Trustees (the “Board”) of the Seneca Academy (the “Academy”) shall be held monthly at 6 p.m. on the third Monday of every month. The meeting location shall alternate between the Allegany and Cattaraugus Territories.
- b. Special meetings of the Board may be called either by the Chair, or upon the written request of any two (2) members of the Board.
- c. The regular meeting in May of every year shall be considered the annual meeting of the Board at which Board officers shall be selected.
- d. Board meetings shall be open to the Seneca public, non-Seneca parents of Seneca children attending the Academy, and such other non-Senecas who have business before the Board. The Board shall have the authority to convene in executive session as may be necessary to address matters requiring confidentiality.

1.2. Notice of Meetings.

- a. Written notice of the time and place of any and all meetings, together with the meeting agenda, shall be transmitted electronically, and/or by personal service upon all Trustees at least three (3) business days in advance of the scheduled meeting.
- b. All meeting notices shall be posted in locations sufficient to notify the members of the Nation.

1.3. Organization.

- a. The Council shall appoint the Board which shall consist of no more than sixteen (16) Trustees, no more than six (6) of whom shall be residents of the Allegany Territory and no more

than six (6) of whom shall be residents of the Cattaraugus Territory. The Education Director for each of the Allegany and Cattaraugus Territories and their successors shall each serve as Trustees. The Headmaster of the Nichols School of Buffalo, New York, and his successor, shall serve as a Trustee. One Councillor from each of the Allegany and Cattaraugus Territories shall serve as a Trustee.

b. Trustees shall hold four (4) year terms with such terms staggered so as to ensure continuity of Board operations. Trustees shall serve no more than two consecutive terms of office.

c. Unexcused absences from three consecutive meetings, or four meetings in the course of a calendar year, shall be considered sufficient grounds for disqualification from the Board, upon the majority vote of the Board.

d. Notification of an absence must be provided to the Board Chairperson 48 hours prior to meeting time unless it is an emergency situation.

e. The Chairperson, or Vice-Chairperson or Secretary in the absence of the Chairperson, shall preside over all meetings of the Board.

f. The Secretary shall keep, or cause to be kept, the minutes of each meeting.

1.4. Quorum and Voting. A majority of the members currently appointed to the Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided however, that any Trustee who is required to recuse himself/herself pursuant to Article 7 below shall not be counted in determining whether a quorum is present with respect to the specific matter for which the member has recused himself/herself. Proxy voting shall not be permitted.

1.5. Telephonic/Electronic Meetings. Trustees may participate in a meeting of the Board by means of conference telephone or similar communications equipment by use of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

1.6. Order of Business

a. The Chairperson shall be responsible for preparing an agenda for each meeting. In the absence of the Chairperson, the Vice-Chairperson shall prepare the agenda.

b. The Board shall approve the agenda either as submitted by the Chairperson or the Vice-Chairperson, or as amended by the Board, as the first order of business.

Article 2. RESIGNATION & REMOVAL.

2.1. Notice. Any Trustee may resign at any time by giving written notice to the Secretary for acknowledgment by the Board.

2.2. Effectiveness. The resignation of any Trustee shall immediately be forwarded by the Board to the Nation's Council for final acceptance, to take effect upon receipt of notice thereof or at such later

time as shall be specified in such notice; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

- 2.3. Removal by Absence.** Any Trustee may be removed by Board recommendation pursuant to Section 1.3(d).
- 2.4. Removal by Board.** Any Trustee may be removed by the Board without cause by an affirmative vote of two-thirds (2/3) or more of the Trustees.
- 2.5. Removal by Council.** The Nation's Council may act to remove any Trustee with or without cause by an affirmative vote of ten (10) or more members of the Council.

Article 3. VACANCIES.

- 3.1.** Vacancies in any Board seat shall be filled by Council appointment based upon the nomination of the Board, with the newly appointed Trustee to serve the remaining portion of the term held by the Trustee he or she has replaced.

Article 4. COMPENSATION.

- 4.1. No Compensation.** Trustees shall receive no compensation for their service on the Board.
- 4.2. Expense Reimbursement.** Trustees may receive reimbursement of expenses associated with their service on the Board as provided in the Academy Charter.

Article 5. OFFICERS.

5.1. Officers.

Officers of the Board shall be a Chairperson, Vice-Chairperson, Treasurer, and a Secretary.

5.2. Duties of Officers.

- a. The Chairperson shall preside at all meetings of the Board and shall be responsible for communicating the recommendations of the Board and a report of the Nation's activities to the Nation's Council.
- b. The Vice-Chairperson or Secretary shall carry out the above-described duties of the Chairperson in absence of the Chairperson. The Chairperson shall also serve as Chair of the Governance Committee.
- c. The Secretary shall be responsible for recording, or causing to be recorded, the proceedings of each meeting of the Board. The Secretary shall also be responsible for presenting, or causing to be presented, minutes of meetings for approval by the Board.

d. The Treasurer shall be responsible for reporting on the condition of the finances of the Academy. The Treasurer shall also serve as Chair of the Finance Committee.

5.3. Election and Term of Office.

a. The officers of the Board shall be elected at the annual meeting in May. Board officers shall be elected for three year terms.

b. Each such officer shall hold office until his/her successor is elected and qualified, or until his/her earlier death, resignation or removal.

c. Any vacancy in any office shall be filled as outlined in Article 3.

5.4. Removal. Any officer may be removed for cause by resolution adopted by the Board.

5.5. Resignations.

a. Any officer may resign his or her office at any time by giving written notice to the Board without resigning his or her Board membership.

b. The resignation of any officer shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Article 6. STANDING COMMITTEES

6.1. Executive Committee. The Board of Trustees shall appoint an Executive Committee consisting of the Chairperson, Vice-Chairperson, Secretary, and Treasurer. Other Trustees may be appointed by the Board at the annual meeting in May. The Executive Committee shall have general supervisory power as determined by the Board and may, during intervals of meetings of the Board, transact business as delegated by the entire Board. The main responsibility of the Executive Committee shall be to retain, negotiate contract terms with, and evaluate the Head of School.

6.2. Governance Committee. The Board shall appoint a Committee of Trustees chaired by the Board Vice-Chairperson and consisting of such other Trustees as the Board shall appoint. The goal of the Governance Committee will be to oversee the Board's self-management and quality, including the recommendation of new Trustees and the annual self-evaluation of the Board.

6.3. Finance Committee. The Board shall appoint a Finance Committee chaired by the Treasurer and consisting of other Trustees and non-Trustees as the Board shall appoint. The Committee shall oversee the financial management of the School, including matters pertaining to the preparation and review of the annual budget and the annual audit.

6.4. Facilities Committee. The Board shall appoint a Facilities Committee consisting of Trustees and non-Trustees, including at least one member of the Finance Committee and

at least one member of the faculty. The Committee shall make recommendations to develop, maintain, preserve and augment the grounds, infrastructure, buildings and physical improvements of the School in a manner which promotes wellness and environmental responsibility and is consistent with the mission and strategic goals of the Academy.

- 6.5. Development Committee.** The Board shall appoint a Development Committee of Trustees and non-Trustees. The Committee shall assist the School with maximizing fund-raising potential to support the budget and future long term strategic goals of the Academy.
- 6.6. Education Committee.** The Board shall appoint an Education Committee of Trustees and non-Trustees. The Committee shall make recommendations to develop and maintain a curriculum of instruction dedicated to implementing the purposes set forth in the Academy Charter.
- 6.7. Ad Hoc Committees.** The Board may appoint Ad Hoc Committees of Trustees or of Trustees and non-Trustees from time to time for purposes of addressing particular matters that may come before it.

Article 7. HEAD OF SCHOOL.

- 7.1. Sole Employee.** The only employee of the Board of Trustees shall be the Head of School, who will be the Chief Administrative Officer of the Academy.
- 7.2. Report to Board.** The School Head will be appointed by the Board of Trustees for a term and salary recommended by the Executive Committee, which is responsible for the negotiation of the contract and annual evaluation of the School Head.
- 7.3. Scope of Authority.** Subject to the ultimate authority of the Board, the School Head will supervise and control all the business, hiring, and employment contracts, firing, and evaluation of school employees with no Board-level interference (except if the Board's involvement in operations may be explicitly requested by the Head to assist in a particular exigency).
- 7.4. Scope of Responsibility.** The School Head, in particular, will advance the institution's Board approved strategic plan and the strategic financial plan at the operations level, and will be held accountable for doing so by the Executive Committee of the Board.
- 7.5. Meeting Attendance.** The School Head, although not a member of the Board, will be present at all full Board meetings and Executive sessions of the Board, except any meeting at which the School Head's performance or compensation is under review. The School Head may or may not be invited to be present during such a review. The School Head's role within the Board committee structure will be determined by the implications of the Board's annual agenda and institutional goals. The School Head's presence at all standing committee meetings is expected.

Article 8. INDEMNIFICATION.

- 8.1.** The Academy shall indemnify Trustees for the official acts of the Board.

Article 9. GENERAL PROVISIONS.

9.1. Board Recommendations.

All actions by the Board must be consistent with these By-laws and be approved by the Nation's Council prior to enactment when required by the Academy's Charter. All recommendations to the Nation's Council shall be in writing and set forth a basis for the Board's recommendation.

9.2. Ethical Considerations and Conflict of Interest.

Board members shall be considered "public officials" for the purposes of the Nation's Ethics Law, and shall abide by the Ethics Law in all matters before the Board.

Article 10. AMENDMENTS TO THE BY-LAWS.

10.1. Vote requirement. These by-laws may be amended by a majority vote of the Board present at any regular or special meeting, provided, that a copy of the proposed amendments is provided to each member of the Board and discussed at least one month prior to the adoption of any amendments.

10.2. Amendment approval. Any amendment to this Charter beyond sixty days of adoption must be submitted to Council for further approval.