

RESOLUTION 2021-01

**A RESOLUTION ADOPTING BYLAWS OF THE BOARD OF DIRECTORS OF BAND
MEMBER LEGAL SERVICES**

WHEREAS, the Board of Directors ("Board") was established under 24 MLBS § 1332; and

WHEREAS, the Board is required under 24 MLBS § 1337 to establish bylaws; and

WHEREAS, adopting bylaws will enable the Board to fulfill its other statutory duties; and

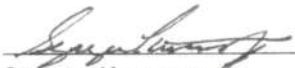
WHEREAS, a functioning deliberative body requires a framework of rules within which to work in a fair and uniform manner.

NOW, THEREFORE, BE IT RESOLVED, that the Board adopts the attached Bylaws of Band Member Legal Services.

WE DO HEREBY CERTIFY, that the foregoing resolution was duly concurred with and adopted at a regular meeting of the Board, a quorum of directors being present on the 2nd day of September, 2021, at Nayahshing, by a vote of:

FOR: 3
AGAINST: 0
ABSTAINING: 0

IN WITNESS WHEREOF, we, the Board of Directors, hereunto cause to have affixed to this resolution the signatures of the members of the Board of Directors.


Syngen Kanassatega
Chairperson of the Board


Joseph Jensen
Vice-Chairperson & Secretary


Adam Candler

BYLAWS
OF THE
BOARD OF DIRECTORS
OF
BAND MEMBER LEGAL SERVICES

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ARTICLE I – GENERAL POWERS

Section 1 – In General. These are the bylaws of the Board of Directors of Band Member Legal Services (“board”) adopted pursuant to 24 MLBS § 1337(c). All operations, apart from those specifically governed by statute, shall be conducted in accordance with these bylaws.

Section 2 – Number. The board shall consist of five directors.

Section 3 – Members. The directors shall be appointed as provided in 24 MLBS § 1333.

Section 4 – Term of Office. Each director, apart from the initial board, shall serve a three-year term, beginning on January 1 of the calendar year in which the appointment was due to be made and shall end on December 31 of the final year of the director’s three-year term.

Section 5 – Organization. The directors shall select from among themselves a chairperson and such other officers as are provided for in these bylaws.

Section 6 – Resignation. Directors may resign at any time by submitting a formal notice of resignation to the board and to the official by whom the director was appointed.

Section 7 – Vacancies. Any vacancy in the board for any reason shall remain until the vacant position is filled by the relevant appointing individual.

Section 8 – Amendments. The board may amend these bylaws by majority vote.

ARTICLE II – CONVENING

Section 1 – Place of Meetings. The board may hold its meetings at such place or places as it may from time to time determine. The board may delegate to the chairperson the power to designate the place of meetings.

Section 2 – Annual Meeting. The annual meeting of the board shall be held in January of each year for the purposes of determining the times, dates, and places at which regular meetings shall be held that calendar year, the election of officers, and the transaction of such other business as shall come before the board.

Section 3 – Regular Meetings. Regular meetings of the board may be held from time to time at such place and time as the board may determine. The board may delegate to the chairperson the power to set the meeting dates and times.

Section 4 – Special Meetings. Special meetings of the board may be called at any time and for any purpose by the chairperson or at the written request of any three directors. A special meeting called at the request of the directors shall be held not less than two nor more than ten days after the chairperson receives the directors’ request. If the chairperson fails to convene a special

meeting within the timeframe established in this section, the directors who requested the meeting may set the time and place of the meeting and issue notice to the remainder of the board.

Section 5 – Notice of Meetings. Notice of every annual, regular, and special meeting of the board shall be mailed to each director, addressed to him or her at the address on file with the board and must be mailed not less than five and not more than thirty days before the day on which the meeting is to be held. Each notice must state the time, date, and place of the meeting, but need not state the purposes thereof unless it is a notice for a special meeting. For purposes of this section, “mailed” includes notification by electronic mail to the electronic mail address on file with the board.

Section 6 – Waiver of Notice. Appearance at a meeting is deemed a waiver of notice unless the director states that his or her appearance is solely for the purposes of asserting the illegality of the meeting.

Section 7 – Quorum. The presence of any three directors shall constitute a quorum. The quorum requirements shall remain identical regardless of any vacancies.

Section 8 – Proxies. The board may not permit use of proxies at meetings of the board.

Section 9 – Voting. Each director shall have one vote. Directors may vote by voice or by ballot. An affirmative vote of at least three directors, not merely a majority of those present and voting, shall be required for any action to be deemed approved.

Section 10 – Adjournment. When a meeting of the board is adjourned to another specific time, date, or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 11 – Meetings by Means of Remote Communications. Any meeting of the board, or any subcommittee thereof, may be conducted by remote communication. For purposes of this section, “remote communication” means any method of meeting through which some or all of the directors are in different physical locations but may participate in the meeting in real time, including by conference call or video call.

Section 12 – Rules. The board shall operate under Robert’s Rules of Order during all meetings, including subcommittee meetings, to the extent that those rules are consistent with these bylaws.

ARTICLE III – OFFICERS

Section 1 – Designation. The officers of the board shall be the chairperson, the vice-chairperson, and the secretary. The board may by resolution create additional officer positions.

Section 2 – Term of Office.

- (a) The term of office of all officers shall be from the date on which the officer was elected until December 31 of that calendar year.

- (b) The incumbent chairperson shall preside over the annual meeting until the position of chairperson for the new term is filled by election.
- (c) In the event the incumbent chairperson is no longer serving as an appointed member of the board, the incumbent vice-chairperson shall preside over the annual meeting until the position of chairperson for the new term is filled by election.
- (d) In the event neither the incumbent chairperson nor the incumbent vice-chairperson is serving as an appointed member of the board, the longest-serving member shall preside over the annual meeting as chairperson pro tempore until the position of chairperson for the new term is filled by election. If multiple members have equal seniority, the chairperson pro tempore shall be selected from among them by lot or other agreement.
- (e) No officer position shall be subject to term limits.

Section 3 – Resignation. Any officer of the board may resign her or his position as officer at any time. Resignation from an officer position shall not require resignation from the board.

Section 4 – Vacancies. A vacancy in the position of chairperson or vice-chairperson must be filled by election at the next scheduled meeting of the board. A vacancy in any other officer position may be filled by election at any subsequent meeting of the board.

Section 5 – Chairperson. The chairperson shall preside over the meetings of the board and perform all duties incident to the office.

Section 6 – Vice-Chairperson. The vice-chairperson shall preside over the meetings of the board in the absence of the chairperson and perform such other duties as are assigned by the board.

Section 7 – Secretary. The secretary shall maintain the minutes and other records of the board and perform all duties incident to the office.

Section 8 – Number of Officer Positions. Members of the board may hold more than one officer position. However, the chairperson may not simultaneously hold the position of vice-chairperson.

ARTICLE IV – RECORDS

Section 1 – Books and Records. The board shall cause to be kept records of all proceedings of the board and such records as shall be necessary and appropriate to the conduct of Band Member Legal Services.

Section 2 – Documents. The board shall cause to be kept at a secure location originals or copies of records of all proceedings of the board, financial statements of Band Member Legal Services, the bylaws, and all amendments and restatements of the bylaws.

Section 3 – Resolutions. The board shall follow a consistent system of numbering for resolutions of the board, which shall be as follows: [calendar year]-[consecutive number] (Example: 2021-01). The “consecutive number” shall be a continuous annual count and shall reset at the beginning of each calendar year.

Section 4 – Signatures on Resolutions. Resolutions shall be signed by all members of the board. However, failure of one or two members to affix their signature(s) to a resolution shall not render the resolution null and void.

Section 5 – Indemnification. The board and its members shall be indemnified for any official, proper, and legal actions taken by the board in the execution of its duties.

ARTICLE V – DUTIES OF THE BOARD

Section 1 – Standards. The board shall develop standards governing the delivery of indigent defense services.

Section 2 – Regional Public Defender Offices. The board shall establish regional public defender offices, if determined to be necessary and appropriate.

Section 3 – Bylaws. The board shall adopt bylaws.

Section 4 – Budget. The board shall approve and submit to the Band Assembly a biennial budget request.

Section 5 – Managing Attorney.

- (a) The board shall appoint, subject to the qualifications provided in 24 MLBS § 1338, a managing attorney of Band Member Legal Services, who shall serve a two-year term from his or her date of appointment. The board may remove the managing attorney prior to completion of his or her term for good cause.
- (b) The board shall permit the managing attorney to attend all meetings of the board as a non-voting member.
- (c) The managing attorney shall not be counted in determining whether a quorum is present.

Section 6 – Oversight Powers. The board shall conduct general oversight of the operations of Band Member Legal Services.

Section 7 – General Duties. The board shall take such actions as are necessary and proper to execute its administrative control over Band Member Legal Services and to fulfill the other duties prescribed in Title 24 and these bylaws.