



**Chickahominy Indian Tribe, Chickahominy Indian Tribe - Eastern Division (Nations),
Monacan Indian Nation, Nansemond Indian Nation, Pamunkey Indian Tribe,
Rappahannock Indian Tribe, Upper Mattaponi Indian Tribe**

**AMENDED AND RESTATED
CONSTITUTION AND BYLAWS
OF
Virginia Tribal Education Consortium, Inc
(herein referred to as "Bylaws")**

PREAMBLE

Virginia Tribal Consortium, Inc. in the years since its founding has, through its tribal citizens, supports and is governed under the seven federally recognized sovereign tribal nations principle of constituted authority dedicated to the empowerment, betterment and ultimate success of Native youth and Tribal citizens, in Virginia by helping to facilitate educational opportunities by helping to facilitate educational opportunities and career training, career training, and by ensuring accessibility to accurate historical information on Virginia Indians. The Amended and Restated Constitution and Bylaws that follow, adopted by the Board, define the constituent elements of Virginia Tribal Education Consortium, Inc. and provide the necessary legislation for its governing, the election of its officers and Board of Directors, and its administration.

ARTICLE I

MISSION AND OBJECTIVES

Section 1.1: Mission.

The Virginia Tribal Education Consortium, Inc. (VTEC) represents the seven federally recognized sovereign nations of Virginia: Chickahominy Indian Tribe, Chickahominy Indian Tribe - Eastern Division, Monacan Indian Nation, Nansemond Indian Nation, Pamunkey Indian Tribe, Rappahannock Indian Tribe and Upper Mattaponi Indian Tribe.

The mission of The Virginia Tribal Education Consortium, Inc. is to partner with state and local agencies, Virginia Department of Education and Local Education Agency's (School Districts, Colleges, and Universities), as well as Virginia Indian nations and native individuals to establish native sanctioned educational codes, provide opportunities for native youth to receive the education and training they need to become successful adults

and contributing members of their tribal communities, work with the Commonwealth Secretary of Education and Superintendent of Instruction to assist teacher equality, advance Career and Technical Education (CTE) programs to prepare American Indian participants to meet academic and technical standards for the high-skill, high-wage, or in-demand industry sectors or occupations in emerging or established professions, and promote continuous learning and continuity of our Native language and culture from through focused based learning sessions with our elder citizens.

Section 1.2: Purpose.

The purpose of The Virginia Tribal Education Consortium, Inc. is to serve as the Tribal Education Agency (TEA), also referred to as the Tribal Education Departments (TEDs) for the member Tribes, promote sovereign Tribal self-determination (sovereignty) in education among Tribes in Virginia, improve the academic achievement of Native youth and Tribal citizens, and promote the coordination and collaboration of participating Tribes with the Virginia Department of Education (VDOE), Local Educational Agencies (LEAs), and other entities.

The Seven Sovereign Tribes in the Commonwealth of Virginia gained Federal recognition and are striving to develop the capacity to provide strong guidance and support for the education of their youth, families, and communities.

Section 1.3: Objectives.

The mission of The Virginia Tribal Education Consortium, Inc. shall be achieved through the accomplishments of the following objectives, but are not limited to:

1. Establish The Virginia Tribal Education Consortium, Inc. to partner with the VDOE and LEAs to promote Tribal self-determination in education, improve the academic achievement of Native youth and Tribal citizens, promote coordination and collaboration with VDOE and LEAs, and meet the unique education and culturally related academic needs of Native youth and Tribal citizens.
2. Develop and Implement The Virginia Tribal Education Consortium, Inc. sanctioned education code(s) that is informed by research on improving Native youth and Tribal citizens outcomes;
3. Complete the VTEC Sovereignty Performance Management (SvPM) Plan and ongoing procedures to administer and coordinate the VTEC activities, manage its relationship and coordination with VDOE and LEAs that educate Native youth and Tribal citizens, and deliver capacity-building services to and/or from the VTEC, and the VDOE, and the LEAs.
4. Recruit/retain prepared and qualified teachers with Virginia Tribal language, culture, and history.
5. Increase Tribal community and family engagement to further teacher recruitment/retention.
6. Promote the availability of work-based learning experiences for Virginia Native students served by the TEA that align with in-demand industry sectors or occupations, without providing direct services.
7. Prepare all Native American participants to meet academic and technical standards for high-skill, high-wage, and in-demand industry or occupations.
8. Promote rigorous standard-based academic content and relevant technical knowledge and skills.
9. Support competency-based, work-based, or other applied learning.
10. Provide career and postsecondary advising to participants.
11. Promote career exploration ranging from middle to the high school level.

12. Access educational services that enable students to succeed in Career and Technical Education (CTE) programs.
13. Promote Science, Technology, Engineering, or Math (STEM) Education, focusing on Computer Science.
14. Access to ACT WorkKeys job profiling curriculum; review and update participants' academic and career interests and plans; postsecondary educational and financial counseling; and access to paid and unpaid work-based learning experiences in high-skill, high-wage, or in-demand industries and occupations.

To meet the requirements of the grants awarded to The Virginia Tribal Education Consortium, Inc. projects, activities and strategies undertaken were aligned with the goals and objectives of each grant narrative/scope and audited by an independent consultant firm.

Section 1.4: Guiding Principles.

1. The VTEC places the highest value on Tribal Sovereignty and the Tribal Consultation Process,
2. The VTEC strives to cultivate meaningful and sustainable relationships with the VDOE, LEAs; and other entities to address the education needs of Virginia Native youth and Tribal citizens, and communities;
3. The VTEC works together collaboratively and fairly to allocate financial resources and achieve efficiency in meeting the needs of Native youth and Tribal citizens;
4. The VTEC shares responsibility and accountability for project outcomes; and
5. The VTEC adheres to a transparent process of open and collegial communication.

Section 1.5: Powers.

The Virginia Tribal Education Consortium, Inc. shall have and exercise all rights and powers conferred on corporation under the Commonwealth of Virginia Nonstock Corporation Act, as short title (the "Act").

ARTICLE II MEMBERSHIP

Section 2.1: Tribal Membership.

The members of The Virginia Tribal Education Consortium, Inc. shall consist of at least one, with a maximum of two, representatives from:

- Chickahominy Indian Tribe
- Chickahominy Indian Tribe - Eastern Division
- Monacan Indian Nation
- Nansemond Indian Nation
- Pamunkey Indian Tribe
- Rappahannock Indian Tribe
- Upper Mattaponi Indian Tribe

Section 2.2: Governorship.

The Virginia Tribal Consortium, Inc. is governed by the member Tribes.

Section 2.3: Non-voting participants:

The Board has the authority to establish and define non-voting categories of participants. Other government entities and organizations serving the needs of Virginia Native youth and Tribal citizens may be invited to participate in The Virginia Tribal Consortium, Inc. as non-voting participants.

ARTICLE III BOARD OF DIRECTORS (herein referred to as “Board”)

Section 3.1: Board of Directors.

The Board of Directors of The Virginia Tribal Consortium, Inc. is responsible for the oversight for the administration and management of The Virginia Tribal Consortium, Inc. in accordance with the governing documents; shall adopt operational policies for the regulation of administration and direction and function as the Executive Committee. The Board is comprised of at least one with a maximum of two representatives from the member Tribes.

Section 3.2: Term of Office.

The term of office of a member of the Board of Directors shall be for three years, are eligible to serve consecutive terms, or until such member’s successor shall have been elected and shall have qualified and taken office. Board of Directors members are nominated by their respective tribal Chiefs. The term of office of a member of the Board of Directors shall begin immediately upon election.

Section 3.3: Delegation of Authority.

The Board may delegate the power or duties of any officer to any other officer(s) notwithstanding any provision of these bylaws.

Section 3.4: Executive Officers and Duties.

There shall be four officers of the Executive Committee, consisting of a Chairperson, Vice-Chairperson, Secretary, and Fiscal Agent. Their duties are as follows:

- *The Chairperson* shall have the responsibility and the power necessary to preside at all meetings of the Executive Committee, prepare the meeting agendas and supporting materials, and perform other duties, which may be assigned by vote of the Board.
 - ◆ Presides at and attends all meetings of the members, Board of Directors and Executive Committee. Coordinate’s agenda material with the Executive Director.
 - ◆ In concert with the Executive Director, sees that the Board of Directors, Executive Committee, and officers are kept fully informed on the conditions and operations of the Chapter.
 - ◆ Works with the Executive Director to see that basic policies and programs designed to further the goals and objectives of The Virginia Tribal Education Consortium, Inc are planned, formulated, presented to the Board of Directors, and executed following Board approval.

- ◆ Appoints the chairs and members of Committees and task forces, outlines the purpose and duties of these committees and task forces, and monitors progress.
- ◆ Supports and defends policies and programs adopted by the membership, Board of Directors and Executive Committee.
- ◆ Promotes interest and active participation in The Virginia Tribal Education Consortium, Inc on the part of the membership and reports activities of the Board members by means of letters, publications or speeches.
- ◆ With the Executive Director, acts as a spokesperson for The Virginia Tribal Education Consortium, Inc to the press, the public, legislative bodies, and related organizations.
- ◆ Presents an annual report at the annual membership meeting on the Board of Directors.
- ◆ Exercises general supervision over the work and activities of the Grant Staff, Board, Executive Committee and other Chapter committees.
- ◆ In cooperation with the Executive Director, sees that all orders and resolutions of the Board of Directors are carried into effect.
- ◆ Performs such other duties and assumes such responsibilities as may be assigned by the Chairperson or Board of Directors.

Relationships: Responsible to the Board of Directors and to the membership for seeing that the programs and policies of the Chapter reflect the needs and aspirations of the membership. Consults and advises with the Executive Director on all matters pertaining to Chapter policies, programs and finances. The Chairperson may, in cooperation with the Executive Director, request a staff liaison to assist with the duties.

- *The Vice-Chairperson* shall have the responsibility and the power necessary for the general management, to ensure that all orders and resolutions of the Board are carried into effect, act as Chairperson in the absence of the Chairperson, and perform other duties, which may be assigned by vote of the Board.
 - ◆ Understands the VTEC Bylaws, Mission, Vision, Purpose;
 - ◆ Serves as a member of the Board of Directors, Executive Committee and other committees as assigned by the Chairperson.
 - ◆ Works closely with the current Chairperson and Executive Director to learn the duties of the Chairperson to prepare to assume that office.
 - ◆ Represents the Board with other associations, education groups, or other organizations as may be assigned by the Chairperson or Board of Directors.
 - ◆ In the absence or incapacity of the Chairperson, performs the duties and exercises the powers of the Chairperson.
 - ◆ Keep abreast of all Committee operations.
 - ◆ Performs such other duties and assumes such responsibilities as may be assigned by the Chairperson or Board of Directors.

Relationships: In partnership with the Chairperson, maintains contact with local, state and federal officials and reports developments to the Board. The Vice-Chairperson may, in cooperation with the Executive Director, request a staff liaison to assist with the duties.

- *The Secretary* shall attend all meetings of the Board and record all proceedings at such meetings in paper form if the minutes are maintained in paper form and in electronic form if the minutes are maintained in electronic form. The Secretary, or his or her delegates, shall perform like duties for

the Board committees, when required; provided, however, that the Secretary shall not be required to be present at any sessions of non-management or independent committees.

- ◆ Serves as member of the Board of Directors and Executive Committee.
- ◆ Attends all meetings of the members of the Board of Directors and Executive Committee and ensures that attendance, votes and proceedings of the meetings are recorded and maintained in the permanent records of the Board.
- ◆ Assures that staff maintains custody of the corporate seal of the Board and affixes the same to any instrument requiring it. Attests the seal by his/her signature.
- ◆ Conducts roll call of Membership, Board of Directors and Executive Committee meetings for the official records and to establish the presence of a quorum.
- ◆ Ensures that copies of the minutes of the Board meetings and Executive Committee meetings are approved by those bodies and provided to the officers and directors as appropriate.
- ◆ Performs such other duties and assumes such responsibilities as may be assigned by the Chairperson or Board of Directors.

Relationships: The Secretary may, in cooperation with the Executive Director, request a staff liaison to assist with the duties.

- *The Fiscal Agent* serves as the oversight financial agent working with the Chief Financial Officer to certify the grant expenditures have been prepared, appropriated, expended, and provide the Board a status update.
 - ◆ Serves as member of the Board of Directors and Executive Committee.
 - ◆ In conjunction with the Chief Management Officer, ensures that the Board maintains accurate financial records.
 - ◆ In conjunction with the Chief Management Officer, reviews the Board expenditures and financial status on a regular basis to ensure overall fiscal integrity.
 - ◆ Ensures that regular financial reports are submitted to the Board of Directors and Executive Committee and presents monthly financial reports in coordination with the Chief Management Officer to the Board.
 - ◆ Submits the annual independent audit report to the Board in coordination with the Chief Financial Management Officer.
 - ◆ Performs other duties assigned by the President or Board of Directors, which may include serving as chair or member of other committees.

Relationships: The Fiscal Agent may, in cooperation with the Chief Financial Management Officer, request a staff liaison to assist with the duties.

Section 3.5: Term of Office and Vacancies.

The term of office of each officer shall be three years, are eligible to serve consecutive terms, or until such member's successor shall have been elected and shall have qualified and taken office and commence upon the election of that officer by the Board. A vacancy by death, resignation, or removal from office arising from any cause may be filled for the unexpired portion of the term by the Board.

Section 3.6: Resignation.

Any Executive Officer may resign at any time, by giving notice in writing or by electronic transmission to the Chairperson or the Vice-Chairperson. Any such resignation shall take effect at the time specified in the notice of resignation or, if no time is specified, immediately upon receipt of the notice.

Section 3.7: Removal.

An Executive Officer may be removed by the Board of Directors, with or without cause and without regard to any rights such member may have under internal procedures of The Virginia Tribal Consortium, Inc. governing the Board of Directors, whenever, in the judgment of at least two-thirds of the Board of Directors then serving, the best interests of The Virginia Tribal Consortium, Inc. will be served thereby.

ARTICLE IV MEETINGS & TRAININGS

Section 4.1: Notice of Meetings.

The Board of Directors will be notified at least 15 days prior to a scheduled meeting invite stating the place, day, and hour designated by the Chairperson.

Section 4.2: Decision Making and Status Meetings.

There will be a minimum of four meetings of The Virginia Tribal Consortium, Inc. Board annually, open to the public, taking place in the months of November, February, May, and August at a time and location which will be designated by the Chairperson and approved by the Board. At the first meeting of the fiscal year, the Board of Directors shall elect a Chairperson, Vice-Chairperson, Secretary, and Fiscal Agent. At these meetings, the Board will receive reports on the activities in relation to the annual plan, budget, and expenditures to date. Opportunities will be provided for public comment.

Section 4.3: Notice of Special Meetings.

Board members shall be notified of special meetings at least 72 hours in advance. The agenda and documents for the meeting shall be emailed to the Board four days in advance to the meeting. Upon approval the after action reports will be posted on The Virginia Tribal Consortium, Inc. website and electronically.

Section 4.4: Meetings by Telephone.

Members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. The participants must state their name for the secretary to record their presence for the meeting. Such participation shall constitute presence in person at the meeting and the meetings will be recorded.

Section 4.5: Accreditation of Accredited Meetings.

The Secretary of The Virginia Tribal Consortium, Inc. shall be responsible for the accreditation of the Board meeting notes, attendance of all persons of the meeting and of all persons voting, and all persons seeking to vote by proxy as accredited proxy members. All challenges to and appeals of the accreditation decisions of the secretary shall be resolved by the Committee on Rules. The decision of the Committee on Rules shall be final and binding on all parties.

Section 4.6: Initial Accreditation Report.

Two weeks prior to the convening of the next regular meeting of the Board the secretary shall submit an initial accreditation report of the prior Board “Meeting Minutes” to the Board for review, audit, and input to the secretary to include listing all taskings, assigned tasks, and any issues found to be in order by the secretary.

Section 4.7: Final Accreditation Report.

Immediately prior to the session of the next regular meeting of the Board at which members of the Board of Directors and executive officers of The Virginia Tribal Consortium, Inc., the corporate secretary shall submit a final accreditation report (the “Final Accreditation Report/Meeting Minute Notes”) to read and the Chairperson will call for an approval vote by the Board.

Section 4.8: Posting of Accreditation Reports.

The “Final Accreditation Report/Meeting Minute Notes” Report and Agenda shall be made available in such manner as to allow the public to view.

Section 4.9: Quorum.

For meetings of The Virginia Tribal Consortium, Inc., a quorum shall be absolute two-thirds member of the Board. Meetings may still be held without a quorum for purpose of presentation or discussion. No actions or voting may take place without a quorum.

Section 4.10: Voting.

Each member will have a minimum of one vote. In order to cast a vote, at least one member from each Tribe must be present. In case of a tie, discussion will continue until the tie is broken. Members shall attempt to reach decisions by consensus. If a clear consensus cannot be obtained, decisions shall be reached by a majority vote. Absentee ballots are not permitted. If a Board member attends a meeting in which the vote is postponed to the next meeting, the member may submit their vote per Section 4.12.

Section 4.11: Participation in Meetings by Teleconference or Other Communications Equipment.

Members of the Board or any Executive committee may participate in a meeting of the Board or such committee by means of teleconference or other communications equipment in which all persons participating in the meeting can hear each other. Participation in a meeting by a member pursuant to Section 4.11 shall constitute presence in person at the meeting.

Section 4.12: Action Without a Meeting.

Any action required or permitted to be taken at any meeting of the Board or the Executive committee may be taken without a meeting, if all members of the Board or the Executive committee consent in writing or by electronic transmission, and the writing(s) or electronic transmission(s) are filed with the minutes of proceedings of the Board or the Executive committee. Such filing shall be in electronic form.

Section 4.13: Participation in Trainings by Virtual Classroom, Teleconference or Other Communications Equipment.

Members of the Board or any Executive committee may participate in a training of the Board or such committee by means of virtual classroom, teleconference or other communications equipment in which all persons participating in the training can complete the training at a self-pace. Participation in the training must meet the completion requirement and final survey completed to the faculty/trainer by the designated submission deadline.

Section 4.14: Compensation.

The Board and Executive committee may be paid a stipend and expenses, per grant and federal government guidelines, if any, of attendance at each meeting and training if budget permits.

ARTICLE V
Role/Responsibilities of Committees

Section 5.1: Relationships.

The most effective committee members relate to other Board colleagues and to staff with mutual understanding and respect. The first obligation of a committee to the Board is to provide adequate information that enables board members to review committee actions and recommendations thoroughly. Board members, in turn, must devote time and thought to studying committee recommendations, which reflect a considerable investment on the part of committee members. Both Board and committees should remember that the Board is not simply a rubber stamp for committee recommendations. The Board always has the option to reject a committee proposal or refer a matter back to the committee for more work.

Clarity of committee and staff roles is especially vital. The Executive Director or an appropriate staff liaison member should support the work of each committee. It is important to assess the level of staff support that is realistically required, to avoid drawing staff members away from other responsibilities. Committees do not advise staff but advise and make recommendations to the Board on matters of governance and on-Board participation in organization-wide activities, such as strategic planning. Just as committees must not supplant the responsibilities of the Board, they must not become involved in day-to-day administrative/ staff work.

Section 5.2: Committee Formation.

The Board may create committees as needed. Committees will operate under the direction of the Board and coordinated by the Committee Chair appointed by the Board. Committees will keep regular minutes of its proceedings and report those minutes to the Board.

Section 5.3: Committee Structure.

The Board has two types of committees: Standing and Special. A standing committee performs a continuing function and operates on a year-to-year basis. These committees deal with organizational and operational concerns of the continuing Board programs. A special committee is organized with a specific objective or problem in mind and serves at the discretion of the Board of Directors and/or the Chairperson or until the task is completed. The Chairperson appoints committee chairs and members annually.

VTEC COMMITTEES	
Standing	Special
Bylaws	Communications/Public Relations
Newsletter	Conference

Section 5.4: Committee Function.

Committees are advisory to the Board of Directors. Committee recommendations cannot be implemented and are not authorized until the Board has given its approval. The Board for continuing or short-term purposes establishes committees. Committee Chair and members are appointed by the Chairperson on an annual basis and are subject to Board ratification.

Section 5.5: Role of Committee Chairs.

The persons selected to serve as committee chairs are intended to be persons who readily accept responsibility, foster creativity, and deal in firm but unobtrusive ways to keep the committee on the topic and achieving its objectives. Typically, they are not in awe of the committee or other members. They possess leadership potential, experience, ability, and have demonstrated past accomplishments.

Section 5.6: Committee Chair's Responsibilities.

The Committee Chair's responsibilities consist of the following areas:

- ◆ Attending all the Board meetings.
- ◆ Publicly disclosing any actual or perceived conflicts of interest and refraining from voting in such instances.
- ◆ Submitting a written Committee Report for each Board meeting in a timely manner.
- ◆ Accepting and supporting the committee's charge; recommending or revising the committee charge to stay current with and to lead future case management practice.
- ◆ Defining your committee's goals and objectives for the year with the Executive Director.
- ◆ Planning committee meetings and agenda with your committee team.
- ◆ Exercising leadership.
- ◆ Moving members toward participation and decisions.
- ◆ Evaluating committee efforts and communicating recommendations to the Board.
- ◆ Maintaining records and relevant information on committee work. The Chair must keep sufficiently informed to interact knowledgeably with other committee members and staff.
- ◆ Refrain from any discussions or activities that violate antitrust laws.

Section 5.7: Role of Committee Member.

The committee members are expected to participate and positively contribute to assisting the committee to reach its goals and meet its timelines. Members are expected to do the following:

- ◆ Act in good faith and in accordance with what they believe to be in the best interests of The Virginia Tribal Consortium, Inc.
- ◆ Discharge their responsibilities diligently and not delegate them to other committee members or staff.
- ◆ Do not Publicly disclose any actual or perceived conflicts of interest and do not vote in such committee matters.
- ◆ Refrain from any discussions or activities that violate antitrust laws.

Section 5.8: Committee/Task Force Guidelines.

Your committees/task forces are the essential, functional units. For effective function, each committee/task force, its chair, and its members must have:

1. A specific function clearly defined and understood by all members.
2. An effective chair, who starts and ends meetings on time, keeps to the agenda, sets the tone and pace of meetings, makes sure all members participate and none dominate.

3. An effective logistics person, who prepares agendas, provides needed data, reports or other material necessary to clarify issues and who prepares minutes or committee actions.
4. An agenda specifying what is to be accomplished at each meeting, what decisions are needed and what items need discussion.
5. Members, who attend all meetings, read advance material provided and participate actively in discussions.

Section 5.9: Establishing Goals, Timeline, and Meetings.

In order for a committee to function at its best, it must have clearly defined objectives and establish a working plan. This plan must have clear timelines so the committee members know the expectations of the committee and in order that the staff and Board of Directors can monitor progress. Committees meet at the discretion Chair and are expected to complete their objectives on a schedule that generates timely reports and recommendations to the Board of Directors. All meetings must be coordinated through staff to allow for scheduling of staff time that permits staff attendance, and their coordination of meeting times or sites and accommodations with other meetings. Notices of meeting calls and preliminary agendas are provided sufficiently in advance to ensure members' ability to protect meeting times and dates, arrange economic travel, inform themselves on agenda items, formulate positions based upon personal research and/or propose additional items to be discussed. Meeting materials related to each agenda item are provided **at least five working days** in advance of committee meetings.

Section 5.10: Expectations for the Committee Chair.

1. Prior to the actual meeting:
 - Decide on an agenda;
 - Develop and review background material;
 - Ensure both are emailed to the committee members several days prior to the meeting.
2. Start and end meetings on time.
 - Keep the group on the subject and control discussion so that all items receive sufficient time.
3. Encourage participation and ensure equal access to group time...
 - By involving silent members;
 - And controlling those who dominate.

Section 5.11: Expectations of the Committee Members.

4. Attend all meetings, arrive on time and plan to spend the time required to stay to the end.
5. Do necessary homework, read advance material, review agenda and consider items to be discussed in advance of meeting.
6. Ask questions if something is not fully understood. The only dumb question is the one that is not asked.
7. Share responsibility with the chair and other members for getting the work done, accomplishing objectives and ensuring good use of everyone's time.

Section 5.12: Tips for Improving Committee & Task Force Effectiveness.

Non-board members are permitted to participate in committees and tribal citizens not on the board.

- Make sure that the committee/task force has a real purpose for existence.
- Make sure that everyone on the committee/task force knows what the purpose is and agrees with it.
- Have only the right people on the committee: interested, capable and willing to work.

- Remove committee/task force members who are not right for the committee/task force or who do not participate.
- Do not hold meetings without a clear reason.
- \all a meeting only when it is clearly the best way to accomplish the task.
- Give advance notice of meetings, complete with a distributed agenda and reading materials.
- Encourage everyone to participate during the meeting.
- Utilize seating arrangements that encourage equality of participation.
- Use name cards if attendees do not know one another.
- Discourage members who monopolize the discussion.
- Set norms for behavior at the first committee meeting and stick to them.
- Start and end meetings on time. If work is not done when time is up, negotiate a time for further discussion.
- Have an agenda for each meeting. Schedule important items first on the agenda.
- Allocate time for discussion according to the importance of each issue.
- Send members a summary of the meeting, keying on the decisions made and, on the assignments, given.
- Do not have more than eight people on a committee without breaking it into subcommittees.
- Be very specific about tasks and deadlines.
- Do not discuss, re-discuss and continue to discuss items. Make leadership decisions.
- Conclude each meeting with a summary of what is to be done by whom by when.
- Double check for agreement on important issues. Seek opposing points of view.
- Do not allow unrelated discussions at meetings.
- Make sure everyone gets credit for the accomplishments of the committee.
- Allow some social time following each meeting.

ARTICLE VI EDUCATION CODES

Section 6.1: Establishing Education Codes.

The Virginia Tribal Education Consortium, Inc. shall prepare education codes to be reviewed and approved by the governance of each Tribal Council.

Section 6.2: Dissemination of Education Codes.

The Virginia Tribal Education Consortium, Inc. shall disseminate approved education codes to VDOE, LEAs, and other entities, as necessary. The Virginia Tribal Education Consortium, Inc. shall work with VDOE to have approved education codes codified to the VDOE code.

ARTICLE VII FINANCIAL ADMINISTRATION

Section 7.1: Contracts.

The Board of Directors or the Chairperson of The Virginia Tribal Education Consortium, Inc. may authorize the Chief Financial Officer (CFO) or Director, to enter into any contract or execute and deliver

any instrument in the name of and on behalf of the VTEC. The CFO will report monthly to the Board the budget and expenditures and work closely with the Executive committee Fiscal Agent who will provide oversight to the CFO. The CFO will work with an independent CPA for auditing.

Section 7.2: Checks, Drafts, or Orders for Payment.

All checks, drafts or orders for payment of money, notes or other evidence of indebtedness issued in the name of The Virginia Tribal Education Consortium, Inc. shall be signed by such Board Member(s) or employee(s) of the VTEC and in such manner as shall from time to time be determined by resolution of the Board of Director. The authority of any such authorized Board Member(s) or employee(s) to sign checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the VTEC may be limited to amounts determined by the Board of Directors.

Section 7.3: Deposits.

All funds of The Virginia Tribal Education Consortium, Inc. shall be deposited in The Virginia Tribal Education Consortium, Inc. banking account in accordance with procedures established by the Board of Directors.

Section 7.4: Accounting and Audit.

The Board of Directors shall employ a certified public accountant to assist the CFO in preparing a review of The Virginia Tribal Education Consortium, Inc.'s books and accounts. The Board of Directors may request an audit at any time it deems necessary. Any selected certified public accountant shall report to the Board of Directors and the Fiscal Agent, and all findings of such certified public accountant shall be reported at the earliest possible meeting of the Board of Directors. The Board of Directors may adopt any additional audit procedures as it may determine in its discretion.

Section 7.5: Dividends Prohibited.

No dividend shall be paid to, and no part of the income of The Virginia Tribal Education Consortium, Inc. shall be distributed to Board Members.

Section 7.6: Loans to Members of the Board of Directors and Officers Prohibited.

No loans shall be made by The Virginia Tribal Education Consortium, Inc. to any member of the Board of Directors or to any officer of Virginia Tribal Education Consortium.

Section 7.7: Account Books, Minutes, etc.

The Virginia Tribal Education Consortium, Inc. Chief Financial Officer shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors, and committees having and of the authority of the Board of Directors and shall keep at the registered or principal office a record of the names and addresses of the Members entitled to vote. The foregoing for each fiscal year shall be kept for at least three years after the close of said fiscal year. All books and records of The Virginia Tribal Education Consortium, Inc. may be inspected by any Member of The Virginia Tribal Education Consortium Inc., or such his/her agent or attorney, at any reasonable time and place, and for a proper purpose, on written demand stating the purpose of the demand.

Section 7.8: Employees.

The Virginia Tribal Education Consortium, Inc. employees will report directly to The Virginia Tribal Consortium, Inc. Director and the Chief Financial Officer.

Section 7.9: Designated Contributions.

Virginia Tribal Education Consortium may accept any designated contribution, grant, bequest, or device consistent with its general tax-exempt purposes as set forth in the Articles of Incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes, or uses, and such designations will be honored to the extent possible. Virginia Tribal Education Consortium shall reserve all right, title, and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose, or use. Furthermore, Virginia Tribal Education Consortium shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out Virginia Tribal Education Consortium 's tax-exempt purposes. The Virginia Tribal Consortium, Inc. will consult with legal representation prior to accepting any designated contributions.

Section 7.10: Fiscal Year.

The fiscal year of Virginia Tribal Education Consortium shall run from October 1 to September 30.

Section 7.11: Reliance upon Books, Reports and Records.

Except as provided by applicable law, each member of the Board and Executive committee shall, in the performance of his or her duties, be fully protected in relying in good faith upon the books of account or other records of the Board and upon such information, opinions, reports or statements presented to the Board by any of its officers, associates or Executive committees or by any other person as to matters that the Chairperson reasonably believes are within such person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Board.

ARTICLE VIII DISASTER

Section 8.1: Disaster.

In the event that any obligation of any person is prevented or delayed by circumstances of natural disaster, such person(s) will be excused from any failure to perform any such obligation under this Agreement to the extent that such failure is caused by any such circumstances.

Section 8.2: Disaster Defined.

Disasters are either natural, manufactured or pandemic and all have a major impact on the society. A natural disaster is a disaster caused by nature, and men have no control over them. Earthquakes, tsunamis, floods, landslides, hurricanes, wildfires, droughts, volcanic eruptions are some examples of natural disasters. A manufactured disaster is a disaster caused by human beings. Some examples of manufactured disasters include hazardous material spills, explosions, chemical or biological attacks, nuclear blasts, traffic collisions such as train accidents, plane crashes are some examples of manufactured disasters. A pandemic disaster is an epidemic of disease that has spread across a large region, for instance multiple continents or worldwide, affecting a substantial number of people. Some examples of pandemic disasters include COVID-19, HIV/AIDS, FLU, Asian FLU, Cholera, Bubonic Plague, and Antonine Plague.

Section 8.3: Disaster Recovery and Business Continuity.

The Board will implement and maintain reasonable disaster recovery and operational business continuity procedures that are reasonably designed to recover data communication, information, and other business-related functions of the Board in a manner and time frame consistent with legal, regulatory and business requirements applicable to the Board in its provision of telecommunications services.

Section 8.4: Voting.

The Board will not require absolute majority vote in a disaster recovery and operational business continuity procedures to complete voting approval. Voting decisions shall be made by a quorum.

Section 8.5: Participation in Meetings.

Participation in a meeting by a member in a disaster pursuant to Article IV Section 4.11 shall constitute presence in person at the meeting.

Section 8.6: Action Without a Meeting.

Any action without a meeting in a disaster pursuant to Article VIII Section 8.4 shall constitute proceedings of the Board or the Executive committee.

Section 8.7: Committee on Emergencies.

There shall be a Committee on Emergencies consisting of the Chairperson, the Vice-Chairperson, Fiscal Agent and the Secretary. It shall have the power to take any action that may be made necessary by any emergency arising out of an international or national crisis and only in such emergencies. Subject to the foregoing, this Committee shall have power to cancel or suspend any action of the Board, or provision of these Bylaws, relating to the interests of the Virginia Tribal Education Consortium, Inc., or any such decisions, either of the Board of Directors or any of the areas The Virginia Tribal Consortium, Inc. This power shall include the authority to increase within the limits of current income or decrease the total amount of the budget as the emergency may require. The Chairperson shall make a report to the next Board of any and all actions taken under this emergency provision. Two members of this Committee shall constitute a quorum.

Section 8.8: Emergency Program.

Because there is a possibility of local, state and federal relationships deteriorating, the Board of Directors shall set up an emergency program as follows:

- (1) **Order of Succession.** The following basis of succession shall be made effective in the event of disaster: (a) Chairperson, (b) Vice-Chairperson, (c) Fiscal Agent, (d) Secretary, (e) such other Board officers as determined by the Board of Directors, (f) Board of Directors, (g) VTEC Director, (h), VTEC Chief Financial Officer. In the matter of other Board officers, Board of Directors, and VTEC staff, each classification shall proceed in the order of seniority of election or appointment. Persons who have served as officers of Virginia Tribal Education Consortium, left office, and subsequently been elected or appointed to an office involving the order of succession shall continue their seniority minus the years of service in a nonqualifying category. The Board secretary shall publish every two years in the Annual Report the list of the persons in line of succession to take responsibility in the event of disaster.
- (2) **Disaster Committee.** In the event of a catastrophic disaster taking place, a Disaster Committee of nine shall be responsible for administering the work of The Virginia Tribal Education Consortium. The Chairperson shall be the highest-ranking person in the line of succession. The next eight persons shall, with the person mentioned above, make up the Committee. In the event that there are not eight such persons living or able to function, persons who are qualified in the line of succession shall meet, along with enough other

survivors of the Board of Directors and staff. The Chairperson shall choose eight persons from among these to make this Committee of nine. The Disaster Committee shall have authority to appoint officers, including district superintendents, and to do such other business as may require immediate attention, including the responsibilities of the Board, Executive officers and staff. It shall have emergency powers to act as a Board of Directors. At the earliest moment possible it shall arrange to call a special meeting of the Board in accordance with the constitutional basis of representation.

- (3) **Modification of Emergency Program.** The Executive Committee is authorized to amend any of the provisions of Section 8.8 as needed from time to time.

ARTICLE IX DEFINITIONS

Section 9.1: Definitions.

Throughout the Bylaws:

- a. Use of the phrase “absolute majority” means a majority of all voting members serving at that time regardless of the number of members present during the vote.
- b. Use of the phrase “simple majority” and/or “majority” means a majority of the members who are present during the vote.
- c. Use of the phrase “absolute two-thirds (2/3)” means at least two-thirds of all voting members serving at that time regardless of the number of members present during the vote.
- d. Use of the phrase “two-thirds (2/3)” means two-thirds of the voting members who are present during the vote.
- e. Use of the phrase “quorum” means a majority of the members of the body meeting.

ARTICLE X AMENDMENTS

Section 10.1: Amendments.

The Virginia Tribal Consortium, Inc. bylaws may be altered or amended at any properly published meeting of by two-thirds vote of the total Board membership, provided that notice of the proposed change has been sent to each member at least 7 days prior to the meeting.

ARTICLE XI INDEMNIFICATION

Section 11.1: Indemnification.

Any person made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he or she is or was an Executive and/or Board members of The Virginia Tribal Consortium, Inc.

shall be indemnified by The Virginia Tribal Consortium, Inc. against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such Executive and/or Board members is liable for negligence or misconduct in the performance of his or her duties. Such rights of indemnification shall not be deemed exclusive of any rights to which such Executive and/or Board members may be entitled apart from this provision.

ARTICLE XII MISCELLANEOUS

Section 12.1: Seal.

The Board of Directors may in its discretion elect to have a corporate seal. If such an election is made, the seal of The Virginia Tribal Consortium, Inc. shall be such as from time to time may be approved by the Board of Directors.

Section 12.2: References to Internal Revenue Code.

All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 12.3: Severability.

The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 12.4: Nature and Effect of Document.

For purposes of the Virginia Nonprofit Corporation Act, this document shall serve and be referred to as the "Bylaws" of The Virginia Tribal Education Consortium, Inc.

Section 12.5: Headings.

The article and section headings in these Bylaws are for convenience only and shall not be considered part of these Bylaws or used to interpret these Bylaws. I, Natalie Edwards, Chairperson, and Deborah Wilkinson, Secretary of Virginia Tribal Education Consortium, Inc., do certify that the above is a true and correct copy of the General Bylaws of The Virginia Tribal Education Consortium, Inc.

Section 12.6: Invalid Provisions.

If any part of these Bylaws shall be invalid or inoperative for any reason, the remaining parts, as far as is possible and reasonable, shall remain, valid and operative.

ARTICLE XIII DISSOLUTION

If dissolution of The Virginia Tribal Education Consortium, Inc. occurs the Board of Directors shall, after paying or making provisions for the payment of liabilities of The Virginia Tribal Education

Consortium, Inc, dispose of all the assets of in such a manner as to support organizations organized and operating exclusively for charitable or educational purposes.

**ARTICLE XIV
AMENDMENT OR REPEAL OF BYLAWS**

These Bylaws may be amended or repealed, or new Bylaws may be adopted, at any annual or special meeting of The Virginia Tribal Education Consortium, Inc. by the vote of two-thirds (2/3) of the Board present and voting at a meeting at which a quorum is present, provided that the amendment or change has been submitted in writing 30 days prior to the meeting, and so long as notice of such proposed amendment, repeal or adoption is contained in the notice of the meeting and such amendment, repeal or adoption does not cause The Virginia Tribal Education Consortium, Inc. to cease to be exclusively organized and operated as an entity described in section 501(c)(3) of the Internal Revenue Code.

* * * * *

The undersigned, being the duly elected and qualified Chairperson of The Virginia Tribal Education Consortium, Inc., hereby certifies that the foregoing Bylaws were duly adopted by the Board at a meeting held on _____, 2021, at which a quorum was present and voting throughout.



Dr. May Edwards, Chairperson

4/20/2022

Date

**ARTICLE XV
TRIBAL CHIEFTAIN SIGNATURES**

_____ Click or tap to enter a date.
Insert Chief Name, Chickahominy Indian Tribe **Date**

_____ Click or tap to enter a date.
Insert Chief Name, Chickahominy Indian Tribe-Eastern Division **Date**

_____ Click or tap to enter a date.
Insert Chief Name, Monacan Indian Nation **Date**

_____ Click or tap to enter a date.
Insert Chief Name, Nansemond Indian Nation **Date**

_____ Click or tap to enter a date.
Insert Chief Name, Pamunkey Indian Tribe **Date**

_____ Click or tap to enter a date.
Insert Chief Name, Rappahannock Indian Tribe **Date**

_____ Click or tap to enter a date.
Insert Chief Name, Upper Mattaponi Indian Tribe **Date**

**ARTICLE XVI
BOARD OF DIRECTORS VOTE**

<i>Tribe</i>	<i>Name</i>	<i>Yea</i>	<i>Nay</i>
<i>Chickahominy</i>	May Edwards	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<i>Chickahominy</i>	Vanessa Adkins	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<i>Chickahominy – Eastern Division</i>	Vicki Holmes	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<i>Chickahominy – Eastern Division</i>	Remedios Holmes	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<i>Monacan</i>	Teresa Pollak	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<i>Monacan</i>	Matt Lattimer	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<i>Nansemond</i>	Keith Anderson	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<i>Nansemond</i>	David Hennaman	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<i>Pamunkey</i>	Allyn Cook-Swarts	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<i>Pamunkey</i>	BLANK	<input type="checkbox"/>	<input type="checkbox"/>
<i>Rappahannock</i>	Chief Anne Richardson	<input type="checkbox"/>	<input type="checkbox"/>
<i>Rappahannock</i>	Amy Ambrose	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<i>Upper Mattaponi</i>	Lou Wratchford	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<i>Upper Mattaponi</i>	Deborah Wilkinson	<input checked="" type="checkbox"/>	<input type="checkbox"/>