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**OSAGE NATION CONGRESS**

4<sup>th</sup> Session of the 1<sup>st</sup> Congress

**BILL NUMBER ONCA 08-10**

ENROLLED

**April 11, 2008**

SPONSOR: Shannon Edwards

CO-SPONSOR: Debra Atterberry

**An Act**

To amend the Charter as amended of the Osage Nation Foundation, as amended, that was granted by Tribal Council Resolution 31-1193; to amend the Bylaws of the Osage Nation Foundation, as amended, authorized, approved and adopted by Tribal Council Resolution 31-1193; and to reaffirm the formation of the Osage Nation Foundation pursuant to Tribal Council Resolution 31-1192 .

*Be it enacted by the Congress of the Osage Nation:*

**SECTION 1. SHORT TITLE**

This act shall be known as the “Osage Nation Foundation Act”.

**SECTION 2. PURPOSE**

- A. The purpose of these amendments is to make those necessary changes in the existing approved Charter and Bylaws of the Osage Nation Foundation to accommodate the governmental structure as established by the Constitution of the Osage Nation, ratified March 11, 2006.
- B. To support the tribally- and federally-incorporated non-profit entity established pursuant to Tribal Council Resolution 31-1192 that furthers the charitable purpose to lessen the Osage Nation’s burden by providing services that enhance the cultural, health, education and general welfare of the Osage Nation and its members.
- C. To lessen the burdens of the Osage Nation government through the creation of a non-profit, tax exempt organization, and accordingly benefit the Osage Nation, its members, and those who reside in nearby communities.

48 SECTION 3. TABLE OF CONTENTS  
49  
50 SECTION 1. SHORT TITLE..... 1  
51 SECTION 2. PURPOSE ..... 1  
52 SECTION 3. TABLE OF CONTENTS ..... 2  
53 SECTION 4. AMENDMENT OF OSAGE NATION FOUNDATION CHARTER ..... 2  
54 SECTION 5. AMENDMENT OF OSAGE NATION FOUNDATION BYLAWS ..... 6

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56 SECTION 4. AMENDMENT OF OSAGE NATION FOUNDATION CHARTER  
57

58 The Osage Nation Congress hereby amends the charter, as amended, granted  
59 pursuant to Osage Tribal Council Resolution 31-1193.  
60

- 61 A. **WHEREAS**, the Osage Nation formerly known as the Osage Tribe of  
62 Indians is a federally-recognized Indian Tribe organized under the  
63 Constitution of the Osage Nation, ratified on March 11, 2006, and the  
64 Osage Nation consists of three (3) separate branches of government: the  
65 Legislative (“Congress”), the Executive, and the Judicial;  
66
- 67 B. **WHEREAS**, it is declared the policy of the Osage Nation to exercise its  
68 inherent sovereign powers to create a tribally-incorporated non-profit  
69 organization to promote the continued development of the Osage  
70 Reservation through such means as preservation and protection of the  
71 Osage language and culture, and provide for the health, education, welfare  
72 and economy of the Osage people;  
73
- 74 C. **WHEREAS**, the Osage Congress has the power and authority pursuant to  
75 the Osage Constitution and its inherent sovereignty to adopt and approve  
76 the creation of a tribally-incorporated non-profit entity that will further the  
77 social, cultural, and economic well-being of the Nation and its members;  
78
- 79 D. **WHEREAS**, the Nation’s burdens of government will be lessened  
80 through the creation of this non-profit, tax-exempt organization, and these  
81 functions will accordingly benefit the Nation, its members, and those who  
82 reside in nearby communities.  
83
- 84 E. **NOW, THEREFORE**, the Congress, pursuant to the Osage Constitution  
85 and its inherent sovereign authority, does hereby grant this Charter to  
86 create, appoint and constitute the OSAGE NATION FOUNDATION.  
87
- 88 F. Amending Section 3a  
89  
90 1. “Board of Directors” or “Board” shall mean the Board of Directors of  
91 the Foundation created by this Charter, as amended.  
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- G. Amending Section 3b
    - 1. “Congress” shall mean the duly elected members of the Legislative Branch of the Osage Nation; the Osage Nation Congress.
  - H. Amending Section 3c
    - 1. “Foundation” shall mean the Osage Nation Foundation, created by this Charter, as amended.
  - I. Amending Section 3e
    - 1. “Reservation” means the Osage Reservation as defined in Article II, Section 1 of the Constitution of the Osage Nation, ratified March 11, 2006.
  - J. Amending Section 3f
    - 1. “Principal Chief” shall mean the duly elected chief executive of the Executive Branch of the Osage Nation.”
  - K. Inserting Section 3g
    - 1. “Tribe” shall mean the Osage Nation formally known as the Osage Tribe of Indians, a federally-recognized sovereign nation.
  - L. Amending Section 6c(ii)
    - 1. “adopt, amend or repeal its bylaws, including emergency bylaws, relating to the business of the Foundation, the conduct of its affairs, its rights and powers and powers of its Board of Directors and officers, subject to the review of the Congress as provided in this Charter;”
  - M. Amending Section 7b-c
    - 1. “b. There shall be a five (5) member Board. The Principal Chief will serve as a non-voting, ex-officio member of the Board, whose presence would not count toward establishing a quorum. No employee of the Foundation may serve on the Board.”
    - 2. “c. The Principal Chief shall appoint and the Congress shall confirm all Board members. Vacancies shall also be filled in the same manner. An appointment of a Board member shall take effect from the date and time at which the Congress adopts the resolution authorizing such appointment.”

140 N. Amending Section 7e-g  
141

142 1. "e. The Directors of the Foundation shall be divided into two classes  
143 hereby designated Class A (three persons, two of which shall be of  
144 Osage descent) and Class B (two persons, one of which shall be of  
145 Osage descent). The term of office of the initial "Class A" Directors  
146 shall expire on the second anniversary of the adoption of this Charter,  
147 and the term of office of the initial "Class B" Directors shall expire on  
148 the third anniversary of the adoption of this Charter. At the expiration  
149 of the term of office, the Principal Chief shall appoint and Congress  
150 shall confirm such number of successor Directors as necessary to fill  
151 the number of director positions expiring on such date. The terms of  
152 office after the initial appointments are two years."

153  
154 2. "f. A majority of the members of the Congress, upon the  
155 recommendations of a majority of the members of the Board, may  
156 remove a Board member for one of the circumstances described  
157 below. The Congress, in accordance with Article XII of the  
158 Constitution of the Osage Nation, may remove a Board member for  
159 one of the circumstances upon the vote of at least two-thirds of the  
160 members of the Congress. A decision to remove a member of the  
161 Board of Directors for one of the following circumstances by Congress  
162 shall be final, binding, and non-appealable:

163  
164 i. the commission of an act constituting "cause", which is defined  
165 to mean an act of dishonesty, fraud, or intentional harm to the  
166 interests of the Osage Nation Foundation, or the members of  
167 the Osage Nation; the deliberate and intentional refusal to  
168 perform duties; or acts constituting gross negligence in the  
169 performance of such duties; or excessive (more than 25%)  
170 absences from Board meetings, unless by reason of disability,  
171 within a six month period.

172  
173 ii. Removal of Directors shall be conducted in accordance with  
174 Article XII of the Constitution of the Osage Nation which  
175 affords due process and an opportunity to be heard. An Osage  
176 Nation Supreme Court Justice, designated by the Supreme  
177 Court, shall preside at the trial. The motion for removal shall  
178 list fully the basis for the proceeding and must be approved by  
179 a two-thirds (2/3) vote of the members. Concurrence of five-  
180 sixths (5/6) of the members of the Osage Nation Congress is  
181 required for a judgment of removal."

182  
183 3. "g. All Director nominees within five (5) business days of the  
184 Congress resolution conditionally appointing such individual to the

185 Board of Directors shall undergo a background investigation as a  
186 primary management official.”  
187

188 O. Amending Section 8a and d  
189

- 190 1. “a. The Foundation shall conduct business pursuant to bylaws  
191 consistent with this Charter and adopted by the Congress.”  
192
- 193 2. “The Board of Directors shall keep full and accurate financial records,  
194 make quarterly reports to the Principal Chief, and submit a complete  
195 annual report, in written form, to the Congress and Principal Chief as  
196 required by Section 9 of this Charter.”  
197

198 P. Amending Section 9a-b  
199

- 200 1. “Reports to the Principal Chief and Osage Congress.  
201
- 202 a. The Board of Directors shall prepare and submit to the  
203 Principal Chief within thirty (30) days after the close of  
204 each quarter a quarterly report, signed by the Chairperson,  
205 showing:  
206 (i) a summary of the quarter’s activities;  
207  
208 (ii) the financial condition of the Foundation  
209 and of each subordinate activity;  
210  
211 (iii) any significant problems and  
212 accomplishments;  
213  
214 (iv) plans for the following quarter; and  
215  
216 (v) such other information as the Board of  
217 Directors or the Principal Chief deems  
218 pertinent.”  
219
- 220 2. The Board of Directors shall prepare and submit to the Congress  
221 and Principal Chief within ninety (90) days after the close of each  
222 fiscal year an annual report, signed by the Chairperson, showing:  
223
- 224 a. a summary of the fiscal year’s activities;  
225
- 226 b. the complete financial condition of the Foundation and of  
227 each subordinate activity;  
228
- 229 c. any significant problems and accomplishments;  
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- d. plans for the following fiscal year; and
- e. such other information as the Board of Directors or the Congress deems pertinent.

Q. Amending Section 14

- 1. "This Charter may be amended by a vote of two-thirds of the members of the Osage Congress.

R. Amending Adoption Section

- 1. "RESOLUTION OF THE OSAGE CONGRESS."

**SECTION 5. AMENDMENT OF OSAGE NATION FOUNDATION BYLAWS**

A. Amending Article 3, Section 3

- a. The Board of Directors may designate any place, either within or without Osage County, Oklahoma, as the place of meeting for any meeting. If no designation is made, then the place of meeting shall be the Osage Executive Branch Conference Room, Pawhuska, Oklahoma.

B. Amending Article 4, Section 2

- a. "Number, Qualifications, and Tenure. In accordance with the Tribal Charter and these Bylaws, the Principal Chief shall appoint and the Osage Congress shall confirm all Board members and shall take effect from the date and time at which the Congress adopts the resolution authorizing such appointment. A board candidate must be at least twenty-one years old, and not convicted of a felony. The Board of Directors of the Corporation shall be divided into two classes, hereby designated Class A (three persons, two of which shall be of Osage descent) and Class B (two persons, one of which shall be of Osage descent). The term of office of the initial Class A directors shall expire on the second anniversary of the adoption of the Tribal Charter, and the term of office of the initial Class B directors shall expire on the third anniversary of the adoption of the Tribal Charter. At the expiration of the term of office, the Principal Chief shall appoint, subject to confirmation by the Osage Congress, such number of successor Directors as necessary to fill the number of successor Director positions expiring on such date. The terms of office after the initial appointments are two years."

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C. Amending Article 4, now Section 3 (formally Section 4: subsections hereafter should be renumbered.)

- a. "Vacancies. Any vacancy occurring in the Board of Directors may be filled by the Principal Chief to fill for the remainder of the Director's term in accordance with the Tribal Charter and these Bylaws."

D. Amending Article 4, Section 4

- a. "Removal. At any meeting of the Board of Directors called expressly for that purpose, any Directors may be recommended for removal from office with cause, by vote of Directors and approval of the Principal Chief. Removal proceedings shall be initiated upon a motion for removal by the Osage Congress, approved by a two-thirds vote of the members, pursuant to the Tribal Charter, these Bylaws, and Article XII of the Constitution of the Osage Nation."

E. Amending Article 4, Section 6

- a. "Salaries. The salaries of the Directors shall be fixed from time to time by the Osage Principal Chief, subject to appropriation of funds by the Osage Congress. The Directors will fix the salary and other compensation of the employees of the Foundation at such time as the Foundation acquires staff and shall provide for annual review of salary and compensation."

F. Amending Article 8, Section 1

- a. "Reports to the Osage Principal Chief and Congress. The Corporation shall send an annual report to the Principal Chief and Osage Congress not later than four months after the close of each fiscal year of the Corporation and as provided for in the Tribal Charter. Such report shall include a balance sheet as of the close of the fiscal year of the Corporation and a revenue and disbursement statement for the year ending on such a closing date. Such financial statements shall be prepared from and in accordance with the books of the Corporation, in conformity with generally accepted accounting principles applied on a consistent basis."
- b. "Inspection of Corporate Records. The Osage Principal Chief and/or Congress or their designee shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of the Corporation. Additionally, balance sheets and revenue and disbursement statements

321 shall be filed in the registered office of the Corporation, and shall be  
322 kept for at least five years.”  
323

324 G. Amending Article 14, Section 1  
325

- 326 a. “A resolution to dissolve the Foundation shall be acted upon at a  
327 meeting of the Osage Nation Congress. The resolution shall set forth the  
328 reasons for dissolution.”  
329

330 H. Amending Article 16  
331

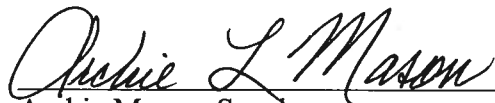
- 332 a. “These Bylaws may be amended or replaced and new Bylaws and may  
333 be adopted by the Board of Directors; provided that any Bylaws or  
334 amendments thereto as adopted by the Board of Directors must be  
335 approved by the Principal Chief and amended by Osage law.”  
336

337 I. Amending Article 17  
338

- 339 a. “These bylaws are hereby adopted in the manner provided for and  
340 described herein on this 20<sup>th</sup> day of July, 2005, as amended. All  
341 previously adopted bylaws are hereby superseded.”  
342

343  
344 ENACTED by the Osage Nation Congress on this 11<sup>th</sup> day of April, 2008.  
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346  
347 IN WITNESS WHEREOF, the Speaker of the Osage Nation Congress has  
348 hereto attached his signature.  
349

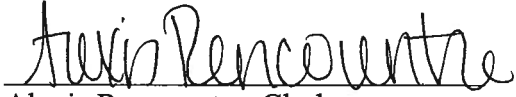
350  
351   
352 Archie Mason, Speaker  
353 Osage Nation Congress  
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356 I, THE UNDERSIGNED, CERTIFY THAT THE FOREGOING IS A TRUE  
357 EXTRACT FROM THE MINUTES OF THE Osage Nation Congress comprised of  
358 twelve members and one ex-officio member with 13 members attending this meeting on  
359 the 11<sup>th</sup> day of April, 2008, and that the above is in conformity with the provisions  
360 therein adopted by a vote of 12 in favor, 0 against, and 0 absent.  
361

362 Faren Revard Anderson yes  
363 Jerri Jean Branstetter yes  
364 Shannon Edwards yes  
365 Mark Freeman yes  
366 Debra Atterberry yes

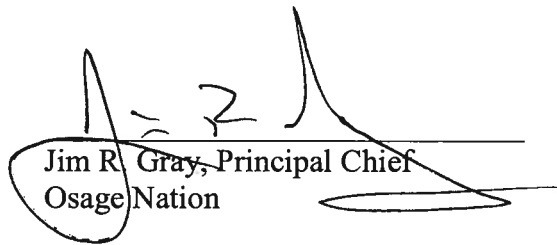
367 Archie Mason yes  
368 Raymond Red Corn yes  
369 Eddy Red Eagle, Jr. yes  
370 Doug Revard yes  
371 Anthony Shackelford yes  
372 Mark Simms yes  
373 William Supernaw yes

374  
375 Said Bill has not been rescinded or amended in any way and the above is the  
376 signature of the Speaker of the Osage Nation Congress.

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380 Alexis Rencountre, Clerk  
381 Osage Nation Congress  
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384 **APPROVAL**

385  
386 I, the Principal Chief of the Osage Nation, hereby affix my signature this 16 day of  
387 April, 2008, to the above Bill No. ONCA 08-10 authorizing it to become  
388 a law under the Constitution of the Osage Nation.

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393 Jim R. Gray, Principal Chief  
394 Osage Nation  
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