

**Constitution
of the
Alaska Nannut Co-Management
Council**

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PREAMBLE

We, the polar bear hunting Tribes of Alaska, proclaim that polar bears are essential to our cultural, nutritional and spiritual well-being and our way of life. We recognize our responsibility and authority to exercise our indigenous rights to act as stewards of our traditional territories and resources. Since time immemorial, we have cared for the hunting of polar bears throughout our territories. We hereby reaffirm our commitment to respect, conserve, and manage polar bears while protecting the hunt and traditional uses of polar bears and their habitat based on our knowledge and appropriate scientific principles. Founded on Tribal unity, and striving for consensus, we form the Alaska Nannut Co-Management Council for the health and well-being of our Tribal members, our future generations, and for the polar bears.

ARTICLE I – NAME AND MEMBERS

Section 1. Name

The name of this organization shall be the Alaska Nannut Co-Management Council (the “Council”).

Section 2. Council Membership

1. Membership in the Council shall be open to the federally recognized Tribes serving the following polar bear hunting villages: Brevig Mission, Gambell, Kaktovik, King Island, Kivalina, Kotzebue, Little Diomed, Nuiqsut, Point Hope, Point Lay, Savoonga, Shishmaref, Utqiagvik, Wainwright and Wales.
2. To become a member of the Council, the Tribe shall ratify this Constitution by resolution.
3. A federally recognized Tribe not listed in this Section may be admitted as a member of the Council upon the written request by that Tribe and the affirmative vote of the Governance Board (the “Board”).
4. A Tribe may withdraw from the Council at any time by presenting to the Board a resolution declaring its withdrawal.

Section 3. Non-Voting Council Members

Organizations serving the polar bear hunting villages may obtain non-voting membership in the Council upon the affirmative vote of the Board.

ARTICLE II – GOVERNANCE BOARD

Section 1. Establishment.

A Governance Board is established to govern the Council.

Section 2. Appointment

1. Each member Tribe shall appoint by resolution one primary and one alternate Board Member to serve on the Board on behalf of that Tribe.
2. The procedure for appointing or removing the primary and alternate Board Member, and the term of service, shall be at the discretion of each Tribe.

Section 3. Duties

The Board may further define the duties of Board Members in Bylaws and/or operating procedures approved by the Board. The minimum duties of Board Members are set forth below:

1. Board Members have a duty of care and loyalty in the conduct of Council business.
 - a. The duty of care means each Board Member will keep reasonably well informed, participate in decisions, and exercise their best, good faith and independent judgment.
 - b. The duty of loyalty means each Board Member will act in the best interest of the Council and not their own interest or that of another party. Each Board Member will conduct business in a manner that is ethical, avoids the appearance of impropriety, and is free from conflicts of interest. A Board Member has a “conflict of interest” if the Board Member or the Board Member’s spouse, partner, child, parent or other member of their immediate family has a direct or indirect financial interest in a matter before the Board. Each Board Member is responsible for monitoring for actual or potential conflicts of interests of the Board Member’s own or that of fellow Board Members. Each Board Member will respectfully raise questions of conflicts of interest in a timely manner. The Board shall determine if a conflict of interest does in fact exist. If it does, the Board Member with the conflict will not participate in the discussion or vote on the matter before the Board.
2. Board Members have a duty to verify, through reports from the Finance and Audit Committee that a system of internal controls is in place for the prudent management of Council assets.

3. Board Members will remain alcohol and drug free while conducting Council business.
4. Board Members will participate in orientation, remotely or in person as available, as soon as feasible upon being appointed to serve as a Board Member. Board Members will participate in continuing education training to increase their knowledge about governing body roles and responsibilities, any changes in laws, regulations, and responsibilities which may impact the Council, and other subjects as appropriate, no less frequently than once every two (2) years.
5. The Board will hire, oversee, and evaluate the performance of the Executive Director.
6. The Board will assess and provide strategic guidance on the fulfillment of the Council's purposes, with particular emphasis on verifying that communication related to polar bears is flowing between polar bear hunters, Tribes, Regional Managers, organizations, federal and state agencies, international treaty partners and the public.

Section 4. Qualifications

The Board may establish minimum qualifications Board Members must meet to qualify to serve on the Board.

Section 5. Compensation

Board Members may receive honorarium for the service on the Board, depending on the availability of funds and budget.

Section 6. Vacancies

If a primary or alternate Board Member becomes deceased, resigns, is removed, or otherwise permanently leaves the Board, the member Tribe shall appoint by resolution a successor to serve on the Board on behalf of that Tribe.

Section 7. Removal

The Board may remove a Board Member for violating the duties set forth in this Constitution, Bylaws and/or operating procedures approved by the Board. Removal shall be through an affirmative vote of the Board.

ARTICLE III – PURPOSE, POWERS AND LIMITATIONS OF THE BOARD

Section 1. Purposes and Powers

The Council shall have the following purposes and powers:

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1. Act with a unified voice for the conservation, well-being and management of polar bears and their habitat to promote and protect our traditional way of life and community wellness now and for generations to come.
2. Engage in all aspects of Tribal polar bear management, including but not limited to co-management with federal and other partners, regulation of take, and enforcement of the regulations.
3. Facilitate effective communication between polar bear hunters, Tribes, Regional Managers, organizations, federal and state agencies, international treaty partners and the public related to polar bears and the operation of the Council.
4. Coordinate and advocate Council positions on actions which may impact polar bears or their habitat.
5. Participate in international relations concerning polar bears that may impact our right to hunt and use polar bears for nutritional, spiritual and cultural purposes, including but not limited to those related to treaties, decisions and other agreements on all matters with any government or other entity.
6. Undertake and participate in all phases of scientific and research programs involving polar bears, as well as in all phases of traditional ecological knowledge programs involving polar bears.
7. Conduct any activities authorized by the Marine Mammal Protection Act or any other law.
8. Assist member Tribes in implementing polar bear co-management plans and projects.
9. Develop Tribal polar bear management capacity for implementing programs for management, research, monitoring and other actions that integrate traditional knowledge and scientific conservation and management principles.
10. Include elders and youth in Council programs, and strengthen Tribal customs, traditions, values, and knowledge about polar bears and their habitat.
11. Convene gatherings of traditional knowledge holders, elders, youth, polar bear hunters, researchers and others with an interest in polar bears.
12. Establish Bylaws, policies, procedures and/or plans for the prudent and fiscally sound operation of the Council.

13. Seek and accept funding from state and federal agencies, and public and private persons and organizations, and expend such funds in accordance with Council operating procedures.
14. Maintain an office; hire staff; buy, lease and sell property in the name of the Council; maintain accounts with banking institutions; procure and maintain insurance policies; and such other acts as are reasonable and necessary to carry out the functions of the Council.
15. Enter into agreements necessary or beneficial to the successful operation of the Council, including but not limited to contracts and subcontracts for legal, accounting, administrative and communications services.
16. Exercise any authority delegated to the Council by the member Tribes.

Section 2. Limitation of Council Authority

The Council's authority is limited to the powers specifically delegated through this Constitution, and any other authority that may be delegated by resolution of the member Tribes.

ARTICLE IV – MEETINGS

Section 1. Meetings

The Board shall meet at least twice per year in person (with the goal of meeting in person quarterly), and may hold additional meetings by telephone or other simultaneous communication technology, by or at the direction of the Chair. Board Members shall receive notice not less than thirty (30) days before the date of the meeting. Board Members may waive notice by signing a waiver of notice, before or after the meeting, or by attending the meeting without protesting the lack of notice before the meeting or at its commencement.

Section 2. Quorum

A majority of Board Members present in person, telephonically or by other simultaneous communication technology, shall constitute a quorum.

Section 3. Voting

1. Voting shall take place at a duly convened meeting of the Board at which there is a quorum.
2. Unless otherwise set forth in this Constitution, action shall be approved by a majority of Board Members present.

3. Each Board Member shall be entitled to one vote.
4. The conduct and procedure of voting may be further defined by the Board.

Section 4. Action by Unanimous Written Consent

Any action which is required or permitted to be taken at a meeting of the Board may be taken without a meeting if an identical consent in writing setting forth the action is signed by all Board Members. The consent shall have the same effect as a unanimous vote.

ARTICLE V – OFFICERS

Section 1. Chair, Vice Chair, Secretary and Treasurer

1. The Board shall elect by a vote a Chair, Vice Chair, Secretary and Treasurer (“Officers”).
2. Officers must be Board Members.

Section 2. Term

Officers shall serve a term of two (2) years. There shall be no term limits.

Section 3. Vacancies

If an Officer becomes deceased, resigns, is removed, or otherwise permanently leaves the Board, the Executive Committee shall declare the position vacant and appoint an interim successor Officer until such time as the Board shall elect a replacement for the balance of the unexpired term.

Section 4. Removal

The Board may remove an Officer for any cause or reason deemed necessary by the Board. Removal shall be through an affirmative vote of the Board Members.

Section 5. Powers of the Officers

1. Chair: The Chair shall preside over all meetings of the Board and Executive Committee, shall perform all customary duties of a Chair, and shall exercise any authority delegated to the Chair by the Board or Executive Committee. The Chair shall be the official policy representative of the Council as directed by the Board or Executive Committee. The Chair may sign, in the name of the Council, letters and legally binding instruments.

2. Vice Chair: The Vice Chair shall assist the Chair by performing the duties and functions delegated by the Chair. In the absence of the Chair, the Vice Chair shall perform the duties and authorities of the Chair.
3. Secretary: The Secretary shall keep or cause to be kept a record of the proceedings of all meetings of the Board. The Secretary shall distribute or cause to be distributed such records to Board Members in a timely fashion and to other entities as appropriate. The Secretary may attest to the signature of the Chair.
4. Treasurer: The Treasurer shall oversee the financial records of the Council. The Treasurer will ensure that an audit of the Council's books and records of account is performed as required and formally presented to the Board. The Treasurer shall be the Chair of the Finance and Audit Committee.

ARTICLE VI – COMMITTEES

Section 1. Standing Committees

1. Establishment. The Council hereby establishes an Executive Committee and a Finance and Audit Committee as standing committees.
 - a. *Executive Committee*: The Executive Committee shall be comprised of the Officers and one additional Board Member to be appointed by the Board. It is authorized to act on matters that cannot be brought before the Board due to a lack of time or funding, as determined by the Executive Committee. Additionally, the Board may delegate in a resolution approved by the Board certain authorities to the Executive Committee.
 - b. *Finance and Audit Committee*: The Finance and Audit Committee shall be comprised of the Treasurer, one (1) Board Member from each of the three (3) regions to be established by the Council, and one (1) at-large Board Member, all appointed by the Board. No more than two (2) Committee members may be members of the Executive Committee. The Treasurer shall chair the Committee. The Committee is authorized to monitor all financial aspects of the Council, including all income and expenditures, purchases and sales of Council property, and the independent review or audit of the Council's books and records of account. The report on any independent review or audit shall be presented to the Board by the third party that performed the review or audit. The Committee shall develop and implement a system of internal controls for the prudent management of Council's assets, and to monitor the Council's compliance with the agreements it commits to fulfill, including grant agreements with the federal government. Payments and reimbursements to the Executive Director, employees, Officers and

Board Members shall be approved and verified through a process developed by the Committee. The Committee shall report annually to the Board on its actions and the financial condition of the Council.

Section 2. Authority to Establish Committees, Task Forces and Advisory Boards

The Board may establish additional standing and temporary committees, task forces and advisory boards, and may assign them such tasks and responsibilities as the Board deems appropriate or necessary to carry out the work of the Council. These bodies may be comprised of Board Members or non-Board Members, or a combination thereof, depending on the subject matter they will handle.

Section 3. Committee Procedures

1. Meetings. Committees may meet in person or by telephone or other simultaneous communication technology, by or at the direction of the committee chair.
2. Quorum. A majority of committee members shall constitute a quorum.
3. Voting.
 - a. Voting shall take place at a duly convened committee meeting.
 - b. Action shall be approved by a majority of committee members in attendance.
 - c. Each committee member shall be entitled to one vote, and the committee member shall be present to vote.
4. Action by Unanimous Written Consent. Any action which is required or permitted to be taken at a meeting of a committee may be taken without a meeting if an identical consent in writing setting forth the action is signed by all committee members. The consent shall have the same effect as a unanimous vote of the committee.
5. Additional Standards and Procedures. The action creating a committee, Bylaws or committee charters may set forth additional standards and procedures applicable to the specific committee.

ARTICLE VII – EXECUTIVE DIRECTOR

The Executive Director will serve as the chief executive officer of the Council. The Board will hire, oversee and evaluate the performance of the Executive Director. The duties of the

Executive Director shall be more particularly described in Bylaws, procedures and/or the job description of the position.

ARTICLE VIII – REGIONAL MANAGERS

The Council may enter into agreements with Regional Managers to facilitate effective communication between the Council and Tribes, hunters, elders, youth, state and federal agencies, other stakeholders and the public located in the region, and to perform such functions as agreed upon by the Regional Manager and the Board or Executive Director. The Council may reasonably compensate Regional Managers.

Article IX – LEGAL STATUS

The Council is a Tribal association.

ARTICLE X – AMENDMENT

This Constitution may be amended by a resolution adopted by an affirmative vote of two-thirds of Board Members. Tribes must receive at least sixty (60) days' notice prior to any vote on an amendment to this Constitution. The sixty (60) days' notice requirement may be waived upon the unanimous written consent of all Board Members.

ARTICLE XI – RATIFICATION

This Constitution will be fully ratified upon receipt of ratifying resolutions from a majority of the federally recognized Tribes to which membership in the Council is open as set forth in Article I, Section 2 of this Constitution.