

# CNCA Meeting of the Board of Directors

## Meeting Minutes

Date: Friday February 26, 2016

Time: 01:30 am CDT

Location: Community and Cultural Outreach Conference room

**Meeting called to order** by Dawena Mackey at 10:30 am

**Prayer – in Cherokee** –Robert Daugherty

**Roll Call** done by Dawnena Mackey– Present: CNCA Vice President/Acting President: Dawnena Mackey, CNCA Secretary/Compliance Officer: Jacquie Archambeau, CNCA Advisory Board Member/ Tribal Councilor: Wanda Hatfield

Present by telephone: CNCA Board Member: Ron Qualls, CNCA Board Member: Robin Smith. Special Guests present: Robert Daugherty- CCO, Tammy Keeter-Miller- CCO, Bradley Wagnon- CCO, Assistant Attorney General Chad Harsha, AG Office Intern: Alayna Farris.

Present by phone: David Montgomery: Cherokee Citizen

**Quorum was declared**

**Minute approved from previous meeting:** after a short delay as Robin Smith had not received them via email.

Motion made by Ron Qualls to approve, Jacquie Archambeau seconded. Vote; motion passes, minutes approved.

**Welcome and Introductions done**

**President's Report:**

Dawnena Mackey spoke about the successful Chief's meeting in Florida. There were two meetings were held in Orlando and Gainesville. Participation went up in these areas, with the change of venue for the meeting and flyers having been sent out. There were concerns that we may lose Florida, but with the success of these meetings it looks like we have a viable community that is ready to continue the work.

**Re: Citizen's letter to CNCA:**

Ron Qualls asked if there had been any feedback on the letter from the communities, but the letter had only been sent to the CNCA Board, CN Secretary of State: Chuck Hoskin Jr, CN Attorney General. There hadn't been any feedback. David Montgomery spoke. Robin Smith asked if there was a list of community members broken down by Citizens vs Non Citizens. Dawnena Mackey answered that that was something that we are working on. Jacquie going out as Compliance Officer accompanied by either Dawnena or Tammy to each group, we are finding that letting the groups know in person exactly what we need and what the requirements are, we are now getting better and accurate information. We are in an assessment period right now. We should have visited all groups by the end of September. Robin asked why the work of groups' reporting wasn't broken up amongst the Board members as it seemed that it would get the work done faster. Dawnena answered that it was best to have one person focused on the reporting as it

ties directly to the Group Exemption Process and that Jacquie has a presentation and information as well as having scheduled out the visits to do this work. Robin said that she lived close to 2 or 3 of the groups and she felt that she could be working with them. Dawnena agreed that that was a good thing and invited Robin to get more involved with the groups close to her by visiting those groups, get to know them, spend some time with them, which is different from the work that Jacquie is doing. By Robin getting to know them she can be a voice for them, that she can be in contact with Wanda Hatfield about the needs of those communities. There is something for every Board Member to do, as we don't have a staff or funding so Board Members need to take on more responsibility. If she could spend more time with these groups, that would be great. The focused work of the Group Exemption Process is a priority. Ron asked to verify if it was said that all the groups will have been contacted by September. Dawnena answered that we are looking at it from the fiscal year, that Jacquie schedule is pretty aggressive and that by the end of May we will have visited over half of the communities. It may be done before then. We are finding that one on one meeting with each group, which has never happened before is very beneficial for them and us, especially with the Group Exemption Process. Robin asked if there was any common issue with the groups as to why they aren't getting the paperwork in; is it the whole process or the whole thing. Dawnena answered that the groups haven't had the consistent attention that they have needed over time and that there hasn't been the Board develop piece that needs to be there. Presentations have focused on culture and history, which is important, but we need to make sure that these groups are compliant, that they are running, that they understand our bylaws and how we work here at the Cherokee Nation. So we are kind of starting from the basics in some things; explaining the CN's role, the CNCA's role, the CCO's role, it's almost like a reboot in some ways. That is why it takes so much focus on this work. The groups do have common problems, but they are also very unique. One of the things that they all talk about is getting more people to their meetings, so we are trying to think of ways at CCO to help them grow their members. Even though we are doing the hands on work going to them we are also putting some resources up on line for their use, which Robin could promote. Robin said that she had watched some and that they were very good and that the groups could show them at their meetings. David Montgomery added that it would be good if the groups could add the links to their web pages, so that members can go directly to the presentations.

Dawnena, thanked Mr. Montgomery for his letter and his concern. She said that many people have these concerns and that we were going to take what he said and what he sent us into consideration; there are a lot of things that need to be done with the CNCA, the bylaws and other things and that we would be revisiting them very soon. Ron Qualls commented that he felt that we need to amend the bylaws; that we need to take a look at those bylaws. Dawnena said that we will be looking at the bylaws very soon; right now we have a real strong focus on the Group Exemption Process because we've got to get that done.

### **Capital City Cherokee Community:**

It's nice that we have a brand new community as it brings promise and hope and it's positive. It takes us all the way back to the beginning of when the first groups were formed so we have that energy coming in, as opposed to having to just focus on the issues that we need to overcome, here we have a brand new group that in the last year has gone from forming to chartering. They have turned in all of their reporting they are in compliance, they have a 100% Cherokee Citizen Board and outside of spouses membership is 100% citizens. Robin asked how many members are

in this group, Jacquie answered that there are about 80. **At this time I would like to amend that number to 30 households.**

Jacquie motioned that the Capital City Cherokee Community (CCCC) has successfully satisfied the requirements as outlined in the CNCA Bylaws, therefore CCCC is acknowledged by the Cherokee Nation Community Association Board (CNCA) as a Chartered Organization. Ron Qualls seconded. Vote, motion passes.

#### **Update on Group Exemption Process:**

1. Report: Jacquie spoke: Dawnena gave most of the report on the President's report. The one on one is very effective, it's also been good to have someone who came from a group and understand the issues that the groups have first hand. Also by not being an employee has broken down the barriers that have been caused by politics, etc. The groups are very excited, they're energized, they want to rebuild. We are bringing in information about building their boards and the next step would be to help them with building their membership, these are things that we are keeping in mind as we move forward with the groups. Dawnena commented that the groups are concerned with building their memberships and getting people involved. We are letting them know that we are there to support them and help them to get in compliance. To help them grow their communities and make them strong. Robin asked: With Mr. Montgomery's letter in mind about amending the bylaws to making the membership 100% how would that affected the groups we have visited. Jacquie answered that the local groups do not require 100% Cherokee citizens' membership, that would be an issue requiring the At Large groups to have that quota and not the local groups as well. It's not fair. Groups are also having a hard time attracting citizens into the groups, which is something that the CCO and CN needs to take a look at to resolve that issue. To require the group's at this point to go to 100%, the groups would view that as a non interest in supporting them and punitive in my opinion. We are working on that, but before we visit asking for a 100% there are many steps that we need to put in place. Dawnena commented that these groups have established members who participate and they are concerned about their numbers. We are telling them that if they are on the edge, that they need to not accept more non citizens as members but bump up their citizens and we are here to help them do that, there are trainings for that. Jacquie stated that there was also confusion with the groups on how membership rolls work and we are educating them on how they are set up and helping them sort it out.

#### **Tabled: Chad Harsha:**

1. Incorporations vs CN

Chad Harsha spoke:

Do the groups going under the Group Exemption Process need to relinquish their State Incorporations? The answer is no.

Can these groups incorporate under CN law? The answer is no. The nonprofit corporations' act of the CN is limited to entities of the CN, and not stand-alone chapters or other entities.

**Chad Harsha's letter is at the bottom of these minutes and has been shared with the groups during the visits.**

The groups are able to have their own 501c 3 status, but need to continue to comply with the CNCA Bylaws and reporting requirements. Chapter Agreement Form may be needed.

## 2. Dissolution Clause:

Chad Harsha spoke: Does the Dissolution Clause in the CNCA bylaws apply to the chapters and that answer is yes.

Jacquie spoke: Many of the groups do not understand that this is an IRS requirement, all 501c3's need to have one. There was a fear within some groups due to political reasons that the CN would come marching in and take their funds, but this IRS requirement is also good planning. There is a process and before the assets are distributed to the CN the Board of the groups meets and returns assets attached to grants, etc and can donate the remaining assets to a like minded 501c3.

a) Letter from Colorado Cherokee Circle:

Letter is asking for information on the Dissolution Clause. We will cover when we go to visit them.

## 3. Bylaws:

The question is: Does the CNCA have the ability to redo their bylaws without Tribal Council? Do we have to Tribal Council?

Chad Harsha spoke: Can be redone without Tribal Council. I think that you have significant authority as long as the changes to the bylaws are consistent with your enabling legislation for the purpose of creating communities.

## **Executive Board Meeting:**

Jacquie motioned that we move into Executive Session. Robin seconded. Vote, Motion passes.

**Discussion:** Jacquie motioned that the CNCA accepts CSWT's request to revoke their pending charter with the CNCA and Cherokee Nation effective from today. Robin seconded. Vote, passes.

## **Announcements:**

Next meeting is scheduled for Friday May 27<sup>th</sup>, 2019 at 2pm.

Robin made the motion to adjourn. Ron Qualls seconded. Vote, passes.

Friday 3/4/2016

CNCA Chapter Requirements

Jacquie,

As we discussed, there is no prohibition against the CNCA chartering entities incorporated under the laws of another state including entities that have existing individual 501(c)3 status (that group will not be able to utilize the CNCA's group exemption). As we have discussed, I think the primary consideration

is that chaptered communities, or communities seeking chapter approval, accept and comply with the CNCA by-laws in every aspect possible.

There has been some question about situations where the CNCA by-laws conflict with state law governing the corporate entity of the chapter. However, it must be pointed out that most state corporation statutes allow for a degree of flexibility as to corporate governance, which may include internal by-laws. In such circumstances, the chapter should make every attempt to align its structure within the requirements set forth by the CNCA. If a circumstance arises where a chapter cannot meet both the requirements of the CNCA, and the minimum standards required by state law, the chapter must request a variance from the CNCA. The variance should include a detailed explanation as to why strict compliance with CNCA by-laws cannot be obtained, and the CNCA board may approve, deny, or revoke the chapter association. I think this would be handled on a case-by-case basis at the discretion of the CNCA Board, and within the parameters set forth by Cherokee Nation law.

As far as communities that chose not to associate with the CNCA, it must be understood that such an entity cannot claim that it is recognized as having any relationship with the Cherokee Nation government. To my knowledge, the only method that the Cherokee Nation has made available to communities for directly associating with the tribe is the CNCA chapter process. CNCA/CCO services are made available to eligible at-large communities that chapter under the CNCA rules. Entities that have not been chaptered, or that have had a chapter revoked, are not entitled to any recognition or service from the Nation, unless otherwise provided by the Administration or applicable law.

Respectfully,

Chad C. Harsha

Assistant Attorney General

Cherokee Nation