

Board Terms & Appointments

Hannahville Indian Community Financing and Building Authority · Federal Charter (approved Oct. 28, 1997) · One-page summary

Who appoints the board

- **The Tribal Council appoints all 7 directors**, acting as the Corporation's sole shareholder, not as the tribal government (Art. XIV-A, XIII-B).
- Once seated, the board runs the business **exclusively**. The Tribe acts only through its shareholder role (Art. XIV).

Terms of office

Term length	Seats	Notes
1 year	2	Staggered so the whole board never turns over at once (Art. XIV-A)
2 years	3	Shareholder may change board size by resolution at any time
3 years	2	No term limits are set in the charter

Who can serve

- **A majority (4 of 7) must be Tribal Council members who live on Hannahville tribal lands** (Art. XIV-B).
- No director may be an employee of the Corporation or of an enterprise it manages.

Appointment calendar

When	What	Charter
May	Shareholder meeting: appoint to expiring seats, ratify continuing terms, or remove and replace	XIII-A
3rd Thursday of June	Annual meeting; board presents annual report to shareholder	XII-C, XI-A
Monthly, 3rd week	Regular board meeting	XII-A
Within 30 days	Council fills any vacancy after the board meeting where it occurs	XIV-F

Leaving the board

- **Resignation:** written notice; accepted at the next board meeting (XIV-D).
- **Removal for cause:** by board majority or Council as shareholder, after review and a chance for the director to respond (XIV-E). Cause is limited to: (1) missing 4 of any 8 straight meetings unexcused; (2) conviction of a crime reflecting on honesty or fiduciary ability; (3) malfeasance, breach of fiduciary duty, or liability for negligence or misconduct; (4) failing to disclose a personal interest in a board matter.
- **Note:** the same section also lets the Council remove a director "at its pleasure." Boards should clarify which rule controls.
- **Record your dissent:** a director present at a vote is presumed to agree unless dissent is in the minutes or filed in writing (XII-F).

Questions to ask your board

- How long is a seat's next term after the first one ends? Does a replacement serve a full term or the remainder?
- What is the quorum? Has the board size changed since 1997? Are bylaws adopted under Art. IX-Q on file?

Prepared by Potawatomi Life · hannahvillepotawatomi.com · Educational summary only, not legal advice. Always check the current charter, bylaws, and Council resolutions.