

**Native Village of Paimiut
PO Box 230
Hooper Bay, Alaska 99604**

To: Hon. Henry Hunter, Chairman, Association of Village Council Presidents
Presidents and Chairmen; 56 villages - the AVCP Board of Directors

From: Harold Napoleon, AVCP Board Member: Native Village of Paimiut

Date: August 12, 2016

Subject: Confusion in the AVCP Executive Board

I am writing to you, the elected leaders of our tribes, because you *are* the board of directors of the Association of Village Council Presidents. The founders of AVCP set it up that way, to make sure that every tribe in the region, no matter how small, would have a voice in their governing instrument: AVCP.

The Executive Board was seated by the tribes to execute their resolutions and the decisions they adopt during their annual meetings and to manage their corporation, AVCP, in between conventions.

On the 8th of June this year, the chairman and the Executive Board convened a “by-law” convention. When his attorney “ruled” that a quorum was established, although were only 37 tribes represented, the chairman called the meeting to order without allowing the tribes to discuss and/or approve their agenda.

After calling the meeting to order, Chairman Henry Hunter told the 37 tribal delegates present that he and the Executive Board had cancelled the February 2016 Special Convention on a Regional Tribal Government because they did not know what to tell them about the financial condition of AVCP.

Chairman Hunter said that he and the Executive Board had found out, in November 2015, that AVCP was about to go “bankrupt.” He told the tribes that he and the executive board had found this out on their own. He told the tribes that there were 3 audits going on for 2014 and 2015.

When asked for specifics, the Executive board members, taking turns, stood up, and began reading from pieces of paper; they told the tribes that they really didn’t know anything, that they did not know where AVCP was financially, yet assured the tribes that there had been no “wrong doing.”

When asked where the AVCP Chief Financial Officer (CFO) was, the acting president told the village council presidents that she was on maternity leave.

The 37 tribal delegates were then told by the Executive Board’s attorney that the Executive Board was the “legal board” of AVCP and that they would thereafter follow Alaska State law.

These statements are astounding and show a lack of respect, appreciation and knowledge of the history of AVCP and why it was set up the way it was by our late elders. The statements ignore the By-laws and insinuate that we have been running AVCP the wrong way since 1977.

When I stood up told the Executive Board, their attorneys, and the interim president that according to the By-laws, the 38 tribal delegates sitting in front of them were the Board of Directors of AVCP, they did not say anything, just ignored me and kept going.

A few minutes later, the interim president stood up, and pointing to the executive Board sitting in a row by his side, told the tribes that they were his bosses.

These extraordinary declarations, the cancellation of the February 2016 Special convention, the decision by the Chairman and the Executive Board to withhold information from the board of directors, are all violations of the By-laws and must not be allowed to stand by the tribes as they would alter the very nature of AVCP and turn it into something that our late elders, the founders, would have opposed and rejected,

Confusion was the order of the day during the “by-law convention:” there was no agenda, no order; attorneys led the meeting. Later, when a Napaimute delegate moved to go into Executive session an attorney told her and the 38 tribal delegates that they could not go into Executive session

This last was highly unusual, not to mention disrespectful, even illegal. The tribes are not the lackeys of the Executive Board, the acting president and the attorneys that they have hired to do battle with the tribes; for what purpose they are doing this, we still don’t know.

Amazingly, this highly unusual meeting ended abruptly with the Executive Board asking the Village Council Presidents, whom they had just dismissed, for longer terms and more powers. If they are the “legal board” why didn’t they amend the by-laws on their own and lengthen their own terms?

This effort by the Executive Board and their attorneys to sell the Executive Board as the “legal board” of AVCP continued in a July 29, 2016 letter to the tribes.

In that amazing letter, the Executive Board and their “legal counsel” ask the Tribes to silently step aside, to accept the fact that they were no longer the board of directors of AVCP - because state law says so.

The Executive Board and their “legal counsel” are wrong. State law does not say that the Executive Board is the “legal board” of AVCP. State law does not decide who the “legal board” of any corporation is; the incorporators, the owners, of the corporation do.

In AVCP’s case, the incorporators, the 56 villages, state clearly and unequivocally in Article IV, Section 1 that “the Board of Directors shall consist of one director from each Member Village.”

Of equal seriousness as the Executive Board’s confusion over who the “legal board” of AVCP is, are AVCP’s By-laws themselves; they are suspect. There is no clear accounting, no certification, about when and by what convention they were amended (only the 56 villages in convention can amend them).

Accounting for the authenticity of our by-laws is critical for the legal and proper administration of the most powerful voice of the Yupik and Athabascan tribes in the YK Delta, Of special concern are the provisions for quorums, special meetings, emergency meetings, and the powers of the Executive Board.

While they are assembled in the annual meeting with a quorum present, the 56 village have to spend as much time as necessary reviewing the by-laws and making amendments where necessary. Unlike the Executive Board, who are asking for more powers, the tribes have the sole power to amend them.

Without a doubt, the Executive Board and their “legal counsel” are looking at Article VII, Section 3 of the by-laws as the basis for their flimsy claim that they are the “legal board” of AVCP; unfortunately for them, there is a “provided” section which clearly underlines the fact that they are not.

By declaring themselves the “legal board,” of AVCP, the Executive Board have attempted to overthrow the tribes and the bylaws that the tribes crafted to guide their administration of AVCP.

The 56 villages: the owners, the incorporators, the directors of AVCP, must crush this attempt to overthrow them as the first order of business during their October 4-6, 2016 annual meeting.

Having said this, the sitting executive board members are not the only ones responsible for the mess AVCP is in. We, the tribes, the board of directors, along with our pliable and silent “traditional chiefs,” are equally responsible. We have failed our people by failing to live up our responsibilities as board members.

For the last 30 years, we have allowed things to get to this point by our inaction, our lack of oversight, our willingness to follow the administration blindly; by our unwillingness to ask questions, to engage in healthy debate in the formulation of policies *due to the misapplication of Yupik cultural values* and the *misuse of our elders* to silence all dissenters as “troublemakers.”

I am attaching the By-laws as they were presented to us by AVCP along with the letter from the Executive Board and their “legal counsel” asking the tribes to step aside as the board of directors of AVCP.

I would ask that the chairman provide the transcribed minutes of the June 8, 2016 “by-law convention” to our tribes as soon as possible as most of the items being discussed come from that extraordinary meeting.

Lastly, the June 8, 2016 “by-law convention” never achieved a quorum although one of the attorneys had erroneously ruled that it did, because the Executive Board member who appointed himself as the delegate from Hooper Bay did not have an authorizing resolution from the Hooper Bay Traditional Council.

Consequently, any and all actions, taken by the so-called “by-law convention,” including the supposed adoption of a by-law amendment giving the executive board the authority to fire the President are vacant.

These issues have to be taken up and settled for good by the 56 villages as the first order of business during the AVCP Convention on October 4-6, 2016.

Very Respectfully yours,

Harold Napoleon
Paimiut AVCP Board Member

Cc: Albert Simon, President, Paimiut Traditional Council
Margaret Pohjola, Chairman, Calista Corporation
AVCP Legal Counsel

Attachments: AVCP By-laws (2013)
July 29, 2016 Letter from Executive Board and Legal Council