



# **OSAGE MINERALS COUNCIL**

## **RULES AND PROCEDURES**

Approved and Adopted  
September 5, 2025

RULES OF ORDER  
OF THE OSAGE MINERALS COUNCIL

ADOPTION AND APPLICABILITY

The following Rules of Order were adopted on September 5, 2025 by the Osage Minerals Council by Resolution No. 5-xxx. These rules shall govern the Osage Minerals Council in all cases to which they are applicable and in which they are not inconsistent with the Osage Constitution or laws of the Osage Nation. These rules may be amended only by resolution of the Osage Minerals Council.

**PART I**  
**PRESIDING OFFICER AND GENERAL COUNCIL MEMBERS**

Rule 1.1.      Governing Body.

The governing body of the Osage Mineral Estate shall be the Osage Minerals Council. The Osage Minerals Council shall operate as an independent agency of the Osage Nation, pursuant to Article VX of the Osage Nation Constitution as ratified on March 11, 2006. As a matter of convenience and simplicity, the pronouns “he and his” shall be used herein to refer to any member of the Osage Minerals Council or any person regardless of gender, and shall not be interpreted as a presumption that Council Members or other tribal officials are male.

Rule 1.2      Osage Minerals Council.

The Osage Minerals Council, subject to any restriction contained in the Osage Nation Constitution and laws, as well as the Constitution and laws of the United States, shall have the power and authority to act on behalf of the Osage Mineral Estate, including the right to make voting decisions on all matters before the Osage Minerals Council.

Presiding Officer (Chairperson); Second Chairperson

Rule 1.3      Basic Responsibilities.

The presiding officer shall be referred to as the Chairperson. He shall refer to himself as the Chair, not using terms such as “I” or “me”. He shall be responsible for the conduct of the Osage Minerals Council meetings as follows:

Call the meeting to order.

Preside over the meeting

Put a question to vote.

Preserve order and decorum, and issue final decisions regarding interpretation,

implementation, and enforcement of the Osage Minerals Council Rules of Order without debate or delay fairly and impartially, and take appropriate enforcement action, as follows:

In the case of disorderly conduct, the Chairperson may direct the Council Member(s) to act in accordance with their sworn oath.

If any member does not follow the rules, he may be called "out of order" by the Chairperson, in which case he shall stop speaking until he receives instructions from the Chairperson regarding the point of order. A Council Member may also seek enforcement by stating: "Mr./Ms. Chairperson, Point of Order." The person who was speaking when the member interrupted should then cease speaking, and the Chair will ask the other member to state his point of order. The Chairperson must then make a decision. The Chairperson may overrule the objection and ask the speaker to continue. Or the Chairperson may find the objection in order and take appropriate enforcement action, which may include instructing the speaker to conform to the rules or to be seated. Reports may be filed with the Attorney General's office for ongoing disruptions if felt necessary by the Chairperson or Executive Committee

Rule 1.4 Chairperson's Responsibility to Communicate with Council Members.

It shall be the responsibility and duty of the Chairperson to present an oral or written report to the entire Council regarding all matters brought to the attention of the Chairperson. In accordance with the Osage Constitution, each Council Member shall have equal access to all information regarding the Osage Mineral Estate.

Rule 1.5 Responsibilities of Second Chairperson.

The Vice Chairperson shall assist the Chairperson when called on to do so, and in the absence of the Chairperson shall preside, and when presiding shall have all privileges, duties and responsibilities delegated to the Chairperson as set forth in these Rules of Order.

Rule 1.6 Presentations or Debates Regarding Proposed Measures by Chairperson.

The Chairperson may make introductory comments and respond to factual questions, including with regard to measures which were proposed by the Chairperson.

**PART II  
MEETINGS; MEETING DECORUM**

Rule 2.1 Regular Meeting Dates; Time.

The regular meetings of the Osage Council shall be held on the first Friday and third Wednesday of each month. Regular meetings shall convene at 10:00 a.m. Roll call shall be promptly taken after the invocation before preceding with any official business.. If no quorum is present by 10:15 a.m., the meeting date will be rescheduled.

Rule 2.2 Special Meeting.

The Chairperson may call a special meeting of the Osage Minerals Council at any time business matters of the Osage Minerals Estate dictate the necessity for a special meeting.

Rule 2.3 Special Meeting Called by Osage Minerals Council Members.

The Chair shall be required to call a special meeting within ten (10) days upon receipt of a written request by at least four (4) members of the Council; provided that no special meeting shall be called except on matters of serious concern to the Osage Minerals Estate.

Rule 2.4 Special Meeting Times.

The meeting time for special meetings shall be held at 10:00 a.m. on the date published to Council Members and the public.

Rule 2.5 Notice.

The Chairperson shall cause Notice of all meetings to be given. Notice of all meetings shall be made in accordance with the laws of the Osage Nation, specifically Title 15, Section 7-108. Notice shall be provided for all meetings and such notices in order to provide information reasonably necessary to inform the public of matters to be discussed at the meetings.

- A. Notice of each regular or special meeting shall include the date, time, location, and proposed agenda and purpose. Posting shall be placed at the location of the meeting. Postings shall be placed not less than forty-eight (48) hours prior to the meeting, unless an emergency requires shorter notice. In addition, notice shall also be posted on the Nation's official website and the Osage Minerals Council webpage.
- B. Meeting locations and times shall not be changed unless there is an emergency and the emergency is noted in the minutes of the meeting. Proposed agendas for meetings may be amended inside of the forty-eight (48) hours notice period as dictated by the business of the Osage Minerals Council.

Rule 2.6 Open Meetings.

All meetings shall be open to the public. This requirement shall not be interpreted as preventing the Osage Minerals Council from going into executive (closed) session for the purpose of discussing matters that are proprietary in nature, pertain to personnel issues or legal strategies, provided that any resulting Council decision shall be made in the form of a public vote.

Rule 2.7 Quorum.

No official business may be transacted by the Osage Minerals Council at any time in the absence of a quorum, which shall consist of five (5) Council Members.

Rule 2.8 Minutes.

Official Minutes shall be made of each regular or special meeting. Meeting Minutes shall be

presented at the next regular Council meeting for approval by a majority of Council Members.

Rule 2.9        Order of Business.

The order of business at any regular or special meeting of the Osage Minerals Council shall be as follows, provided that the order of business may be changed at any meeting by consensus upon the request of any Council Member:

- (1)     Call to Order
- (2)     Prayer
- (3)     Roll Call
- (4)     Special Reports/Requests
- (5)     New Business
- (6)     Executive Session
- (7)     Old Business
- (8)     Approval of Minutes
- (9)     Adjournment.

Rule 2.10       Items Not on Agenda.

Upon request of the Chairperson or a Council Member, the Osage Minerals Council, may by consensus vote, allow an item which is not on the agenda but which is of serious concern to the Osage Mineral Estate to be addressed and decided under the appropriate agenda item. A matter which is subject to a call for a special meeting pursuant to Rule 2.2 shall not be addressed pursuant to this rule.

Rule 2.11       Authorization of Non-Council Members to Speak.

Upon request by an Osage Minerals Council Member, non-Council Members may be allowed to speak about the subject of an agenda item during debate of the item, only by consensus vote. No requests by the public to speak as to matters not on the agenda will not be honored until all pressing business on the agenda is completed. All non-Council Members wishing to be heard will be limited to three (3) minutes.

Rule 2.12       Rules of Conduct.

Osage Minerals Council meetings shall be conducted pursuant to the following rules of conduct:

When any member desires to speak, he may seek recognition by raising his hand and addressing the Chairperson. Members shall address each other as "Council man/woman (Last Name)."

(a)     When two or more Council Members seek recognition at once, the Chairperson shall determine who will speak first.

No Council Member shall address matters not directly related to the proposed measure.

No Council Member shall make a remark or statement on the floor without authorization of the Chairperson, with the exception of a Motion to Recess, a Motion to Adjourn, and Questions of Privilege.

Verbal outbursts, applause or other disorderly conduct by any person inside the Council Chambers, including Council Members, during a meeting of the Council shall not be permitted.

Council Members are expected to treat each other and others, including but not limited to staff, shareholders, and guests present at the Council meeting with courtesy and respect.

### **PART III**

#### **DEFINITIONS, PRESENTATIONS, DEBATES AND VOTING**

##### Rule 3.1      Motion.

A “motion” is a verbal statement by a Council Member by which said member submits a proposed measure for consideration and action by the entire Osage Minerals Council.

##### Rule 3.2      Resolution.

A “resolution” is the formal expression of the opinion or will of the Osage Minerals Council relating to some specific matter or thing, adopted by vote following a duly seconded motion to approve such resolution.

##### 3.3      Presentation of Proposed Measures.

Proposed resolutions may be initially presented and explained to the Osage Minerals Council by a Council Member or third party at any regular or special meeting. During the presentation, the presenter may take questions from other Council Members. When the presenter recognizes a Council Member who wishes to ask a question, the member’s question should be directly related to the measure in question. The questioner shall not make statements about the measure or attempt to debate the measure.

##### Form of Council Action on Proposed Measure.

Council action on a proposed measure shall occur as follows:

Following presentation of a proposed measure, the Chairperson shall entertain Council action on the measure by stating: “The Chair will entertain a motion regarding this matter.”

(a)      The Council may take affirmative action on the measure by one of the following main motions:

        Motion to Approve the measure, provided that an Objection to Consideration of the Question may be raised following such Motion to Approve the Measure, but only before debate starts.

        Motion to Postpone the proposed measure.

If no one moves to approve or postpone the measure, the Chairperson shall announce that it has died for lack of action. The Council will proceed to the next agenda item and the measure may be brought back to the Council as old business on the next meeting agenda.

### 3.6. Placement of Measure on Floor for Debate.

Resolutions shall be placed on the floor only after presentation pursuant to Rule 3.4 and only after a proper motion has been made and seconded.

#### (a) Restatement of Motion.

When a motion has been made, the Chairperson shall restate it or cause it to be read aloud.

### 3.8 Debate Limitations.

There shall be a time limit. Presentation and debate of a measure as follows:

**The person or persons presenting new business shall limit the total presentation time to fifteen (15) minutes, including time for questions from the floor,** unless authorized to exceed the time limit by consensus or majority vote of the Council.

**(b) The person presenting old business shall limit the presentation to five (5) minutes** unless authorized to exceed the time limit by consensus or majority vote of the Council.

**Each Council Member shall be limited to two minutes to debate a proposed measure, and shall attempt to limit debate to one presentation whenever possible.** A Council Member may yield some or all of his debate time to any other Council Member.

Amendments to the original motion may be made in the course of debate pursuant to the provisions of Rule 3.9 (h) herein. Each Council Member shall be limited to one minute to debate a proposed amendment to a proposed measure.

**At the close of debate, the Chairperson shall provide the person who presented the measure with two (2) minutes to make concluding remarks and then put the question to a vote.**

### Rule 3.9 Motions Permitted During Debate.

When a question is under debate, only the following motions may be received, each having precedence in the order stated below:

Motion to Recess to Another Date (which is debatable)<sup>1</sup>

Motion to Adjourn (which is undebatable)<sup>2</sup>

Questions of Privilege<sup>3</sup>

Withdrawal of a Motion (which is undebatable)<sup>4</sup>



Motion to Suspend the Rules (which is undebatable)<sup>5</sup>

Motion to Table the Matter (which is undebatable)<sup>6</sup>

Call for the Question (which is undebatable)<sup>7</sup>

Motion to Amend (which is debatable)<sup>8</sup>

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<sup>1</sup> "Motion to recess Until a Later Date" takes precedence over all other motions. It is not debatable if made when another is before the Council. It is debatable if presented when no other measure is before the Council. The correct form for stating the motion is "I move that when the Council adjourns this meeting, adjournment be in the form of a recess to meet on (date) at (time).

<sup>2</sup> A "Motion to Adjourn" takes precedence over all other except a motion to fix the time to which to adjourn. It can't be made while someone else has the floor or while a vote is being taken. A Motion to Adjourn can't be debated or amended.

<sup>3</sup> A "Question of Privilege" is a motion pertaining to the rights and privileges of the Council or its members, such as disorder by spectators, physical conditions causing discomfort or endangerment of health. The proper way to state the motion is: "I move to a Question of Privilege." If a question of privilege requires immediate action, it can interrupt a member's speech. The Chairperson may make an immediate decision on the motion without a vote if he determines it is a question of privilege, unless the motion is tabled by the Council prior to his decision. Once the Chairperson has disposed of the question of privilege the Council may return to considering the original question that was interrupted.

<sup>4</sup> A "Withdrawal of a Motion" may be made when a question is before the Council and the person who made the motion withdraws or modifies it or substitutes another motion (which may be the informal request of another Council member or on his own) before a decision or amendment is made. When a motion is withdrawn, withdrawal of the second is unnecessary, and the effect is the same as if it had never been made.

<sup>5</sup> A "Motion to Suspend the Rules" applies only to the rules of order. Rules of order must not be suspended except for a definite purpose, and then a two-thirds vote is required.

<sup>6</sup> The object of a "Motion to Table" is to postpone a subject so that it can be taken up later at the same or in a future meeting. The Motion to table should state whether the issue is tabled for further study or information; and whether it should be placed on the next meeting agenda or postponed indefinitely. The motion may include the establishment of a special Council committee to study the measure.

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<sup>7</sup> A "Call for the Question" is a motion that will terminate all debate and bring the membership to a direct vote on the that immediate question, provided that a quorum is present and that a two-thirds majority of the membership votes to put the question to a vote without further debate.

<sup>8</sup> A "Motion to Amend" another motion takes precedence, only over the motion to be amended. The Motion to Amend can itself be amended, although such amendment of an amendment can't be altered further. Amendment may take any of the following forms:

- (1) To "add" or "insert" certain words or paragraphs
- (2) To "strike out" certain words or paragraphs
- (3) To "strike out" certain words and insert others
- (4) To substitute another resolution or paragraph on the same subject for the one

(5) To "divide the question" into two or more motions, as the mover specified, to be a separate vote on some point.

Unless provided otherwise by the laws or Constitution of the Osage Nation, all enactments based upon a majority vote of Council Members shall be deemed valid.

Voting on motions to approve and voting on motions to table or amend proposed resolutions shall be by roll call vote. The Council Member whose name is called shall answer as follows. "Yes", "No", or "Abstain". **No statement shall be made by a Council Member during the vote.** Any Council Member who is not in his seat when the vote is taken shall be counted as absent for the vote. For any motion to pass, it must receive an affirmative (Yes) vote of a majority of the full council in attendance. Abstentions shall not be considered as votes cast either in favor or opposition, nor shall they be treated as absences. Abstentions will be entered into the record.



**Rule 3.13**      **Documentation of Motions; Maintenance of Records.**

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