



SQUAXIN ISLAND TRIBE

RESOLUTION NO. 00-17
OF THE
SQUAXIN ISLAND TRIBAL COUNCIL

WHEREAS, the Squaxin Island Tribal Council is the Governing Body of the Squaxin Island Indian Tribe, its members, its lands, its enterprises and its agencies by authority of the Constitution and By-Laws of the Squaxin Island Tribe, as approved and adopted by the General Body and the Secretary of the Interior on July 8, 1965; and

WHEREAS, the Tribe is a federally recognized Indian Tribe possessing reserved powers, including the powers of self-government; and

WHEREAS, under the Constitution, By-Laws and inherent sovereignty of the Tribe, the Squaxin Island Tribal Council is charged with the duty of protecting the health, security, education and general welfare of tribal members, and with protecting and managing the lands and treaty resources and rights of the Tribe; and

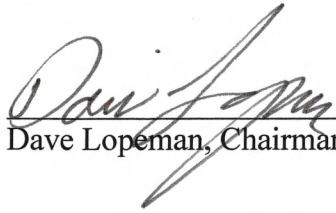
WHEREAS, the Squaxin Island Tribal Council has been entrusted with the creation of ordinances and resolutions in order to fulfill their duty of protecting the health, security, education and general welfare of tribal members, and of protecting and managing the lands and treaty resources of the Tribe; and

WHEREAS, the Squaxin Island Tribal Council wishes to adopt the codes necessary to regulate the conduct of business on the Squaxin Island Reservation,

NOW THEREFORE BE IT FURTHER RESOLVED, that the Squaxin Island Tribal Council hereby adopts the following code, as attached hereto: Chapter 6.32 Not-For-Profit Corporation Ordinance.

CERTIFICATION

The Squaxin Island Tribal Council does hereby certify that the foregoing Resolution was adopted at the regular meeting of the Squaxin Island Tribal Council, held on this 9th day of March, 2000, at which time a quorum was present and was passed by a vote of 5 for and 0 against with 0 abstentions.



Dave Lopeman, Chairman

Attested by: 

Sue McFarlane, Secretary



Cal Peters, Vice Chairman

Chapter 6.32

NOT-FOR-PROFIT CORPORATION ORDINANCE

Sections:

6.32.010	Title
6.32.020	Authority
6.32.030	Definitions
6.32.040	Sections; applicability
6.32.050	Corporate name
6.32.060	Registered office and registered agent
6.32.070	Service of process on corporation
6.32.080	Corporate purposes; immunities; taxation of property; exemptions
6.32.090	Shares of stock and dividends; prohibited
6.32.100	Incorporators; number
6.32.110	Books and records; where kept
6.32.120	Corporate powers; defense of ultra vires
6.32.130	Liability
6.32.140	Special powers and privileges of corporations wholly owned by the Squaxin Island Tribe
6.32.150	Membership
6.32.160	Board of directors; meeting of board of directors
6.32.170	Corporate officers
6.32.180	Bylaws and articles of incorporation
6.32.190	Merger and consolidation
6.32.200	Sale, lease, exchange or mortgage of assets
6.32.210	Dissolution
6.32.220	Liquidation of corporate assets
6.32.230	Certificate of authority to transact business
6.32.240	Fees
6.32.250	Foreign corporations
6.32.260	Reports
6.32.270	Miscellaneous
6.32.280	Severability
6.32.290	Effective date

6.32.010 Title

This chapter shall be known as the Squaxin Island Not-for-Profit Corporation Ordinance.

6.32.020 Authority

The Tribal Council of the Squaxin Island Tribe has the inherent sovereign and constitutional power to control and manage the affairs of the Tribe and to establish and operate such enterprises as it may deem proper and to regulate those who transact business under regulations promulgated herein on territories under the jurisdiction of the Squaxin Island Tribe. It is hereby declared that the conduct of not-for-profit business on said territories is vital to the economic security, political integrity and general health and welfare of the Tribe and its members. Therefore, to protect these interests of the Tribe, the Tribal Council adopts this Not-for-Profit Corporation Ordinance.

6.32.030 Definitions

For the purposes of this chapter, unless the context requires otherwise:

“Articles of incorporation” or “articles” shall mean the original articles of incorporation and all amendments thereto of the corporation organized hereunder, and includes articles of merger and articles of consolidation.

“Board of directors” shall mean the group of persons vested with the management of the affairs of the corporation irrespective of the name by which such group is designated.

“Bylaws” shall mean the code or codes of rules adopted for the regulation or management of the affairs of the corporation irrespective of the name or names by which such rules are designated.

“Corporate Administration Board” shall have the meaning set forth in Chapter 6.24.

“Corporation” shall mean a corporation not-for-profit, except a foreign corporation, subject to the provisions of this Ordinance.

“Foreign corporation” shall mean a corporation, not-for-profit, organized under laws other than the laws of the Squaxin Island Tribe.

“General counsel” shall mean the general counsel to the Tribe.

“Insolvent” shall mean the inability of a corporation to pay its debts as they become due in the usual course of its affairs.

“Member” shall mean one having membership rights in a corporation in accordance with the provisions of its articles of incorporation or bylaws.

“Not-for-profit corporation” shall mean a corporation no part of the income of which is distributable to its members, directors or officers.

“Ordinance” shall mean the Squaxin Island Not-for-Profit Corporation Ordinance.

“Reservation” shall mean the territory within the exterior boundaries of the Squaxin Island Indian Reservation, and such other lands without those boundaries as may have been or may hereafter be added to the Reservation or held in trust for the Tribe under any law of the United States or otherwise.

“Tribal Council” shall mean the Tribal Council of the Squaxin Island Tribe as defined pursuant to the Constitution and Bylaws of the Tribe.

“Tribal Court” shall mean the Squaxin Island Tribal Court, including its civil, criminal and employment divisions and the Squaxin Island Tribal appellate court.

“Tribe” shall mean the Squaxin Island Tribe.

6.32.040 Sections; applicability

A. The provisions of this Ordinance relating to domestic corporations shall apply to:

1. All corporations organized under the provisions of this Ordinance;
2. All not-for-profit corporations heretofore organized under any act hereby repealed, without shares or capital stock and for a purpose or purposes for which a corporation might be organized under the provisions of this Ordinance; and
3. Each not-for-profit corporation having shares or capital stock organized under any act hereby repealed and each not-for-profit corporation, whether with or without shares or capital stock, heretofore organized under any general law or created by special act of the Tribal Council for a purpose or purposes for which a corporation may be organized under the provisions of this Ordinance, but not otherwise entitled to the rights, privileges, immunities and franchises provided by this Ordinance which shall elect to accept the provisions of this Ordinance as hereinafter provided in this Ordinance.

B. The provisions of this Ordinance relating to foreign corporations shall apply to all foreign not-for-profit corporations conducting affairs on the Reservation for a purpose or purposes for which a corporation might be organized under the provisions of this Ordinance.

6.32.050 Corporate name

The corporate name:

A. Shall not contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles of incorporation;

B. Shall not be the same as, or deceptively similar to, the name of any corporation, whether for profit or not for profit, existing under the laws of the Tribe or the State of Washington, or any foreign corporation, whether for profit or not for profit, authorized to transact business or conduct affairs on the Reservation, or a trade name or other corporate name reserved or registered as permitted by the laws of the Tribe.

6.32.060 Registered office and registered agent

A. Each corporation organized pursuant to this Ordinance shall have and continuously maintain on the Reservation a registered agent and a registered office which may be, but need not be, the same as its place of business. A corporation wholly owned by the Tribe may have as its registered agent and registered office the Squaxin Island Legal Department, wherever that department's office may be located, whether on or off the Reservation.

B. Changing the registered office and/or registered agent:

1. A corporation may change its registered office or change its registered agent, or both, upon filing in the office of the Corporate Administration Board a statement in duplicate setting forth:

- a. The name of the corporation;
- b. The street address of its then registered office;
- c. If the street address of its registered office be changed, the street address to which the registered office is to be changed;
- d. The name of its then registered agent;
- e. If its registered agent be changed, the name of its successor registered agent;
- f. That the street address of its registered office and the street address of the office of its registered agent, as changed, will be identical; and
- g. That such change was authorized by the board of directors and the date on which the resolution authorizing such change was approved.

2. Such statement shall be executed by the corporation by its president or a vice president and delivered to the Corporate Administration Board in duplicate on forms furnished by the Corporate Administration Board. If the Corporate

Administration Board finds that such statement conforms to the provisions of this Ordinance, it shall file such statement in its office. In the case of a foreign corporation, a duplicate statement, bearing the date of filing in the office of the Corporate Administration Board, shall be recorded in the office of the Secretary of State of the state where the registered office of the corporation is located. If the statement changes the location of the registered office to another state, the statement bearing the date of the filing in the office of the Corporate Administration Board shall be filed in both states.

3. Any registered agent of a corporation may resign as such agent upon filing a written notice thereof, executed in duplicate, with the Corporate Administration Board, who shall forthwith mail a copy thereof to the corporation in care of an officer who is not the resigning registered agent, at the address of such officer as shown by the most recent annual report of the corporation. The appointment of such agent shall terminate upon the expiration of thirty (30) days after receipt of such notice by the Corporate Administration Board.

4. Failure to comply with the provisions of this section shall result in the suspension of such corporation. A registered agent must be appointed to remove such suspension of the corporation.

5. If the corporation is suspended, the annual report and fee cannot be filed and paid in the office of the Corporate Administration Board until a registered agent is appointed. If the report is not filed, the fee paid and the registered agent appointed by June 2 of the then-current year, when the fees and report become delinquent, the corporation shall be dissolved for nonpayment of fees in compliance with section 6.32.210(I).

6.32.070 Service of process on corporation

The registered agent so appointed by the corporation shall be an agent of such corporation upon whom process, notice or demand required or permitted by law to be served upon the corporation may be served.

6.32.080 Corporate purposes; immunities; taxation of property; exemptions

A. Corporations may be organized under the provisions of this Ordinance for any lawful purpose or purposes, including, without being limited to, any one or more of the following purposes: charitable; benevolent; eleemosynary; educational; civic; patriotic; political; religious; social; fraternal; literary; cultural; athletic; scientific; agricultural; horticultural; animal husbandry; professional, commercial, industrial or trade association; providing for, erecting, owning, leasing, furnishing and managing any building, hall, dormitory or apartments, lands or grounds for the use or benefit in whole or in part of any governmental, religious, social, educational, scientific, fraternal or charitable society or societies, body or bodies, institution or institutions, incorporated or unincorporated, or for the purpose of holding property of any nature in trust for such society, body or institution; for the purpose of assisting any governmental body in

obtaining grants from the federal government; the performance of any requirements necessary to obtain a federal grant or carrying out the purpose for which a federal grant is obtained.

B. Corporations organized pursuant to the provisions of this Ordinance as to the ownership and taxation of their property, shall have the rights, privileges and exemptions of the body, society or institution for whose use or benefit or for whom in trust said property is held.

C. Corporations which are wholly owned by the Tribe and are organized under the provisions of this Ordinance shall have all of the Tribe's rights, privileges and immunities, including, without limitation, sovereign immunity.

6.32.090 Shares of stock and dividends; prohibited

A corporation shall not have or issue shares of stock. No dividend shall be paid and no part of the income of such a corporation shall be distributed to its members, directors or officers. A corporation may pay compensation in a reasonable amount to its members, directors or officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation may make distributions to its members as permitted by the provisions of this Ordinance, and no such payment, benefit or distribution shall be deemed to be a dividend or a distribution of income.

6.32.100 Incorporators; number

Two or more persons, each over the age of eighteen, may incorporate a not-for-profit corporation by signing and delivering articles of incorporation to the Corporate Administration Board.

6.32.110 Books and records; where kept

Each corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, board of directors, and committees having the any of the authority of the board of directors, and shall keep at its registered office or principal office on the Reservation a record of the names and addresses of its members entitled to vote. All books and records of a corporation may be inspected by the Corporate Administration Board or by any member, or its agent or attorney, for any proper purpose at any reasonable time.

6.32.120 Corporate powers; defense of ultra vires

A. General powers. Subject to any limitations provided in any other laws of the Tribe, or in a corporation's articles of incorporation or bylaws, each corporation shall have power:

1. To have perpetual succession unless a limited period of duration is stated in its articles of incorporation.

2. To sue and be sued, complain and defend, in its corporate name, except that the extent of the corporation's liability shall be limited to the assets of the corporation and shall be subject to the limitations contained in this Ordinance, including but not limited to Section 6.32.140(B), and in Chapter 6.24 of the Squaxin Island Tribal Code.

3. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced. A corporation is not obligated to adopt a corporate seal. The use or nonuse of a corporate seal shall not affect the validity, recordability or enforceability of a document or act. If a corporation has a corporate seal, the use of the seal by the corporation on a document is not necessary.

4. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated.

5. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets, including but not limited to shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals.

6. To lend money to, and use its credit to assist, its employees other than its officers, directors and members.

7. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not-for-profit, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other tribe, government, state, territory, governmental district or municipality or of any instrumentality thereof.

8. To make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

9. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

10. To conduct its affairs, carry on its operations and have offices and exercise the powers granted by this Ordinance, within or without the Reservation boundaries.

11. To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

12. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the Tribe, for the administration and regulation of the affairs of the corporation.

13. Unless otherwise provided for in the articles of incorporation, to make donations for the public welfare or for charitable, scientific or educational purposes.

14. To indemnify as follows:

a. A corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or, upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner in which he or she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

b. A corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, except that no

indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

c. To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subdivisions (a) and (b) of this subdivision, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred in connection therewith.

d. Any indemnification under subdivisions (a) and (b) of this subdivision, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subdivisions (a) and (b) of this subdivision. Such determination shall be made by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding or, if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the members, as the case may be.

e. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in subdivision (d) of this subdivision upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this section;

f. The indemnification provided in this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

g. A corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not

the corporation would have the power to indemnify against such liability under the provisions of this section.

15. To cease its corporate activities and surrender its corporate franchise.

16. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

B. Defense of ultra vires. No act of a corporation, and no conveyance or transfer of real or personal property to or by a corporation, shall be invalid by reason of the fact that the corporation was without capacity or power to do such act or to make or receive such conveyance or transfer, but such lack of capacity or power may be asserted:

1. In a proceeding by a member or a director against the corporation to enjoin the doing or continuation of unauthorized acts or the transfer of real or personal property by or to the corporation. If unauthorized acts or the transfer of real or personal property enjoined are being, or are to be, performed pursuant to any contract to which the corporation is a party, the court may, if all of the parties to the contract are parties to the proceeding and if it deems the same to be equitable, set aside and enjoin the performance of such contract and in so doing may allow the corporation or the other parties to the contract, as the case may be, compensation for the loss or damage sustained by either of them which may result from the action of the court in setting aside and enjoining the performance of such contract, but anticipated profits to be derived from the performance of the contract shall not be awarded by the court as a loss or damage sustained.

2. In a proceeding by the corporation, whether acting directly or through a receiver, trustee, or other legal representative, or through members in a representative suit, against the officers or directors of the corporation for exceeding their authority.

3. In a proceeding by the general counsel, as provided in this Ordinance, to dissolve the corporation, or in a proceeding by the general counsel to enjoin the corporation from performing unauthorized acts, or in any other proceeding by the general counsel.

6.32.130 Liability

A. Limited liability of the Tribe. The Tribe shall be under no obligation to a corporation or the creditors of any corporation which the Tribe incorporates, owns or operates, in whole or in part, and the Tribe shall not be deemed to have waived any of the Tribe's privileges or immunities, including without limitation its sovereign immunity, if the Tribe incorporates, owns or operates a corporation, in whole or in part.

B. Director, officer, or trustee; immunity from civil liability.

1. Any person who serves as a director, officer or trustee of a not-for-profit organization formed pursuant to this Ordinance and who is not compensated for his or her services as a director, officer or trustee on a salary or a prorated equivalent basis shall be immune from civil liability for any act or omission which results in damage or injury if such person was acting within the scope of his or her official functions and duties of a director, officer or trustee, unless such damage or injury was caused by the willful or wanton act or omission of such director, officer or trustee.

2. Nothing in this section shall be construed to establish, diminish or abrogate any duties that a director, officer or trustee of a not-for-profit organization has to the not-for-profit organization for which the director, officer or trustee serves.

3. For purposes of this section, a director, officer or trustee shall not be considered compensated solely by reason of the payment of his or her actual expenses incurred in attending meetings or in executing such office, the receipt of meals at meetings, or the receipt of gifts not exceeding a total value of one-hundred dollars (\$100.00) in any twelve consecutive months.

6.32.140 Special powers and privileges of corporations wholly owned by the Squaxin Island Tribe

The special powers describe in this section 6.32.140 shall only be available to a corporation wholly owned by the Tribe. Such wholly owned corporations:

A. Shall have any and all of the Tribe's rights, privileges and immunities (including, without limitation, sovereign immunity) concerning federal and state taxes and jurisdiction to the same extent that the Tribe would have such rights, privileges and immunities if it engaged in the activities undertaken by the corporation. Absent consent, a corporation wholly owned by the Tribe shall not be subject to taxation by the Tribe, except to the extent that such taxation is necessary and reasonably appropriate to compensate the Tribe for services provided to the corporation by the Tribe.

B. Shall have the power to sue and is authorized to consent to be sued in the Tribal Court, and other courts of competent jurisdiction; provided, however, that any recovery against such corporation for any such consent shall be limited to the assets of the corporation, and that, to be effective, such corporation must explicitly consent to be sued in a contract or other commercial document which specifies the terms and conditions of such consent; provided however, that consent to suit by a corporation shall in no way extend to the Tribe, nor shall a consent to suit by a corporation in any way be deemed a waiver of any of the rights, privileges or immunities of the Tribe.

6.32.150 Membership

A. Members. A corporation may have one or more classes of members or may have no members. If a corporation has one or more classes of members, the designation of such class or classes, the manner of election or appointment and the



qualifications and rights of the members of each class shall be set forth in the articles of incorporation or the bylaws. If the corporation has no members, that fact shall be set forth in the articles of incorporation or the bylaws. A corporation may issue certificates evidencing membership therein.

B. Meetings.

1. Meetings of members may be held at such place, either within or without the Reservation, as may be provided in the bylaws. In the absence of any such provision, all meetings shall be held at the principal office of the corporation on the Reservation. Except as may be otherwise restricted by the articles of incorporation or bylaws, members may participate in any regular or special meeting of the members or conduct the meeting through the use of any means of communication by which all persons participating in the meeting can simultaneously hear each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

2. An annual meeting of the members shall be held at such time as may be provided in the bylaws. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the corporation.

3. Special meetings of the members may be called by the president or by the board of directors. Special meetings of the members may also be called by such other officers or persons of number or proportion of members as may be provided in the articles of incorporation or the bylaws. In the absence of a provision fixing the number or proportion of members entitled to call a meeting, a special meeting of members may be called by members having one-fifth of the votes entitled to be cast at such meeting.

C. Meetings; notice

1. Notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If the corporation holds regular weekly or monthly meetings, such notice shall be deemed to be delivered by the announcement of such notice at not less than two consecutive regular meetings. If mailed, such notice may be included within any regular publication mailed to members and shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid.

2. The bylaws may provide that no notice need be given of regular meetings or of adjourned meetings.

D. Voting; proxies

1. The right of the members, or any class or classes of members, to vote may be limited, enlarged or denied to the extent specified in the articles of incorporation or the bylaws. Unless so limited, enlarged or denied, each member, regardless of class, shall be entitled to one vote on each matter submitted to a vote of members.

2. A member may vote in person or, unless the articles of incorporation or bylaws otherwise provide, may vote by proxy executed in writing by the member or by a duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Where directors or officers are to be elected by members, the bylaws may provide that such elections may be conducted by mail.

3. The articles of incorporation or the bylaws may provide that in all elections for directors, every member entitled to vote shall have the right to cumulate a vote and to give one candidate a number of votes equal to that vote multiplied by the number of directors to be elected or by distributing such votes on the same principle among any number of such candidates.

E. Quorum. The bylaws may provide the number or percentage of members entitled to vote represented in person or by proxy, or the number or percentage of votes represented in person or by proxy, which shall constitute a quorum at a meeting of members. In the absence of any such provision, members holding one-fifth of the votes entitled to be cast represented in person or by proxy shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by the provisions of this Ordinance, the articles of incorporation or the bylaws.

6.32.160 Board of directors; meeting of board of directors

A. Qualifications. The affairs of the corporation shall be managed by a board of directors or its functional equivalent. Directors need not be Tribal members, residents of the Reservation, or members of the corporation, unless the articles of incorporation or the bylaws so require. The articles of incorporation or the bylaws may prescribe other qualifications for directors.

B. Number; election; term; removal.

1. The number of directors of a corporation shall not be less than three (3). Subject to such limitation, the number of directors shall be fixed by the bylaws, except as to the number of the first board of directors, which number shall be fixed by the articles of incorporation. The number of directors may be increased or decreased from time to time by amendment to the bylaws, unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment of the articles of

incorporation. No decrease in number shall have the effect of shortening the term of any incumbent director. In the absence of a bylaw fixing the number of directors, the number shall be the same as that stated in the articles of incorporation.

2. The directors constituting the first board of directors shall be named in the articles of incorporation and shall hold office until the first annual election of directors or for such other period as may be specified in the articles of incorporation or bylaws. Thereafter, directors shall be elected or appointed in the manner and for the terms provided in the articles of incorporation or the bylaws. In the absence of a provision fixing the term of office, the term of office of a director shall be one year.

3. Directors may be divided into classes and the terms of office of the several classes need not be uniform. Each director shall hold office for the term for which elected or appointed and until a successor shall have been elected or appointed and qualified.

4. A director may be removed from office pursuant to any procedure therefor provided in the articles of incorporation.

C. Vacancies. Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the board of directors unless the articles of incorporation or the bylaws provide that a vacancy or directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected or appointed, as the case may be, to fill a vacancy, shall be elected or appointed for the unexpired term of the predecessor in office.

D. Quorum. A majority of the number of directors fixed by the bylaws, or, in the absence of a bylaw provision fixing the number of directors, then of the number stated in the articles of incorporation, shall constitute a quorum for the transaction of business, unless otherwise provided in the articles of incorporation or the bylaws, but in no event shall a quorum consist of less than one-third of the number of directors so fixed or stated. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by the provisions of this Ordinance, the articles of incorporation or the bylaws.

E. Designation and appointment of committees. If the articles of incorporation or the bylaws so provide, the board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, in the articles of incorporation, or in the bylaws of the corporation, shall have and exercise the authority of the board of directors in the management of the corporation, provided that no such committee shall have the authority of the board of directors in reference to: amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale,

lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the board of directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or him or her by law.

F. Meeting.

1. After the issuance of the certificate of incorporation an organization meeting of the board of directors named in the articles of incorporation shall be held, either within or without the Reservation, at the call of a majority of the incorporators, for the purpose of adopting bylaws, electing officers and the transaction of such other business as may come before the meeting. The incorporators calling the meeting shall give at least five (5) days' notice thereof by mail to each director so named, which notice shall state the date, time and location of the meeting.

2. Meetings of the board of directors, regular or special, may be held either within or without the Reservation. Regular meetings of the board of directors or any committee established by the board may be held with or without notice as prescribed by the bylaws. Special meetings of the board of directors or any committee established by the board shall be held upon such notice as is prescribed in the bylaws. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting unless the director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the board of directors or any committee established by the board need be specified in the notice or waiver of notice of such meeting unless required by the bylaws.

3. Except as may be otherwise restricted by the articles of incorporation or bylaws, members of the board of directors or any committee established by the board may participate in any regular or special meeting of the board or committee or conduct the meeting through the use of any means of communication by which all persons participating in the meeting can simultaneously hear each other during the meeting. Participation by such means shall constitute presence in person at the meeting.

6.32.170 Corporate officers

A. Election; appointment.

1. The officers of a corporation shall consist of a president, one or more vice presidents, a secretary, a treasurer and such other officers and assistant officers as may be deemed necessary, each of whom shall be elected or appointed at such time and in such manner as may be prescribed in the articles of incorporation or by the bylaws. In the absence of any such provision, all offices shall be elected or appointed annually by



the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary and except the offices of president and vice president.

2. The articles of incorporation or the bylaws may provide that any one or more officers of the corporation shall be *ex officio* members of the board of directors.

3. The officers of a corporation may be designated by such additional titles as may be provided in the articles of incorporation or the bylaws.

B. Removal. Any officer elected or appointed may be removed by the persons authorized to elect or appoint such officer whenever in their judgment the best interests of the corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

C. Loans to directors and officers; prohibited. No loans shall be made by a corporation to its directors or officers. The directors of a corporation who vote for or assent to the making of a loan to a director or officer of the corporation, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the corporation for the amount of such loan until the repayment thereof.

6.28.180 Bylaws and Articles of Incorporation

A. Bylaws. The initial bylaws of a corporation shall be adopted by its board of directors. The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the board of directors unless otherwise provided in the articles of incorporation or the bylaws. The bylaws may contain any provisions for the regulation and management of the affairs of a corporation not inconsistent with law or the articles of incorporation.

B. Who may incorporate. Any two persons over the age of eighteen (18) may act as the incorporator of a corporation by delivering articles of incorporation to the Corporate Administration Board for filing.

C. Contents of articles of incorporation.

1. The articles of incorporation shall set forth:

a. The name of the corporation.

b. The period of duration, which may be perpetual.

c. The purpose or purposes for which the corporation is organized.



d. Any provisions, not inconsistent with law, which the incorporators elect to set forth in the articles of incorporation for the regulation of the internal affairs of the corporation, including any provision for distribution of assets on dissolution or final liquidation.

e. The street address of its initial registered office and the name of its initial registered agent at such address.

f. The number of directors constituting the initial board of directors and the names and street addresses of the persons who are to serve as the initial directors.

g. The name and street address of each incorporator.

2. It shall not be necessary to set forth in the articles of incorporation any of the corporate powers enumerated in this Chapter 6.32.

3. Unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment to the articles of incorporation, a change in the number of directors made by amendment to the bylaws shall be controlling. In all other cases, whenever a provision of the articles of incorporation is inconsistent with a bylaw, the provision of the articles of incorporation shall be controlling.

4. The articles of incorporation shall be signed by each of the incorporators.

D. Articles of incorporation; filing; fees. Two duplicate originals of the articles of incorporation shall be delivered to the Corporate Administration Board. If the Corporate Administration Board finds that the articles of incorporation conform to tribal law, it shall, when all fees have been paid:

1. Endorse on each such duplicate original the word "filed" and the month, day and year of the filing thereof.

2. Maintain one such duplicate original in the office of the Corporate Administration Board.

3. Issue a certificate of incorporation to which the Corporate Administration Board shall affix the other duplicate original and return to the incorporators or their representative.

E. Certificate of incorporation; issuance; effect. Upon the issuance of the certificate of incorporation, the corporate existence shall begin, and such certificate of incorporation shall be conclusive evidence that all conditions precedent required to be performed by the incorporators have been complied with and that the corporation has

been incorporated under this Chapter 6.32, except as against the Tribe in a proceeding to cancel or revoke the certificate of incorporation.

F. Articles of incorporation; amendment. A corporation may amend its articles of incorporation, from time to time, in any and as many respects as may be desired, so long as its articles of incorporation, as amended, contain only such provisions as are lawful under this Ordinance.

G. Articles of incorporation; amendment; manner.

1. Amendments to the articles of incorporation shall be made in the following manner:

a. Where there are members having voting rights, the board of directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members having voting rights, which may be either an annual or a special meeting. Written or printed notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote at such meeting within the time and in the manner provided in this Ordinance for the giving of notice of meetings of members. The proposed amendments shall be adopted upon receiving at least two-thirds of the votes which members present at such meeting or represented by proxy are entitled to cast.

b. Where there are no members, or no members having voting rights, an amendment shall be adopted at a meeting of the board of directors upon receiving the vote of a majority of the directors in office.

2. Any number of amendments may be submitted and voted upon at any one meeting.

H. Articles of incorporation; amendment; procedure; statements required. The amendments of the articles shall be executed in duplicate by the corporation, by its president or a vice president, and by its secretary or an assistant secretary, and shall set forth:

1. The name of the corporation;

2. The amendment so adopted;

3. Where there are members having voting rights, (a) a statement setting forth the date of the meeting of members at which the amendment was adopted, that a quorum was present at such meeting, and that such amendment received at least two-thirds of the votes which members present at such meeting or represented by proxy were entitled to cast or (b) a statement that such amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto; and

4. Where there are no members, or no members having voting rights, a statement of such fact, the date of the meeting of the board of directors at which the amendment was adopted, and a statement of the fact that such amendment received the vote of a majority of the directors in office.

I. Articles of incorporation; amendment; filing; fees. Duplicate originals of the articles of amendment(s) of the articles shall be delivered to the Corporate Administration Board. If the Corporate Administration Board determines that amendment(s) of the articles conform to tribal law, the Corporate Administration Board shall, when all fees have been paid:

1. Endorse on each duplicate original the word “filed” and the month, day and year of such filing thereof;

2. Maintain one such duplicate original in the Corporate Administration Board’s office; and

3. Return one duplicate original to the corporation or its representative.

J. Articles of incorporation; amendment; effect.

1. Upon the filing of the amendment(s) by the Corporate Administration Board, the amendment(s) shall become effective and the articles of incorporation shall be deemed to be amended accordingly.

2. No amendment shall affect any existing cause of action in favor of or against such corporation, or any pending action to which such corporation shall be a party, or the existing rights of persons other than members, and, in the event the corporate name shall be changed by amendment, no action brought by or against such corporation under its former name shall abate for that reason.

6.32.190 Merger and consolidation

A. Merger; procedure.

1. Any two or more domestic corporations may merge into one of such corporations pursuant to a plan of merger approved in the manner provided in this Chapter 6.32.

2. Each corporation shall adopt a plan of merger setting forth:

a. The names of the corporations proposing to merge and the name of the corporation into which they propose to merge, which is hereinafter designated as the surviving corporation;

- b. The terms and conditions of the proposed merger;
- c. A statement of any changes in the articles of incorporation of the surviving corporation to be effected by such merger; and
- d. Such other provisions with respect to the proposed merger as are deemed necessary or desirable.

B. Consolidation; procedure.

- 1. Any two or more domestic corporations may consolidate into a new corporation pursuant to a plan of consolidation approved in the manner provided in this Chapter 6.32.
- 2. Each corporation shall adopt a plan of consolidation setting forth:
 - a. The names of the corporations proposing to consolidate and the name of the new corporation into which they propose to consolidate, which is hereinafter designated as the new corporation;
 - b. The terms and conditions of the proposed consolidation;
 - c. With respect to the new corporation, all of the statements required to be set forth in articles of incorporation for corporations organized under this Chapter 6.32; and
 - d. Such other provisions with respect to the proposed consolidation as are deemed necessary or desirable.

C. Merger or consolidation; approval.

- 1. A plan of merger or consolidation shall be adopted in the following manner:
 - a. Where the members of any merging or consolidating corporation have voting rights, the board of directors of such corporation shall adopt a resolution approving the proposed plan and directing that it be submitted to a vote at a meeting of members having voting rights, which may be either an annual or special meeting. Written or printed notice setting forth the proposed plan or a summary thereof shall be given to each member entitled to vote at such meeting within the time and in the manner provided in this Chapter 6.32 for the giving of notice of meetings of members. The proposed plan shall be adopted upon receiving at least two-thirds of the votes which members present at each such meeting or represented by proxy are entitled to cast; and
 - b. Where any merging or consolidating corporation has no members, or no members having voting rights, a plan of merger or consolidation shall be

adopted at a meeting of the board of directors of such corporation upon receiving the vote of a majority of the directors in office.

2. After such approval, and at any time prior to the filing of the articles of merger or consolidation, the merger or consolidation may be abandoned pursuant to provisions therefor, if any, set forth in the plan.

D. Merger or consolidation; articles; contents; filing.

1. Upon such approval, the articles of merger or the articles of consolidation shall be executed in duplicate by each corporation by its president or a vice president, and by its secretary or an assistant secretary, and shall set forth:

a. The plan of merger or the plan of consolidation;

b. Where the members of any merging or consolidating corporation have voting rights, then as to each such corporation, (i) a statement setting forth the date of the meeting of members at which the plan was adopted, that a quorum was present at such meeting, and that such plan received at least two-thirds of the votes which members present at such meeting or represented by proxy were entitled to cast, or (ii) a statement that such plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto; and

c. Where any merging or consolidating corporation has no members, or no members having voting rights, then as to each such corporation a statement of such fact, the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that such plan received the vote of a majority of the directors in office.

2. Duplicate originals of the articles of merger or articles of consolidation shall be delivered to the Corporate Administration Board. If the Corporate Administration Board determines that such articles conform to tribal law, it shall, when all fees have been paid:

a. Endorse on each such duplicate original the word "filed" and the month, day and year of the filing thereof;

b. File one such duplicate original in the office of the Corporate Administration Board; and

c. Return to the surviving or new corporation, as the case may be, or its representative, the other duplicate original stamped with the date of filing in the office of the Corporate Administration Board.

E. Merger or consolidation; effective date. Upon the filing of the merger or the consolidation articles by the Corporate Administration Board, the merger or consolidation shall be effective.

F. Merger or consolidation; effect. When such merger or consolidation has become effective:

1. The several corporations which are parties to the plan of merger or consolidation shall be a single corporation, which, in the case of a merger, shall be that corporation designated in the plan of merger as the surviving corporation, and, in the case of a consolidation, shall be the new corporation provided for in the plan of consolidation.

2. The separate existence of all corporations that are parties to the plan of merger or consolidation, except the surviving or new corporation, shall cease.

3. Such surviving or new corporation shall have all the rights, privileges, immunities and powers and shall be subject to all duties and liabilities of a corporation organized under this Ordinance.

4. Such surviving or new corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public as well as of a private nature of each of the merging or consolidating corporations. All property, real, personal and mixed, all debts due on whatever account, all other things and causes of action and all and every other interest of or belonging to or due to each of the corporations so merged or consolidated shall be taken and deemed to be transferred to and vested in such single corporation without further act or deed and shall thereafter be the property of the surviving or new corporation to the same extent as they were of each of such merging or consolidating entities. The title to any real estate, or any interest therein, vested in any of such corporation shall not revert or be in any way impaired by reason of such merger or consolidation.

5. Such surviving or new corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the corporations so merged or consolidated; and any claim existing or action or proceeding pending by or against any of such corporations may be prosecuted as if such merger or consolidation had not taken place, or such surviving or new corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any such corporations shall be impaired by such merger or consolidation.

6. In the case of a merger, the surviving entity's articles of incorporation shall be deemed to be amended to the extent, if any, that changes in its articles of incorporation are stated in the plan of merger, and, in the case of a consolidation, the statements set forth in the articles of consolidation, and which are required or permitted to be set forth in the articles of incorporation of corporations organized under this Chapter 6.32 shall be deemed to be the original articles of incorporation of the new corporation.

6.32.200 Sale, lease, exchange or mortgage of assets.

A sale, lease, exchange, mortgage or pledge or other disposition of all, or substantially all, of the property and assets of a corporation may be made upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property, real or personal, including shares of any corporation for profit, domestic or foreign, as may be authorized in the following manner:

A. Where there are members having voting rights, the board of directors shall adopt a resolution recommending such sale, lease, exchange, mortgage, pledge or other disposition and directing that it be submitted to a vote at a meeting of members having voting rights, which may be either an annual or a special meeting. Written or printed notice stating that the purpose, or one of the purposes, of such meeting is to consider the sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property and assets of the corporation shall be given to each member entitled to vote at such meeting, within the time and in the manner provided by this Chapter 6.32 for the giving of notice of meetings of members. At such meeting, the members may authorize such sale, lease, exchange, mortgage, pledge or other disposition and may fix, or may authorize the board of directors to fix, any or all of the terms and conditions thereof and the consideration to be received by the corporation therefor. Such authorization shall require at least two-thirds of the votes which members present at such meeting or represented by proxy are entitled to cast. After such authorization by a vote of members, the board of directors, nevertheless, in its discretion, may abandon such sale, lease, exchange, mortgage, pledge or other disposition of assets, subject to the rights of third parties under any contracts relating thereto, without further action or approval by members; or

B. Where there are no members, or no members having voting rights, a sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property and assets of a corporation shall be authorized upon receiving the vote of a majority of the directors in office.

6.32.210 Dissolution

A. Voluntary dissolution by incorporators. A corporation which has not commenced business and which does not have any members, or does not have any members with voting rights, may be voluntarily dissolved by its incorporators at any time in the following manner:

1. Articles of dissolution shall be executed in duplicate by a majority of the incorporators and verified by them and shall set forth:

- a. The name of the corporation;
- b. The date of issuance of its certificate of incorporation;

c. That the corporation does not have any members or does not have any members with voting rights;

d. That the corporation has not commenced business;

e. That no debts of the corporation remain unpaid; and

f. That a majority of the incorporators elect that the corporation be dissolved.

2. Duplicate originals of the articles of dissolution shall be delivered to the Corporate Administration Board. If the Corporate Administration Board finds that the articles of dissolution conform to law, it shall:

a. Endorse on each of the duplicate originals the word “filed” and the month, day and year of the filing thereof;

b. File one of the duplicate originals in the Corporate Administration Board’s office; and

c. Issue a certificate of dissolution to which the Corporate Administration Board shall affix the other duplicate original.

3. The certificate of dissolution, together with the duplicate original of the articles of dissolution affixed thereto by the Corporate Administration Board, shall be returned to the incorporators or their representative. Upon the issuance of such certificate of dissolution by the Corporate Administration Board, the existence of the corporation shall cease.

B. Voluntary dissolution by consent of members with voting rights. A corporation may be voluntarily dissolved by the written consent of all its members with voting rights. A corporation wholly owned and operated by the Tribe shall only be dissolved voluntarily by a resolution adopted by a two-thirds majority of the then voting members of the Tribal Council, upon recommendation and approval of such resolution by the board of directors of the dissolving corporation. Upon the execution of such written consent, a statement of intent to dissolve shall be executed in duplicate by the corporation, by its president or vice president, or in the case of corporations wholly owned by the Tribe by the chair and vice chair of the Tribal Council, and in all cases, by the corporation’s secretary or an assistant secretary, and verified by one of the officers signing such statement, which statement shall set forth:

1. The name of the corporation;

2. The names and addresses of its officers;

3. The names and addresses of its directors;

4. A statement that written consent has been signed by the members of the corporation with voting rights or signed in their names by their attorneys thereunto duly authorized; and

5. The written consent, which shall be signed by all members of the corporation with voting rights, or, in the case of a corporation wholly owned by the Tribe, signed by at least two-thirds of the then voting members of the Tribal Council.

C. Voluntary dissolution by act of corporation. A corporation may be dissolved by the act of the corporation, when authorized in the following manner:

1. A corporation wholly owned and operated by the Tribe shall be dissolved by a resolution adopted by the board of directors and separately concurred in by a two-thirds majority of the then-voting members of the Tribal Council.

2. The board of directors shall adopt a resolution recommending that the corporation be dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting of members with voting rights, which may be either an annual or a special meeting.

3. Written notice shall be given to each member of record entitled to vote at such meeting within the time and in the manner provided in this Chapter 6.32 for the giving of notice of meetings of members and, whether the meeting be an annual or special meeting, shall state that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the corporation.

4. At such meeting a vote of members entitled to vote shall be taken on a resolution to dissolve the corporation. Such resolution shall be adopted upon receiving the affirmative vote of a majority of members entitled to vote thereon.

5. Upon the adoption of such resolution, a statement of intent to dissolve shall be executed in duplicate by the corporation by (a) its president or a vice president, and (b) by its secretary or an assistant secretary, and verified by one of the officers signing such statement, which statement shall set forth:

- a. The name of the corporation;
- b. A copy of the resolution adopted by the members or the Tribe authorizing the dissolution of the corporation;
- c. The number of members who voted for and against the resolution, respectively;
- d. The names and addresses of its officers; and
- e. The names and addresses of its directors.

D. Filing of statement of intent to dissolve. Duplicate originals of the statement of intent to dissolve, whether by consent of members or by act of the corporation, shall be delivered to the Corporate Administration Board. If the Corporate Administration Board finds that such statement conforms to law, the Corporate Administration Board shall:

1. Endorse on each of such duplicate originals the word "filed" and the month, day and year of the filing thereof;
2. File one of such duplicate originals in the Corporate Administration Board's office; and
3. Return the other duplicate original to the corporation or its representative.

E. Effect of statement of intent to dissolve. Upon the filing with the Corporate Administration Board of a statement of intent to dissolve, whether by consent of members or by act of the corporation, the corporation shall cease to carry on its business, except insofar as may be necessary for the winding up thereof, but its corporate existence shall continue until a certificate of dissolution has been issued by the Corporate Administration Board or until a decree dissolving the corporation has been entered by the Tribal Court.

F. Procedure after filing of statement of intent to dissolve. After filing with the Corporate Administration Board of a statement of intent to dissolve:

1. The corporation shall immediately cause notice thereof to be mailed to each known creditor of the corporation.
2. The corporation shall proceed to collect its assets, convey and dispose of such of its properties pursuant to section 6.32.210(J), pay, satisfy and discharge its liabilities and obligations, and do all other acts required to liquidate its business and affairs.
3. The corporation may, at any time during the liquidation of its business affairs, make application to the Tribal Court to have the liquidation continued under the supervision of the Tribal Court.
4. No corporation shall be dissolved under this Chapter 6.32 until any and all fees and taxes due to or assessable by the Tribe shall have been paid.

G. Articles of Dissolution. When all debts, liabilities and obligations of the corporation have been paid or discharged, or adequate provision has been made therefor, and all of the remaining property and assets of the corporation have been distributed pursuant to Chapter 6.32.210(J), articles of dissolution shall be executed in duplicate by

the corporation by its president or a vice president, and by its secretary or an assistant secretary, which statement shall set forth:

1. The name of the corporation;
2. That all debts, obligations and liabilities of the corporation have been paid and discharged or that adequate provision has been made therefor;
3. That all the remaining property and assets of the corporation have been distributed pursuant to Chapter 6.32.210(J); and
4. That there are no suits pending against the corporation in any court, or that adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending suit.

H. Filing articles of dissolution. Duplicate originals of such articles of dissolution shall be delivered to the Corporate Administration Board. If the Corporate Administration Board finds that such articles of dissolution conform to tribal law, the Corporate Administration Board shall:

1. Endorse on each of such duplicate originals the word “filed” and the month, day and year of the filing thereof;
2. Maintain one of such duplicate originals in the Corporate Administration Board’s office;
3. Issue a certificate of dissolution to which the Corporate Administration Board shall affix the other duplicate original; and
4. Return the certificate of dissolution, together with the duplicate original of the articles of dissolution affixed thereto, to the representative of the dissolved corporation. Upon the issuance of such certificate of dissolution, the existence of the corporation shall cease, except for the purpose of suits, other proceedings and appropriate corporate action by members, directors and officers.

I. Involuntary dissolution. A corporation may be dissolved involuntarily by a decree of the Tribal Court in an action filed in the name of the Tribe by the General Counsel when it is established that:

1. The corporation procured its articles of incorporation through fraud;
2. The corporation has continued to exceed or abuse the authority conferred upon it by law after reasonable notice to the corporation;

3. The corporation has failed for ninety (90) days to appoint and maintain a registered agent on the Reservation;

4. The corporation has failed for ninety (90) days after a change of its registered office or registered agent to file in the Corporate Administration Board's office a statement of such change; or

5. The corporation has failed for sixty (60) days to pay any and all fees and taxes due pursuant to Tribal law.

J. Dissolution; distribution of assets. The assets of a corporation in the process of dissolution shall be applied and distributed as follows:

1. All liabilities and obligations of the corporation shall be paid, satisfied, and discharged, or adequate provision shall be made therefor;

2. Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;

3. Assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the dissolving corporation, pursuant to a plan of distribution adopted as provided in this Ordinance;

4. Other assets, if any, shall be distributed in accordance with the provision of the articles of incorporation or the bylaws to the extent that the articles of incorporation or bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others; and

5. Any remaining assets may be distributed to such persons, societies, organizations or domestic or foreign corporations, whether for profit or not-for-profit, as may be specified in a plan of distribution adopted as provided in this Ordinance.

K. Venue and process. Every action for the involuntary dissolution of a corporation shall be commenced by General Counsel of the Tribe in the name of the Tribe in the Tribal Court. Summons shall issue and be served as in other civil actions.

L. Involuntary dissolution; action; summons; notice; default. Every action for the involuntary dissolution of a corporation shall be commenced by the General Counsel in the Tribal Court. Summons shall issue and be served as in other civil actions. If process is returned not found, the General Counsel shall cause publication to be made as in other civil cases in a newspaper of general circulation published in the county where

the last-known registered office of the corporation is situated, containing a notice of pendency of such action, the title of the court, the title of the action, and the date on or after which default may be entered. The General Counsel may include in one notice the names of any number of corporations against which actions are then pending in the same court. The General Counsel shall cause a copy of such notice to be mailed to the corporation at its last-known registered office or mailing address within ten (10) days after the first publication thereof. Such notice shall be published at least once each week for two successive weeks, and the first publication thereof may begin at any time after the summons has been returned. Unless a corporation shall have been served with summons, no default shall be taken against it earlier than thirty (30) days after the first publication of such notice.

M. Jurisdiction of the Squaxin Island Tribe. The Tribe shall have full power to liquidate the assets and business of a corporation:

1. In an action by an officer, director or member when one or more of the following is established:

a. That the directors are deadlocked in the management of the corporate affairs and the members are unable to break the deadlock, and that irreparable injury to the corporation is being suffered or is threatened by reason thereof.

b. That the acts of the directors or those in control of the corporation are illegal, oppressive or fraudulent.

c. That the members or directors are deadlocked in voting power and have failed, for a period which includes at least two consecutive annual meeting dates, to elect successors to directors whose terms have expired or would have expired upon the election of their successors.

d. That the corporate assets are being misapplied or wasted.

2. In an action by a creditor or the Tribe when one or more of the following is established:

a. The claim of the creditor has been reduced to judgment and an execution thereon returned unsatisfied and it is established that the corporation is insolvent.

b. The corporation has admitted in writing that the claim of the creditor is due and owing and it is established that the corporation is insolvent.

c. An application has been made by a corporation which has filed a statement of intent to dissolve, as provided in this Ordinance, to have its liquidation continued under the supervision of the Tribal Court.

d. An action has been filed by the General Counsel for the Tribe to dissolve a corporation and it is established that liquidation of its business and affairs should precede the entry of a decree of dissolution.

N. Members not necessary parties. It shall not be necessary to make members parties to any such action or proceeding unless relief is sought against them personally.

6.32.220 Liquidation of corporate assets

A. Procedure in liquidation of corporation by the Tribe. The following procedures shall be followed in the event of liquidation of a corporation by the Tribe:

1. In proceedings to liquidate the assets and business of a corporation, the Tribal Court shall have the power to issue injunctions, to appoint a receiver or receivers *pendente lite*, with such powers and duties as the Tribal Court from time to time may direct, and to take such other proceedings as may be requisite to preserve the corporate assets wherever situated and carry on the business of the corporation until a full hearing can be had.

2. In the event that a creditor or creditors petition the Tribal Court to appoint a liquidating receiver, such creditor or creditors shall pay such liquidating receiver's fees, which shall be set by the Tribal Court.

3. After a hearing had upon such notice as the Tribe may direct to be given to all parties to the proceedings, and to any other parties in interest designated by the Tribal Court, the Tribal Court may appoint a liquidating receiver or receivers with authority to collect the assets of the corporation. Such liquidating receiver or receivers shall have authority, subject to the order of the Tribal Court, to sell, convey and dispose of all or any part of the assets of the corporation wherever situated, either at public or private sale. The assets of the corporation or the proceeds resulting from a sale, conveyance or other disposition thereof shall be applied to the expenses of such liquidation and to the payment of the liabilities and obligations of the corporation, and any remaining assets or proceeds shall be distributed according to Section 6.32.210(J) of this Ordinance. The order appointing such liquidating receiver or receivers shall state their powers and duties. Such powers and duties may be increased or diminished at any time during the proceedings.

4. The Tribal Court shall have power to allow, from time to time, as the expenses of the liquidation compensation to the receiver or receivers and to attorneys in the proceeding, and to direct the payment thereof out of the assets of the corporation or the proceeds of any sale or disposition of such assets.

5. A receiver of a corporation appointed under the provisions of this section shall have authority to sue and defend in all courts in his own name as receiver of

such corporation. The Tribal Court appointing such receiver shall have exclusive jurisdiction of the corporation and its property, wherever situated.

6. A receiver of a corporation appointed under the provisions of this section shall, absent gross negligence or willful misconduct, be held harmless for his or her official acts.

B. Involuntary dissolution; receivers; qualifications; bond. A receiver shall in all cases be a natural person or a corporation authorized to act as a receiver, which corporation may be a domestic corporation or a foreign corporation authorized to transact business on the Reservation, and every receiver shall give such bond as the Tribal Court may direct with such sureties as the Tribal Court may require.

C. Filing of claims in liquidation proceedings. In proceedings to liquidate assets and business of a corporation, the Tribe may require all creditors of the corporation to file with the clerk of the Tribal Court or with the receiver, in such form as the Tribal Court may prescribe, proofs under oath of their respective claims. If the Tribal Court requires the filing of claims it shall fix a date, which shall not be less than four months from the date of the order, as the last day for the filing of claims, and shall prescribe the notice that shall be given to creditors and claimants of the date so fixed. Prior to the date so fixed, the Tribal Court may extend the time for the filing of claims. Creditors and claimants failing to file proofs of claim on or before the date so fixed may be barred, by order of the Tribal Court, from participating in the distribution of the assets of the corporation.

D. Discontinuance of liquidation proceedings. The liquidation of the assets and business of a corporation may be discontinued at any time during the liquidation proceedings when it is established that cause for liquidation no longer exists. In such event, the Tribal Court shall make such orders as it deems appropriate with respect to expenses and costs, in accordance with all tribal law, and shall dismiss the proceedings and direct the receiver to redeliver to the corporation all its remaining property and assets.

E. Decree of involuntary dissolution. In proceedings to liquidate the assets and business of a corporation, when the costs and expenses of such proceedings and all debts, obligations and liabilities of the corporation shall have been paid and discharged and all of its remaining property and assets distributed to its shareholders, or in a case when its property and assets are not sufficient to satisfy and discharge such costs, expenses, debts and obligations and all the property and assets have been applied so far as they will go to their payment, the Tribal Court shall enter a decree dissolving the corporation, whereupon the existence of the corporation shall cease.

F. Filing of decree of dissolution. When the Tribal Court has entered a decree dissolving a corporation, it shall be the duty of the clerk of the Tribal Court to cause a certified copy of the decree to be filed with the Corporate Administration Board. No fee shall be charged by the Corporate Administration Board for the filing thereof.

G. Deposit with the Tribe of amounts due certain persons. Upon the voluntary or involuntary dissolution of a corporation, the portion of the assets distributable to a creditor or member who is unknown or cannot be found, or who is under disability and there is no person legally competent to receive such distributive portion, shall be reduced to cash and deposited with the Corporate Administration Board and shall, upon *ex parte* petition or such other proceeding as the Tribal Court deems proper, be paid over to such creditor or shareholder or to his legal representative upon proof reasonably satisfactory to the Corporate Administration Board of his or her right thereto.

H. Survival or remedy after dissolution. The dissolution of a corporation:

1. By the issuance of a certificate of dissolution by the Corporate Administration Board,

2. By a decree of the Tribe when the Tribal Court has not liquidated the assets and business of the corporation as provided in this Ordinance, or

3. By expiration of its period of duration,

shall not take away or impair any remedy available to or against such corporation, its directors, officers or members, for any right or claim existing or any liability incurred, prior to such dissolution if action or other proceeding thereon is commenced within two years after the date of such dissolution. Any such action or proceeding by or against the corporation may be prosecuted by or defended by the corporation in its corporate name. The members, directors and officers shall have power to take such corporate or other action as shall be appropriate to protect such remedy, right or claim. If such corporation was dissolved by the expiration of its period of duration, such corporation may amend its articles of incorporation at any time during such period of two years so as to extend its period of duration and such amendment shall be deemed to relate back to such date of dissolution.

6.32.230 Certificate of authority to transact business

A. Foreign/domestic corporations must have a certificate of authority. No foreign or domestic corporation shall transact business on the Reservation unless it holds a certificate of authority, and no foreign company or corporation may purchase land in the territory under the jurisdiction of the Tribe. This section shall not apply to enterprises wholly owned by the Tribe and doing business on the Reservation or in territories under the jurisdiction of the Tribe on or before the effective date of this Ordinance.

B. Application for certificate of authority. In order to procure a certificate of authority to transact business, a corporation shall make application to the Corporate Administration Board, which application shall set forth:

1. The name of the corporation and, in the event that the applicant is a foreign corporation, the Indian tribe, state or country under the laws of which it is organized.
2. The date of its incorporation and the period of its duration.
3. The address of its principal office.
4. That it irrevocably consents to the service of process upon it in accordance with Squaxin Island tribal law;
5. The name and respective addresses of its directors and officers.
6. A statement that the officers executing the application have been duly authorized by the board of directors of the corporation.

Such application shall be made on forms prescribed and furnished by the Corporate Administration Board and shall be executed, acknowledged and verified by its president or vice president, and by its secretary or an assistant secretary, and delivered to the Corporate Administration Board with authenticated copies of its articles of incorporation.

C. Issuance of certificate of authority. If the application be according to law, the Corporate Administration Board, when all fees and charges have been paid as required by law, shall file in its office the application and a copy of the articles of incorporation and shall issue and record a certificate of authority to transact business on land under the jurisdiction of the Tribe upon the affirmative action of the Corporate Administration Board.

D. Contents of certificate of authority. The certificate of authority shall contain the name of the corporation, the Indian tribe or the state or country of organization, the period of duration of its corporate existence, the address of its registered office and a statement that it is authorized to transact business on land under the jurisdiction of the Tribe.

E. Effect of certificate of authority. After issuance of a certificate of authority and until cancellation or revocation thereof or issuance of a certificate of withdrawal, the corporation shall possess within said territories the same rights and privileges that any corporation would possess if organized for the purpose set forth in the articles of incorporation of such corporation pursuant to which its certificate of authority is issued, and shall be subject to the laws of the Tribe.

F. Registered office on trust land. Each foreign corporation authorized to transact business on said territories shall have and continuously maintain a registered office on trust land within the territories under the jurisdiction of the Tribe.

G. Application for withdrawal; filing.

1. If a foreign or domestic corporation holding a certificate of authority desires to withdraw, it shall file with the Corporate Administration Board an application for withdrawal.

2. The application for withdrawal shall set forth:

a. The name of the corporation and the Indian tribe, state and/or country under the laws of which it is organized.

b. That it has no property located on territories under the jurisdiction of the Tribe and has ceased to transact business therein.

c. That its board of directors has duly determined to surrender its authority to transact business on said territories.

d. That it revokes the authority of its registered agent in the Tribe to accept service of process.

e. The address to which the Corporate Administration Board shall mail a copy of the any process against the corporation that may be served upon it.

f. That it will pay to the Corporate Administration Board the amount of any additional license, fee or tax properly found by the Corporate Administration Board to be then due from such corporation.

g. Such additional information as may be required or demanded by the Corporate Administration Board to enable it to determine the additional fee, if any, payable by such corporation.

3. The application for withdrawal shall be executed, acknowledged and verified on behalf of the corporation by its president or a vice president, and by its secretary or an assistant secretary, or, if the corporation is in the hands of a receiver or trustee, by such receiver or trustee.

4. Such application for withdrawal shall be delivered to the Corporate Administration Board. If, upon receipt thereof, it conforms to the provisions of this Ordinance, it shall be, when all license fees, filing fees and other charges have been paid as required by law, filed in the office of the Corporate Administration Board, and the Corporate Administration Board shall issue and record a certificate of withdrawal, and shall thereupon transmit such certificate to the secretary of state of the state in which the registered office of the corporation is situated. Upon issuance of such certificate by the Corporate Administration Board, the authority of the corporation to transact business on lands under the jurisdiction of the Tribe shall cease.

H. License revocation.

1. The certificate of authority of a foreign or domestic corporation to transact business on territories under the jurisdiction of the Tribe shall be revoked by the Corporate Administration Board if the corporation fails to:

- a. Pay any fee due under the provisions of this Ordinance or any other provision of Tribal law.
- b. Designate a registered agent when a vacancy occurs in that office, or when the appointed registered agent becomes disqualified or incapacitated.
- c. File an annual report.

2. When the Corporate Administration Board shall find that any such default has occurred, it shall give notice by certified mail to such corporation, at its registered office, that such default exists and that its certificate of authority will be revoked unless such default be cured within thirty (30) days after the mailing of such notice.

3. The Corporate Administration Board shall revoke the certificate of authority of such corporation to do business on territories within the jurisdiction of the Tribe if such default shall not be cured within such period of thirty (30) days, provided that for good cause shown the Corporate Administration Board may enlarge the period from time to time, but the aggregate of such enlargement shall not exceed ninety (90) days.

4. Upon revoking such certificate of authority, the Corporate Administration Board shall:

- a. Issue a certificate of revocation, in duplicate.
- b. Mail to such corporation, at its principal office in the state or country under the laws of which it is organized, a notice of such revocation, accompanied by one such certificate, and mail to such corporation, at its registered office on the Reservation, a notice of such revocation.

5. Upon the issuance of a certificate of revocation, the authority of the corporation to transact business on territories under the jurisdiction of the Tribe shall cease.

I. Cancellation of certificate of authority.

1. When the public interest may require, the Tribal Council may direct that an action be brought against a foreign corporation to cancel its certificate of authority to transact business on territories under the jurisdiction of the Tribe upon any of the following grounds:

- a. The certificate of authority was procured through fraud.
- b. The certificate of authority should not have been issued to the corporation under this Ordinance.
- c. The certificate of authority was procured without a substantial compliance with the conditions prescribed by this Ordinance or precedent or essential to its issuance.
- d. The corporation has offended against any provisions of the Tribal law regulating corporations, or has abused or usurped corporation privileges or power.
- e. The corporation is knowingly and persistently violating any provision of Tribal law.
- f. The corporation has done or omitted any action which amounts to a surrender of its certificate of authority.

2. If the ground for the action is an act which the corporation has done or omitted to do, and it appears probable that correction can be made, then such action shall not be instituted unless the Tribal Council shall give notice to such corporation by certified mail at its registered office on territories under the jurisdiction of the Tribe that such default or violation exists and that an action to cancel its certificate of authority will begin unless such default shall be cured or such violation discontinued within thirty (30) days, provided that for good cause shown the Tribal Council may enlarge this period from time to time, but the aggregate of such enlargement shall not exceed ninety (90) days.

3. The Tribal Council shall cause two certified copies of the judgment canceling a certificate of authority to be delivered to the Corporate Administration Board. The Corporate Administration Board shall file one copy in its office and shall mail the other copy to the corporation, at its principal office in the state or county under the laws of which it is organized, and mail to the corporation at its registered office on the Reservation a notice of such cancellation.

4. Any foreign corporation whose certificate of authority to do business on territories under the jurisdiction of the Tribe has been revoked or cancelled may file with the Corporate Administration Board an application for reinstatement. Such application shall be on forms prescribed by the Corporate Administration Board, shall contain all the matters required to be set forth in an original application for a certificate of authority, and such other pertinent information as may be required by the Corporate Administration Board.

5. If the certificate of authority was revoked by the Corporate Administration Board pursuant to Section 6.32.230(H), the corporation shall pay to the

Corporate Administration Board one-hundred dollars (\$100.00) before it may be reinstated. If the certificate of authority was cancelled by a judgment pursuant to this Section 6.32.230(I), the corporation shall pay the Corporate Administration Board two-hundred dollars (\$200.00) before it may be reinstated.

6. Upon filing of such application and upon payment of all penalties, fees and charges required by law, not including, however, an initial license fee or additional license fees to the extent that the same have theretofore been paid by such corporation, the Corporate Administration Board shall issue and record a certificate of reinstatement and shall transmit such certificate to the corporation at its registered office on the Reservation.

J. Certificate issued by the Corporate Administration Board.

1. Any certificate issued by the Corporate Administration Board pursuant to this provisions of this Ordinance, and true copies of such certificate, shall be prima facie evidence of the matter stated therein.

2. A certificate issued by the Corporate Administration Board to the effect that a foreign corporation is not authorized to transact business in territories under the jurisdiction of the Tribe shall be prima facie evidence of the facts therein stated.

6.32.240 Fees

A. Incorporation fees; license fees; duration.

1. Upon submission of articles of incorporation, a corporation shall pay to the Corporate Administration Board the sum of twenty-five dollars (\$25.00) which shall be refundable only upon rejection of the articles of incorporation by the Corporate Administration Board.

2. At the time of making application for a certificate of authority, the foreign or domestic corporation making such application shall pay to the Corporate Administration Board the sum of fifty dollars (\$50.00) as an initial license fee. Prior to the issuance of a certificate of authority, each foreign or domestic corporation shall pay to the Corporate Administration Board the sum of two-hundred dollars (\$200.00) as a license fee. Each certificate of authority shall be valid for one year from the date of issuance.

3. Upon submitting an instrument extending or renewing corporate existence, a corporation shall pay to the Corporate Administration Board the sum of fifty dollars (\$50.00).

4. All fees shall be nonrefundable unless otherwise provided herein.

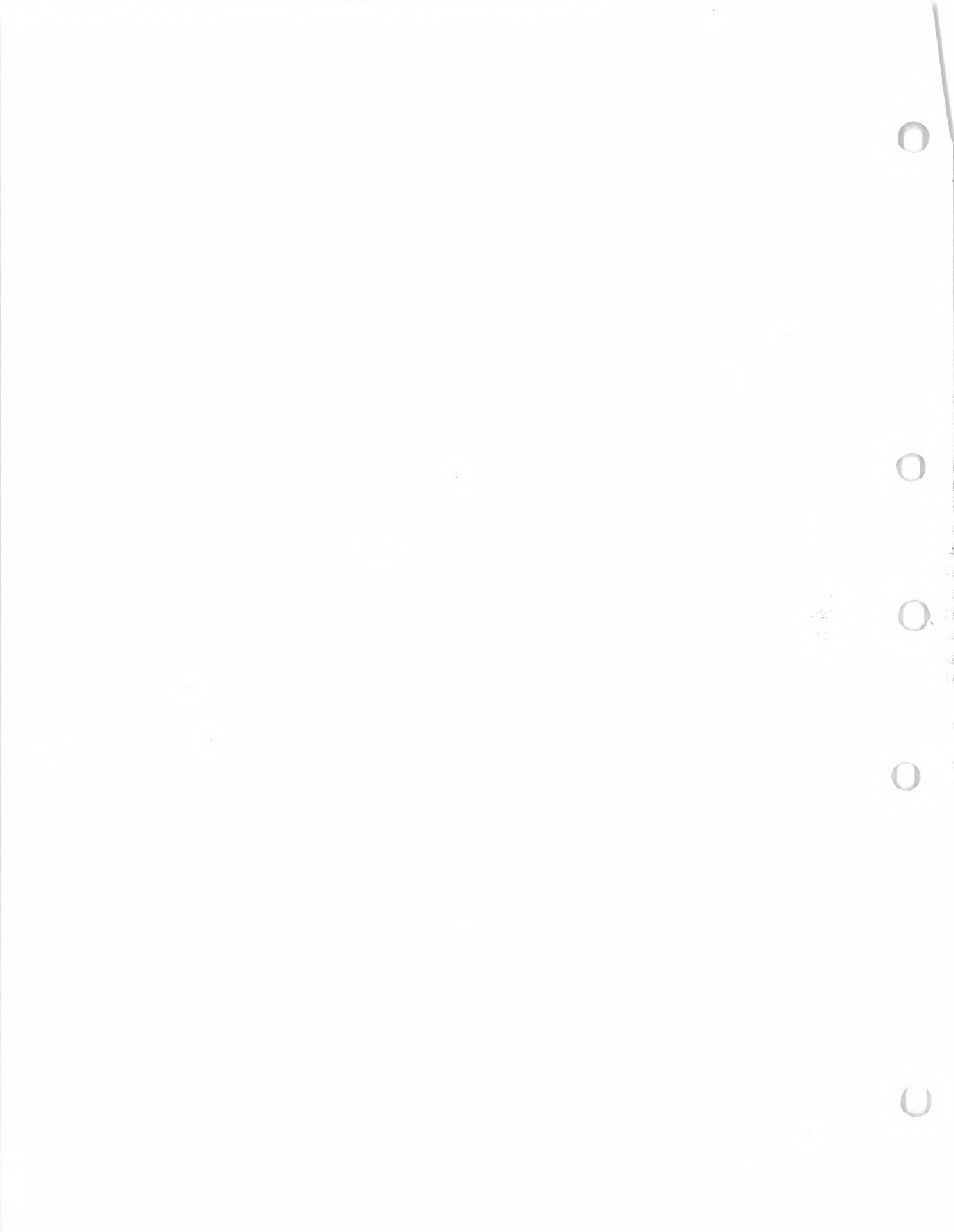


B. Service of process fees. When any foreign or domestic corporation incorporated under or authorized to transact business in said territories fails to appoint or maintain a registered agent upon whom service of process may be had, or whenever any registered agent cannot be found at its registered office, as shown by the return of the service of process, or whenever any corporation withdraws from the Reservation or whenever the certificate of authority of any foreign or domestic corporation is revoked or cancelled, service may be made by delivering to and leaving with the Commissioner of Business Affairs or his or her designee three copies thereof and a fee of twenty-five dollars (\$25.00), provided that, after a foreign or domestic corporation withdraws from the Reservation, pursuant to Section 6.32.230, service upon the corporation may be pursuant to the provision of this section only when based upon the liability or obligation of the corporation incurred within the Reservation by the corporation prior to the issuance of a certificate of withdrawal.

C. Service of process fees for foreign corporations. If a foreign corporation makes a contract with a resident of the Reservation to be performed in whole or in part by either party on said Reservation or if a foreign or domestic corporation commits a tort in whole or in part in said Reservation against a resident of the Reservation, such acts shall be deemed to be doing business on territories under the jurisdiction of the Tribe by the foreign corporation and shall be deemed equivalent to the appointment by the foreign or domestic corporation of the Commission of Business Affairs and his successors to be its true and lawful attorney upon whom it maybe served all lawful process in any action or proceedings against the foreign or domestic corporation arising from or growing out of contract or tort. Process shall be served in duplicate upon the Commissioner of Business Affairs, together with a fee of twenty-five dollars (\$25.00), and the Commissioner of Business Affairs shall mail one copy thereof to the corporation at its last known address and the corporation shall have ten (10) days within which to answer from the date of mailing, notwithstanding any other provision of law. The making of the contract or the committing of the tort shall be deemed to be the agreement of the foreign or domestic corporation that any process against it which is so served upon the Commissioner of Business Affairs of the Tribe shall be of the same legal force and effect as if served personally on it within territories under the jurisdiction of the Tribe.

D. Forfeitures. A corporation or business shall forfeit to the Tribe fifty dollars (\$50.00) for each day it neglects to keep any or all of the books or records as required by the Corporate Administration Board.

E. Partial waiver of fees. Any member of the Tribe who seeks to engage in any commercial activity on lands under the jurisdiction of the Tribe, pursuant to this Ordinance, shall be eligible for a waiver of imposed fees of 50% upon a showing of proof of enrollment.



6.32.250 Foreign corporations

A. Certificate of authority. No foreign corporation shall transact business in territories under the jurisdiction of the Tribe unless it obtains a Certificate of Authority pursuant to this Ordinance.

B. Foreign corporation; articles of incorporation; amendment. Whenever the articles of incorporation of a foreign corporation authorized to conduct affairs on the Reservation are amended, such foreign corporation shall, within thirty (30) days after such amendment becomes effective, file in the office of the tribe, state or country under the laws of which it is incorporated, but the filing thereof shall not of itself enlarge or alter the purpose or purposes which such corporation is authorized to pursue in conducting its affairs on the Reservation, nor authorize such corporation to conduct affairs on the Reservation under any other name than the name set forth in its certificate of authority.

C. Foreign corporation; merger. Whenever a foreign corporation authorized to conduct affairs on the Reservation shall be a party to a statutory merger permitted by the laws of the tribe, state or country under the laws of which it is incorporated, and such corporation shall be the surviving corporation, it shall, within thirty (30) days after such merger becomes effective, file with the Corporate Administration Board a copy of the articles of merger duly authenticated by the proper officer of the tribe, state or country under the laws of which such statutory merger was effected, and it shall not be necessary for such corporation to procure either a new or amended certificate of authority to conduct affairs on the Reservation unless the name of such corporation be changed thereby or unless the corporation desires to pursue on the Reservation other or additional purposes than those which it is then authorized to pursue on the Reservation.

D. Foreign corporation; amended certificate of authority; form.

1. A foreign corporation authorized to conduct affairs on the Reservation shall procure an amended certificate of authority in the event it changes its corporate name, or desires to pursue on the Reservation other or additional purposes than those set forth in its prior application for a certificate of authority, by making application therefore to the Corporate Administration Board.

2. The requirements in respect to the form and contents of such application, the manner of its execution, the filing of duplicate originals thereof with the Corporate Administration Board, the issuance of an amended certificate of authority and the effect thereof shall be the same as in the case of an original application for a certificate of authority.

E. Foreign corporation; conducting affairs without certificate of authority.

1. No foreign corporation which is conducting affairs on the Reservation without a certificate of authority shall be permitted to maintain any action,

suit or proceeding in the Tribal Court until such corporation shall have obtained a certificate of authority, nor shall any action, suit or proceeding be maintained in the Tribal Court by any successor or assignee of such corporation on any right, claim or demand arising out of the conduct of affairs by such corporation or by a corporation which has acquired all or substantially all of its assets.

2. The failure of a foreign corporation to obtain a certificate of authority to conduct affairs on the Reservation shall not impair the validity of any contract or act of such corporation and shall not prevent such corporation from defending any action, suit or proceeding in the Tribal Court.

6.32.260 Reports

A. Biennial report; contents.

1. Each domestic not-for-profit corporation, and each foreign not-for-profit corporation authorized to conduct affairs on the Reservation, shall file, within the time prescribed by this section 6.32.220, a biennial report setting forth:

- a. The exact name of the corporation;
- b. The location of the registered office of the corporation on the Reservation;
- c. A brief statement of the character of the affairs which the corporation is actually conducting or, in the case of a foreign corporation, which the corporation is actually conducting on the Reservation; and
- d. The names and respective street addresses of the directors and officers of the corporation.

2. Such biennial report shall be made on forms prescribed and furnished by the Corporate Administration Board, and the information therein shall be given as of the first day of January of each year. It shall be signed by either the president, a vice president, a secretary or a treasurer of the corporation, or, if the corporation is in the hands of a receiver or trustee, it shall be executed on behalf of the corporation by such receiver or trustee.

B. Biennial report; filing; fees.

1. The biennial report, commencing in 2001 and in each odd-numbered year thereafter, of a domestic or foreign not-for-profit corporation shall be delivered to the Corporate Administration Board on or before June 1, except that the first biennial report of a domestic or foreign not-for-profit corporation shall be filed on or before June 1 of the odd-numbered year next succeeding the calendar year in which it was incorporated or its certificate of authority was issued by the Corporate

Administration Board. Proof to the satisfaction of the Corporate Administration Board that on or before June 1 such report and fee were deposited into the United States mail in a sealed envelope, properly addressed, with postage prepaid, shall be deemed a compliance with this requirement. If the Corporate Administration Board finds that such report and biennial fee conform to the requirements of this Ordinance, it shall file the same. If the Corporate Administration Board finds that they do not so conform, it shall promptly return the same to the corporation for any necessary corrections.

2. Concurrent with the filing of the biennial report as provided in this Ordinance, the domestic or foreign not-for-profit corporation shall pay to the Corporate Administration Board a fee of twenty dollars (\$20.00). If a corporation required to file a report and pay the fee prescribed fails or neglects to make such report as required or to pay such fee before the same on or before the due date, such corporation shall be subject to a penalty of two dollars (\$2.00) for each year for which the biennial fee was required to be paid by the corporation.

C. Failure to approve filings; revocation of certificate of authority; appeal.

1. If the Corporate Administration Board fails to approve any articles of incorporation, amendment, merger, consolidation or dissolution or any other documents required by this Chapter 6.32 to be approved by the Corporate Administration Board before the same shall be filed in its office, it shall, within twenty (20) days after the delivery thereof to it, give written notice of its disapproval to the person or corporation, domestic or foreign, delivering the same, specifying the reasons therefor. From such disapproval, such person or corporation may appeal to the Tribal Court.

2. If the Corporate Administration Board revokes the certificate of authority to conduct affairs on the Reservation of any foreign corporation pursuant to this Ordinance, such foreign corporation may likewise appeal, and the appeal shall be to the Tribal Court.

D. Failure to pay fee or file biennial reports.

1. The Corporate Administration Board shall cause to be mailed by first-class mail to the last-named registered agent at the last-known street address of each domestic and foreign not-for-profit corporation subject to this Ordinance, a notice stating that the biennial fees of twenty dollars (\$20.00) are to be paid on or before June 1 of the same year and that a properly executed and signed report is to be filed on or before June 1 of the same year; that if biennial fees are not paid and/or the biennial report is not filed on or before June 1 of the same year, that on June 2 of the same year, delinquent corporations shall be automatically dissolved for nonpayment of biennial fees and/or failure to file the report; and that the Corporate Administration Board shall dissolve the corporation and make such entry and showing upon the records in its office.

2. Upon the dissolution for nonpayment of the biennial fee and/or for failure to file a properly executed and signed report, the Corporate Administration Board shall send a list to each Secretary of State wherein a foreign corporation is incorporated.

6.32.270 Miscellaneous

A. Notices; publication; contents

1. Notice of incorporation, amendment, merger, consolidation or voluntary dissolution of all corporations subject to this Ordinance shall be published once each week for three consecutive weeks in some legal newspaper of general circulation near the registered office of the corporation. Notice of incorporation shall show:

- a. The name of the corporation;
- b. The address of the registered office;
- c. The purpose or purposes for which the corporation is organized;
- d. The time of the commencement and termination of the corporation and, if the corporation is to have perpetual existence, such fact must be stated; and
- e. By what officers the affairs of the corporation are to be conducted.

2. A brief synopsis of any amendment, merger, or consolidation of the said corporation shall be published in the same manner and for the same period of time as notice of incorporation is required to be published.

3. Whenever any corporation subject to this Ordinance is voluntarily dissolved, notice of the dissolution thereof and the terms and conditions of such dissolution and the names and addresses of the persons who are to manage the corporate affairs and distribute its assets and their official title, with a statement of assets and liabilities of the corporation, shall be published once each week for three consecutive weeks in some legal newspaper of general circulation within the county in which the registered office of the corporation is located.

4. Proof of publication of any of the foregoing required notices shall be filed in the office of the Corporate Administration Board and in the office of the Secretary of State of the state where the registered office of the corporation is located.

5. In the event any notice required to be given pursuant to this section is not given, but is substantially published for the required time, and proof of publication thereof is filed in the office of the Corporate Administration Board and in the office of



the Secretary of State of the state where the registered office of the corporation is located, the acts of such corporation prior to, as well as after, such publication shall be valid.

B. Certificate issued by Corporate Administration Board; certified copies; received in evidence. All certificates issued by the Corporate Administration Board in accordance with the provisions of this Ordinance, and all copies of documents filed in its office in accordance with the provisions of this Ordinance when certified by it, shall be taken and received in all courts, public offices and official bodies as prima facie evidence of the facts therein stated. A certificate by the Corporate Administration Board, as to the existence or nonexistence of the facts relating to corporations which would not appear from a certified copy of any of the foregoing documents or certificates, shall be taken and received in the Tribal Courts, public offices and official bodies as prima facie evidence of the existence or nonexistence of the facts therein stated.

C. Reports; Corporate Administration Board; forms; prescribe; furnish. All reports required by the provisions of this Ordinance to be filed in the office of the Corporate Administration Board shall be made on forms which shall be prescribed and furnished by the Corporate Administration Board. Forms for all other documents to be filed in the office of the Corporate Administration Board shall be furnished by the Corporate Administration Board on request therefor, but the use thereof, unless otherwise specifically prescribed in this Ordinance, shall not be mandatory.

D. Articles of incorporation; greater voting rights; control. Whenever, with respect to any action to be taken by the members or directors of a corporation, the articles of incorporation require the vote or concurrence of a greater proportion of the members or directors, as the case may be, than required by the provisions of this Ordinance with respect to such action, the provisions of the articles of incorporation shall control.

E. Waiver of notice. Whenever any notice is required to be given to any member or director of a corporation under the provisions of this Ordinance or under the provisions of the articles of incorporation or bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

F. Action by members or directors without a meeting. Any action required by the provisions of this Ordinance to be taken at a meeting of the members or directors of a corporation, or any action which may be taken at a meeting of the members or directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof, or all of the directors, as the case may be. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any article or document filed with the Corporate Administration Board under this Ordinance.

6.32.280 Severability

If any clause, sentence, paragraph, section or part of this Ordinance shall be found by the Tribe or a court of competent jurisdiction to be invalid or unconstitutional, such judgment or decree shall not affect, impair, invalidate or nullify the remainder of this Ordinance, but the effect thereof shall be confined to the clause, sentence, paragraph, section or part of this Ordinance as adjudged or decreed to be invalid or unconstitutional.

6.32.290 Effective date

This Ordinance shall be in full force and effect according to its terms from and after March 9, 2000.