



# SQUAXIN ISLAND TRIBE

**RESOLUTION NO. 04-05**  
**Of the**  
**SQUAXIN ISLAND TRIBAL COUNCIL**

**WHEREAS**, the Squaxin Island Tribal Council is the Governing Body of the Squaxin Island Tribe, its members, its lands, its enterprises, and its agencies by authority of the Constitution and Bylaws 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, Bylaws 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 finds that regulation of business activities on all lands within the jurisdiction of the Squaxin Island Tribe is essential to the health and welfare of the Squaxin Island Tribe and its members; and

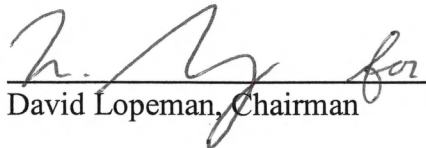
**WHEREAS**, the Squaxin Island Tribal Council further finds that the Squaxin Island Tribe's business ordinances do not clearly reflect the Tribal Council's intent that the ordinances apply to all lands within the jurisdiction of the Squaxin Island Tribe;

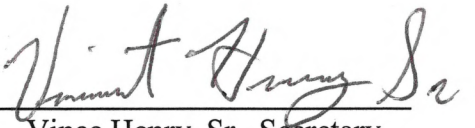
**NOW THEREFORE BE IT RESOLVED**, that the Squaxin Island Tribal Council hereby adopts revisions to the Squaxin Island Tribe's business ordinances as attached (Chapter 6.24, Corporate Administration Board; Chapter 6.28, Business Corporation Ordinance; Chapter 6.32, Not-For-Profit Corporation Ordinance; and Chapter 6.36, Business Permit Ordinance.

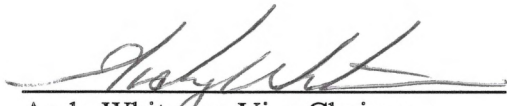
**NOW THEREFORE BE IT FINALLY RESOLVED**, that the attached changes shall be effective immediately upon adoption of this Resolution.

**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 22nd day of January, 2004 at which time a quorum was present and was passed by a vote of 4 for and 0 against with 0 abstentions.

  
\_\_\_\_\_  
David Lopeman, Chairman

Attested by:   
\_\_\_\_\_  
Vince Henry, Sr., Secretary

  
\_\_\_\_\_  
Andy Whitener, Vice Chairman



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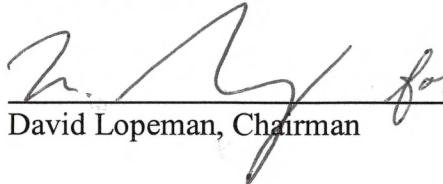
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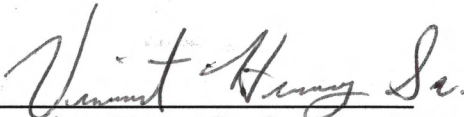
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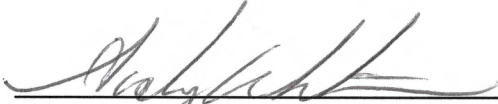
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The Squaxin Island Tribal Council does hereby certify that the foregoing Resolution was adopted at the regular meeting of the Squaxin Island Tribal Council, held on this 22nd day of January, 2004 at which time a quorum was present and was passed by a vote of 7 for and 0 against with 0 abstentions.

  
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David Lopeman, Chairman

Attested by:   
\_\_\_\_\_  
Vince Henry, Sr., Secretary

  
\_\_\_\_\_  
Andy Whitener, Vice Chairman

**Chapter 6.24  
CORPORATE ADMINISTRATION BOARD**

**Sections:**

- 6.24.010 Title.**
- 6.24.020 Purpose.**
- 6.24.030 Corporate Administration Board established.**
- 6.24.040 Definitions.**
- 6.24.050 Rights, privileges and immunities.**
- 6.24.060 Good faith.**
- 6.24.070 Restrictions on corporate activity.**
- 6.24.080 Membership.**
- 6.24.090 Appointments for Corporate Administration Board membership.**
- 6.24.100 Removal.**
- 6.24.110 Corporate Administration Board powers.**
- 6.24.120 Miscellaneous provisions.**

**6.24.010 Title.**

This chapter shall be known as the Squaxin Island Corporate Administration Board ordinance. (Res. 99-80 (part))

**6.24.020 Purpose.**

To create a Commission to be known as the Squaxin Island Corporate Administration Board whose function is to incorporate new businesses in Indian country, and to regulate commerce in Indian country. (Res. 99-80 (part))

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**6.24.030 Corporate Administration Board established.**

The Tribal Council of the Squaxin Island Tribe has the inherent sovereign and constitutional power to control and manage the economic affairs of the Tribe and to establish and operate such commercial corporate administrations as it may deem proper and to regulate those who transact business for the purpose of conducting commerce under regulations promulgated herein on territories under the jurisdiction of the Squaxin Island Tribe. It is hereby declared that the conduct of commerce 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, a commission to be known as the Corporate Administration Board is chartered as an authorized independent commission with those powers expressly delegated by the Tribal Council. (Res. 99-80 (part))

**6.24.040 Definitions.**

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

"Commissioner of Business Affairs" and "Commissioner" shall have the meaning set forth in Section 6.24.080.

"Corporate Administration Board" shall mean the Squaxin Island Corporate Administration Board.

"Corporation" shall mean a Tribal or non-Tribally owned public or private corporation.

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

"Domestic corporation" shall mean every corporation organized under the laws of the Tribe.

"Foreign corporation" shall mean any corporation organized under the laws of another Tribe, a state of the United States, or another country and also organized or licensed under the laws of the Squaxin Island Tribe.

"General counsel" shall mean the general counsel to the Squaxin Island Tribe.

"Indian country," consistent with the meaning given in 18 U.S.C. 1151 means:

A. All land within the limits of the Squaxin Island Indian Reservation under the jurisdiction of the United States government, notwithstanding the issuance of any patent, and, including rights of way running through the reservation; and

B. All Indian allotments or other lands held in trust for a Squaxin Island Tribal member or the Tribe, the Indian titles to which have not been extinguished, including rights of way running through the same.

"Ordinance" shall mean the Squaxin Island Corporate Administration Board ordinance.

"Private corporation" shall include every company or association, except public corporations.

"Process" shall mean any statutory notice or demand required or permitted to be served on a natural person or a corporation and includes a summons in a civil action and any process which may be issued in any action or proceeding in any court.

"Public corporation" shall mean a corporation wholly owned by the Squaxin Island Tribe, formed solely for public and governmental purposes for enterprise ventures of the Squaxin Island Tribe.

"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.

"Tribe" shall mean the Squaxin Island Tribe. (Res. 99-80)

#### **6.24.050 Rights, privileges and immunities.**

The Corporate Administration Board shall have 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 were to engage in the activities undertaken by the Corporate Administration Board. (Res. 99-80 (part))

#### **6.24.060 Good faith.**

Notwithstanding any provisions contained in this chapter, all actions taken by the Corporate Administration Board as a whole and by each individual Commissioner in his or her capacity as a Corporate Administration Board member shall be made in good faith. Failure to act in good faith shall be just cause for removal pursuant to Section 6.24.100. (Res. 99-80 (part))

#### **6.24.070 Restrictions on corporate activity.**

No Commissioner may sit on the board of directors of any Tribally chartered public corporation. (Res. 99-80 (part))

**6.24.080 Membership.**

The Corporate Administration Board shall be a three-member commission, with each member having the title of Commissioner. The Commissioner of Business Affairs, who shall be a Commissioner so named by the Tribal Council, shall chair the Corporate Administration Board, ensuring its lawful activity. Each Commissioner shall be a Squaxin Island tribal member, and only one of the three Commissioners may be a Tribal Council member. The Corporate Administration Board shall keep accurate records. Such records shall be prima facie evidence of the facts therein stated. (Res. 99-80 (part))

**6.24.090 Appointments for Corporate Administration Board membership.**

The Tribal Council shall initially appoint one individual for a three-year term, one individual for a two year term, and one individual for a one-year term. The Commissioners shall serve until September 1, 2002, September 1, 2001, and September 1, 2000 respectively. Prior to the expiration of each term, the Tribal Council shall appoint individuals to serve in the expiring position. Thereafter, each Commissioner shall serve a three-year term. (Res. 99-80 (part))

**6.24.100 Removal.**

Any Commissioner may be removed from office for just cause pursuant to a proceeding commenced in the Tribal Court by a majority vote of the Tribal Council if the Tribal Council determines that the Commissioner is engaged in fraudulent or dishonest conduct or gross abuse of authority or discretion with respect to the Corporate Administration Board and further finds that removal is in the best interest of the Corporate Administration Board or the Tribe. (Res. 99-80 (part))

**6.24.110 Corporate Administration Board powers.**

The Corporate Administration Board shall have the following powers:

A. Issue Licenses. The Corporate Administration Board shall have the power to issue licenses and/or permits and establish fee schedules, to be approved by the Tribal Council, for said license or permits for the operation of business entities in territories under the jurisdiction of the Tribe, and perform those actions required of it pursuant to the provisions of this Chapter 6.24, and Chapters 6.28, 6.32 and 6.36 of the Squaxin Island Tribal Code.

B. Employ Staff. Employ, as necessary, qualified individuals who shall be employees of the Corporate Administration Board.

C. Change of Name--External Services. The Corporate Administration Board shall have the power to require the change of the name of any domestic business to ensure that said business does not operate under the name of the Squaxin Island Tribe or any other name likely to associate the business with the Tribe or any Tribal members, and to authorize any business to apply to any external jurisdiction for the provision of services of any type, including worker's compensation and unemployment compensation.

D. Uniform System of Records and Accounting. The Corporate Administration Board shall maintain its financial records under the financial record system established by the Tribe.

E. Administrative Regulations. The Corporate Administration Board shall have the power to propose administrative rules and regulations consistent with the Squaxin Island Tribal Code. All proposed rules and regulations shall be submitted to the Tribal Council for approval and adoption. (Res. 99-80 (part))

**Chapter 6.28  
BUSINESS CORPORATION ORDINANCE**

**Sections:**

- 6.28.010 Title.**
- 6.28.020 Authority.**
- 6.28.030 Definitions.**
- 6.28.040 Purposes.**
- 6.28.050 Corporate name.**
- 6.28.060 Registered office and registered agent.**
- 6.28.070 Service of process on corporation.**
- 6.28.080 Form of application.**
- 6.28.090 Corporate powers.**
- 6.28.100 Special powers and privileges of corporations wholly owned by the Squaxin Island Tribe.**
- 6.28.110 Shares.**
- 6.28.120 Liability.**
- 6.28.130 Bylaws and articles of incorporation.**
- 6.28.140 Incorporation.**
- 6.28.150 Incorporation--Amendment.**
- 6.28.160 Board of directors.**
- 6.28.170 Meetings of the board of directors.**
- 6.28.180 Corporate officers.**
- 6.28.190 General standards for directors and officers.**
- 6.28.200 Shareholders--Meetings-- Voting.**
- 6.28.210 Dissolution.**
- 6.28.220 Liquidation of corporate assets.**
- 6.28.230 Certificate of authority to transact business.**
- 6.28.240 Fees.**
- 6.28.250 Corporate contracts.**
- 6.28.260 Merger and consolidation.**
- 6.28.270 Severability.**
- 6.28.280 Effective date.**

**6.28.010 Title.**

This chapter shall be known as the Squaxin Island Business Corporation Ordinance. (Res. 99-80 (part))

**6.28.020 Authority.**

The Tribal Council of the Squaxin Island Tribe has the inherent sovereign and constitutional power to control and manage the economic affairs of the Tribe and to establish and operate such commercial enterprises as it may deem proper and to regulate those who transact business for the purpose of conducting commerce under regulations promulgated herein on territories under the jurisdiction of the Squaxin Island Tribe. It is declared that the conduct of commerce 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 Business Corporation Ordinance. (Res. 99-80 (part))

**6.28.030 Definitions.**

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

"Articles of incorporation" or "articles" shall mean the original or restated articles of incorporation or articles of consolidation and all amendments thereto of the corporations organized hereunder.

"Authorized shares" means the shares of all classes which the corporation is authorized to issue.

"Certificate of authority" means a certificate of authority, issued by the Corporate Administration Board, for a foreign or domestic corporation to transact business in territories under the jurisdiction of the Tribe.

"Corporate Administration Board" has the meaning set forth in Chapter 6.24.

"Corporation" means a corporation, except a foreign corporation, for profit subject to the provisions of this ordinance.

"Foreign corporation" means a corporation, for-profit or not-for-profit, organized under laws other than the laws of the Squaxin Island Tribe.

"Indian country," consistent with the meaning given in 18 U.S.C. 1151 means:

A. All land within the limits of the Squaxin Island Indian Reservation under the jurisdiction of the United States government, notwithstanding the issuance of any patent, and, including rights of way running through the reservation; and

B. All Indian allotments or other lands held in trust for a Squaxin Island Tribal member or the Tribe, the Indian titles to which have not been extinguished, including rights of way running through the same.

"Net assets" means the amount by which the total assets of a corporation exceed the total debts of the corporation.

"Ordinance" means the Squaxin Island Business Corporation Ordinance.

"Reservation" means 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.

"Shareholder" means one who is a holder of record of shares in a corporation. Shareholders of corporations wholly owned by the Tribe shall mean persons recognized as voting members of the Tribal Council of the Tribe.

"Shares" means the units into which the ownership interests in a corporation are divided.

"Tribal Council" means the Tribal Council of the Squaxin Island Tribe as defined pursuant to the Constitution and Bylaws of the Tribe.

"Tribal Court" means the Squaxin Island Tribal Court, including its civil, criminal and employment divisions and the Squaxin Island Tribal appellate court.

"Tribe" means the Squaxin Island Tribe. (Res. 99-80 (part))

**6.28.040 Purposes.**

Corporations may be organized under this ordinance for any lawful purpose or purposes and domestic and foreign corporations may be issued a Certificate of Authority to do business in Indian

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country. Unless otherwise provided in its Articles, a corporation has general business purposes. (Res. 99-80 (part))

**6.28.050 Corporate name.**

The corporate name:

- A. Shall contain the word "corporation," "company," "incorporated" or "limited," or shall contain an abbreviation of one of such words;
- B. 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;
- C. Shall not be the same as, or deceptively similar to, the name of any corporation existing under the laws of the Tribe or the state of Washington, or a name the exclusive right to which is, at the time, reserved in the manner provided in this ordinance, or the name of a corporation which has in effect a registration of its corporate name as provided in this ordinance or the laws of the state of Washington. (Res. 99-80 (part))

**6.28.060 Registered office and registered agent.**

Each corporation organized pursuant to this ordinance shall have and continuously maintain in Indian country 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 in or outside of Indian country. (Res. 99-80 (part))

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**6.28.070 Service of process on corporation.**

Any officer of a corporation or the registered agent so appointed by a corporation shall be an agent of such corporation upon whom any process notice or demand required or permitted by law to be served upon the corporation may be served. (Res. 99-80 (part))

**6.28.080 Form of application.**

Application may be made on forms prescribed and furnished by the Corporate Administration Board and shall be executed, acknowledged and verified by the applicant's 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. (Res. 99-80 (part))

**6.28.090 Corporate powers.**

- 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 Section 6.28.100B of this chapter 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 and use its credit to assist its employees;

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, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof;

8. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other 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 business, carry on its operations and have offices and exercise the powers granted by this ordinance, within or without Indian country;

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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. To make donations for the public welfare or for charitable, scientific or educational purposes;

14. To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

15. To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees;

16. To be a promoter, partner, member, associate or manager of any partnership, joint venture, trust or other enterprise;

17. To establish committees of the board of directors, elect or appoint persons to the committees and define their duties and fix their compensation;

18. To have and exercise all powers necessary or convenient to effect its purposes.

B. Special Committees. An affirmative vote of a majority of the board of directors may establish committees having the authority of the board of directors in the management of the business of the corporation only to the extent provided in the resolution. Committees may include a special litigation committee consisting of one or more independent directors or other independent persons to consider legal rights or remedies of the corporation and whether those rights or remedies should be pursued. Committees other than special litigation committees are subject at all times to the direction and control of the board of directors. The committees shall consist of one or more persons, who need not be directors. (Res. 99-80 (part))

**6.28.100 Special powers and privileges of corporations wholly owned by the Squaxin Island Tribe.**

The special powers describe in this Section 6.28.100 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. (Res. 99-80 (part))

**6.28.110 Shares.**

A. Authorized Shares. Each corporation shall have the power to create and issue the number of shares stated in its articles of incorporation. Such shares shall be divided into one or more classes, any or all of which classes may consist of shares with par value or shares without par value, with such designation, preferences, limitations and relative rights as shall be stated in the articles of incorporation. The articles of incorporation may limit or deny the voting rights of or provide special voting rights for the shares of any class to the extent not inconsistent with the provisions of this ordinance.

B. Preferred or Special Shares. Without limiting the authority herein contained, a corporation, when so provided in its articles of incorporation, may issue shares of preferred or special classes, or may provide or authorize the board of directors to issue shares of preferred or special classes:

1. Subject to the right of the corporation to redeem any of such shares at the price fixed by the articles of incorporation, or by the board of directors, for the redemption thereof;

2. Entitling the holders thereof to cumulative, noncumulative or partially cumulative dividends;

3. Having preference over any other class or classes of shares as to the payment of dividends;

4. Having preference in the assets of the corporation over any other class or classes of shares upon the voluntary or involuntary liquidation of the corporation;

5. Convertible into shares of any other class or into shares of any series of the same or any other class.

C. Shares in Tribally-Owned Corporations. Corporations wholly owned and operated by the Tribe shall issue shares, but all such shares shall be held by and for the Tribe by the Tribal Council. The voting rights of the members of the Tribal Council in such a corporation shall not be diminished or enhanced by the issuance of shares. The special provisions of Section 6.28.110B

regarding preferred or special shares shall not be available to corporations wholly owned by the Tribe.

D. Payment for Shares. The consideration for the issuance of shares may be paid, in whole or in part, in cash, in other property, tangible or intangible, received or to be received by the corporation or in labor or services actually performed or to be performed for the corporation.

E. Future Consideration for Shares. Promissory notes, future services or other consideration which has only an intangible future value may be accepted as payment or part payment for the issuance of shares of a corporation.

F. Certificates Representing Shares. The shares of a corporation shall be represented by certificates signed by an agent or officer authorized in the articles or bylaws to sign share certificates or, in the absence of such authorization, by an officer of the corporation. (Res. 99-80 (part))

#### **6.28.120 Liability.**

A. Limited Liability of Shareholders. A holder of shares of a corporation shall be under no obligation to the corporation or its creditors with respect to such shares other than the obligation to pay to the corporation the full consideration for which such shares were issued or to be issued.

B. 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. (Res. 99-80 (part))

#### **6.28.130 Bylaws and articles of incorporation.**

A. Bylaws. A corporation may, but need not, have bylaws. The initial bylaws of a corporation may be adopted by its board of directors. Unless reserved to the shareholders by the articles, the power to alter, amend or repeal the bylaws or adopt new bylaws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors.

B. Contents of Articles of Incorporation. The articles of incorporation shall set forth all of the following:

1. The name of the corporation;
2. The address of the registered office of the corporation and the name of its registered agent, if any, at that address;
3. The aggregate number of shares that the corporation has authority to issue; if such shares are to consist of one class only, the par value of each of such shares; or, if such shares are to be divided into classes, the number of shares of each class, and a statement of the par value of the shares of each such class;
4. The name and address of each incorporator;
5. The period of duration, which may be perpetual;
6. The purpose or purposes for which the corporation is organized, which may be stated to be, or to include, the transaction of any or all lawful business for which corporations may be incorporated under this ordinance;
7. If the shares are to be divided into classes, the designation of each class and a statement of the preferences, limitations and relative rights in respect of the shares of each class;
8. If the corporation is to issue the shares of any preferred or special class in series, then the description of each series and a statement of the variations in the relative rights and

preferences as between series insofar as the same are to be fixed in the articles of incorporation, and a statement of any authority to be vested in the board of directors to establish series and fix and determine the variations in the relative rights and preferences as between series;

9. Any provision limiting or denying to shareholders preemptive rights;

10. Any provision, 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 restricting the transfer of shares and any provision which under this ordinance is permitted to be set forth in the bylaws;

11. Any other provisions not inconsistent with law relating to the management of the business or the regulation of the affairs of the corporation;

12. Any of the corporate powers desired but not enumerated in this ordinance.

C. Provisions subject to modification in the articles of incorporation. The following provisions govern a corporation unless modified in the articles:

1. The power to adopt, amend or repeal the bylaws is vested in the board of directors;

2. The corporation does not permit cumulative voting for directors;

3. The affirmative vote of a majority of directors present is required for an action of the board of directors;

4. A written action by the board of directors taken without a meeting must be signed by all participating directors;

5. The board of directors may authorize the issuance of securities and rights to purchase securities;

6. All shares have equal rights and preferences in all matters not otherwise provided for by the board of directors;

7. The par value of shares is fixed at one cent per share for certain purposes and may be fixed by the board of directors for certain other purposes;

8. The board of directors or the shareholders may issue shares for any consideration or for no consideration to effectuate share dividends or splits, and may determine the value of nonmonetary consideration;

9. Shares of a class or series must not be issued to holders of shares of another class or series to effectuate share dividends or splits, unless authorized by a majority of the voting power of the shares of the same class or series as the shares to be issued;

10. A corporation may issue rights to purchase securities whose terms, provisions and conditions are fixed by the board of directors;

11. The affirmative vote of the holders of a majority of the voting power of the shares present and entitled to vote at a duly held meeting is required for an action of the shareholders, except where this ordinance requires the affirmative vote of a majority of the voting power of all shares entitled to vote;

12. Shares of a corporation acquired by the corporation may be reissued;

13. Each share has one vote unless otherwise provided in the terms of the share;

14. A corporation may issue shares for a consideration less than the par value, if any, of the shares;

15. Except as otherwise limited by this ordinance or by Chapter 6.24 of the Squaxin Island Tribal Code, a corporation shall have the power to sue and be sued in the Tribal Court, and in other courts of competent jurisdiction; provided, however, that any recovery against a corporation shall be limited to the assets of the corporation.

D. Provisions Subject to Modification in Articles of Incorporation or Bylaws. The following provisions govern a corporation unless modified in either the articles or in the bylaws:

1. Directors serve for an indefinite term that expires at the next regular meeting of the shareholders.

2. The compensation of the board of directors is fixed by the board of directors.

3. If the board of directors fails to select a place for a board of directors meeting, it must be held at the principal executive office.

4. A director may call a board of directors meeting, and the notice of the meeting need not state the purpose of the meeting.

5. A majority of the board of directors is a quorum for a meeting.

6. A committee shall consist of one or more persons, who need not be directors, appointed by a majority vote of the directors present.

7. The board of directors may establish a special litigation committee.

8. Officers may delegate some or all of their duties and powers, if not prohibited from doing so.

9. Regular meetings of shareholders need not be held, unless demanded by a shareholder.

10. In all instances where a specific minimum notice period has not been otherwise fixed by law, not less than five days' notice is required for a meeting of shareholders.

11. The number of shares required for a quorum at a shareholders' meeting is a majority of the voting power of the shares entitled to vote at the meeting.

12. The board of directors may fix a date up to sixty (60) days before the date of a shareholders' meeting as the date for the determination of the holders of shares entitled to notice of and entitled to vote at the meeting.

13. Indemnification of directors is required (except for such directors' gross negligence or willful misconduct).

14. The board of directors may authorize, and the corporation may make, distributions not prohibited, limited or restricted by an agreement.

E. Permitted Provisions if Included in the Articles of Incorporation. The following provisions relating to the management of the business or the regulation of the affairs of a corporation may be included in the articles:

1. The members of the first board of directors may be named.

2. A larger than majority vote may be required for action of the board of directors.

3. A director's personal liability to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director may be limited to negligence, fraud or misconduct.

4. The manner of giving or prescribing the manner of giving voting rights to persons other than shareholders.

F. Permitted Provisions if Included in Bylaws. The following provisions relating to the management of the business or the regulation of the affairs of a corporation may be included in the bylaws:

1. A manner for increasing or decreasing the number of directors;

2. Additional qualifications for directors;

3. Directors may be classified;

4. Absent directors may be permitted to give written consent or opposition to a proposal;

5. Authority to sign and deliver certain documents may be delegated to an officer or agent of the corporation, other than the chief executive officer;
6. Additional officers may be designated;
7. Additional powers, rights, duties and responsibilities may be given to officers;
8. A method for filling vacant offices may be specified;
9. A certain officer or agent may be authorized to sign share certificates;
10. A transfer or registration of transfer of securities may be restricted. (Res. 99-80 (part))

**6.28.140 Incorporation.**

A. Who May Incorporate. Any member or nonmember of the Tribe 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.

B. Notices--Publication--Contents.

1. Notice of 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 a corporation.

Such 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 a perpetual existence, such fact must be stated;
- 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 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 subsequently published for the required time, and proof of the 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. (Res. 99-80 (part))

**6.28.150 Incorporation--Amendment.**

A. Filing of Incorporation. 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:



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.
  - B. Effect of Issuance of Certificate of Incorporation. Upon the issuance of the certificate of incorporation, the corporate existence shall begin.
  - C. Right to Amend or Restate Articles of Incorporation. A corporation may amend or restate its articles of incorporation.
  - D. Articles of Amendment or Restatement. The articles of amendment or restatement shall be executed by (1) the corporation's president or, (2) by a vice president and the secretary or an assistant secretary.
  - E. Filing Articles of Amendment or Restatement. Duplicate originals of the articles of amendment or restatement shall be delivered to the Corporate Administration Board. If the Corporate Administration Board determines that the articles of amendment or restatement conform to tribal law, the Corporate Administration Board shall:
    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.
    3. Issue a certificate of amendment to which the Corporate Administration Board shall affix the other duplicate original and return to the corporation.
  - F. Effect of Certificate of Amendment. Upon the issuance of the certificate of amendment by the Corporate Administration Board, the amendment shall become effective and the articles of incorporation shall be deemed to be amended accordingly. (Res. 99-80 (part))

**6.28.160 Board of directors.**

- A. Qualifications. The business and affairs of the corporation shall be managed by a board of directors or its functional equivalent, subject to any limitations set forth in the articles of incorporation. The articles of incorporation or bylaws may prescribe qualifications for directors. A director of a corporation wholly owned by the Tribe need not be a member of the Tribe unless the articles of incorporation or bylaws so prescribe.
- B. Number and Election of Directors.
  1. A board of directors must consist of one or more individuals, with the number established in the articles of incorporation or bylaws. Initial directors may be named in the articles of incorporation or elected by the shareholders or, prior to the issuance of shares, elected by the incorporators; thereafter, directors shall be elected at the annual shareholders' meeting, subject to the provisions in Chapter 6.28.160C. If a corporation is to be wholly or partially owned by the Tribe, the articles or bylaws may provide that the Tribal Council shall vote the Tribe's shares.
  2. If the articles of incorporation authorize dividing the shares into classes, the articles may also authorize the election of all or a number of directors by the holders of one or more authorized classes of shares.
- C. Terms of Directors. At the first meeting of the shareholders and at each annual meeting thereafter, the shareholders shall elect directors to hold office until the next succeeding annual meeting unless otherwise permitted in this Chapter 6.28, the articles of incorporation or the

bylaws. Each director shall hold office for the term for which elected until a successor shall have been elected and qualified.

D. Resignation of Directors. A director may resign at any time by delivering written notice to the board of directors or its chairperson.

E. Removal of Directors.

1. The shareholders may remove one or more directors with or without cause unless the articles of incorporation provide that directors may be removed only with cause. If a director is elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove that director.

2. A director may be removed by the shareholders only at a meeting called for the purpose of removing the director, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.

F. Vacancies on the Board of Directors. Unless the articles of incorporation or bylaws provide otherwise, a vacancy on the board of directors may be filled by the board of directors.

G. Compensation of Directors. Unless the articles of incorporation or bylaws provide otherwise, the board of directors may fix the compensation of directors.

H. Director Conflict of Interest. A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has an interest. A conflict of interest transaction is not voidable by the corporation solely because of the director's interest in the transaction if any one of the following is true:

1. The material fact of the transaction and the director's interest were disclosed or known to the board of directors or a committee of the board of directors and the board of directors or committee authorized, approved or ratified the transaction by a majority of the board of directors or committee; but the interested director or directors shall not be counted in determining the presence of, or required number to constitute, a quorum and shall not vote;

2. The material facts of the transaction and the director's interest were disclosed or known to the shareholders entitled to vote and they authorized, approved or ratified the transaction by a majority of the shares entitled to vote that are owned by persons other than the interested director or directors;

3. The transaction was fair to the corporation at the time it was approved.

I. Loans to Directors. A corporation may not lend money to or guarantee the obligation of a director of the corporation unless the shareholders approve the loan or guarantee or the board of directors determines the loan or guarantee benefits the corporation and approves the loan or guarantee. A corporation wholly owned by the Tribe may not lend money to or guarantee the personal obligation of a director, officer or employee of the corporation under any circumstances. (Res. 99-80 (part))

#### 6.28.170 Meetings of the board of directors.

A. Regular and Special Meetings. The board of directors may hold regular or special meetings within or without Indian country.

B. Telecommunications Meetings Permitted. Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to conduct or participate in a meeting through the use of any means of communication by which all directors may simultaneously hear each other during the meeting. A director so participating is deemed present.

C. Consent to Action Without Meeting Permitted. Unless the articles of incorporation or bylaws provide otherwise, action by the board of directors may be taken without a meeting if a

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majority of the members take the action. Such action must be evidenced in writing, signed by the requisite number of directors and included in the minutes or filed with the corporate records.

D. Notice of Meeting. Unless the articles of incorporation or bylaws provide otherwise, regular meetings of the board of directors may be held without notice of the date, time, place or purpose of the meeting. Unless the articles of incorporation or bylaws provide for a different period, special meetings of the board of directors must be preceded by at least forty-eight (48) hours' notice of the date, time and place of the meeting. Either before or after a meeting, a director may waive, orally or in writing, any required notice, and a director's attendance at or participation in a meeting waives any required notice unless the director objects at the meeting's beginning and does not vote thereafter on actions at the meeting.

E. Quorum and Voting. Unless the articles of incorporation or bylaws provide otherwise, a quorum consists of a majority of the number of directors, provided that in no event shall a quorum consist of fewer than one-third the number of directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors unless the articles of incorporation or bylaws require the vote of a greater number. (Res. 99-80 (part))

#### **6.28.180 Corporate officers.**

A. Required Officers. A corporation has the officers described in its articles or bylaws or appointed by the board of directors in accordance with the articles or bylaws. The articles or bylaws of the board of directors shall delegate to one of the officers responsibility for preparing minutes of the directors' and shareholders' meetings and for authenticating records of a corporation. The same individual may simultaneously hold more than one office in a corporation. Each officer has the authority and shall perform the duties set forth in the bylaws or, to the extent consistent with the bylaws, the duties prescribed by the board of directors.

B. Resignation and Removal of Officers. An officer may resign at any time by delivering notice to the corporation. A board of directors may remove any officer at any time with or without cause.

C. Contract Rights of Officers. The appointment of an officer does not itself create contract rights, nor does the resignation or removal of an officer affect the contract rights, if any, of the officer or corporation. The removal is without prejudice to any contract rights of the officer. (Res. 99-80 (part))

#### **6.28.190 General standards for directors and officers.**

A. Discharge of Duties. Directors and officers shall discharge their duties:

1. In good faith;

2. With the care an ordinary and prudent person in a like position would exercise under similar circumstances;

3. In a manner reasonably believed to be in the best interests of the corporation.

B. Reliance. In discharging his or her individual duties, a director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

1. One or more officers or employees of the corporation whom the officer or director reasonably believes to be reliable and competent in the matters presented;

2. Legal counsel, public accountants or other persons as to matters the officer or director reasonably believes are within that person's professional or expert competence;

3. A committee of the board of directors upon which the officer or director does not serve, if such officer or director reasonably believes the committee merits confidence.

C. Directors and officers are not liable for any action taken in their corporate capacity, or any failure to take any action, if they performed the duties of office in compliance with this section. (Res. 99-80 (part))

#### **6.28.200 Shareholders--Meetings-- Voting.**

A. Meetings of Shareholders. A corporation may hold a meeting of shareholders on an annual or other less frequent periodic basis, but such meetings need not be held unless required by the articles of incorporation or bylaws or by Section 6.28.200C. Annual meetings need not be held within Indian country, but annual meetings of corporations wholly owned by the Tribe shall, if held, be held within one hundred (100) miles of the Reservation.

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B. Effect of Failure to Hold Meetings. The failure to hold an annual meeting does not affect the validity of any corporate action.

C. Demand of Shareholders for Meetings. If a regular meeting of shareholders has not been held during the immediately preceding four-hundred (400) days, a shareholder or shareholders holding three percent or more of the voting power of all shares entitled to vote may demand a regular meeting of shareholders by written notice of demand given to an officer of the corporation. Within thirty (30) days after receipt of the demand by an officer, the board of directors shall cause a regular meeting of the shareholders to be called and held on notice no later than ninety (90) days after receipt of the demand, all at the expense of the corporation. If the board of directors fails to cause a regular meeting to be called and held as required by this section 6.28.200C, the shareholder or shareholders making the demand may call the regular meeting by giving notice as required by Section 6.28.200F, all at the expense of the corporation.

D. Special Meetings for Corporation Wholly owned by the Tribe. In the case of corporations wholly owned by the Tribe, a special meeting may be called and held in the same manner as applicable law provides for meetings of the Tribal Council.

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E. Necessary Action. Unless the articles of incorporation or bylaws provide otherwise, action required to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by the holders of a majority of shares or the holders of a majority of each class of shares entitled to vote. Such action must be evidenced in writing, signed by the requisite number of shareholders and delivered to the corporation for inclusion in the minutes and records.

F. Notice of Shareholders' Meetings. A corporation shall notify shareholders of the date, time and place of each annual or special shareholders' meeting at least ten (10) days before the meeting. A shareholder may waive notice and a shareholder may be deemed to have waived notice if the shareholder attends the meeting, unless the shareholder objects at the beginning of the meeting and does not vote during the meeting.

G. Voting Entitlement of Shares--Proxy Voting. Unless the articles of incorporation or bylaws provide otherwise, and subject to the provisions of Section 6.28.110C of this ordinance, each outstanding share is entitled to one vote on each matter voted on at a shareholders' meeting. A shareholder may vote a share in person or by proxy, provided that the shareholder has appointed a proxy by signing an appointment and filed the appointment with the corporation prior to the meeting.

H. Voting Trusts and Agreements. One or more shareholders may create a voting trust, conferring on a trustee the right to vote or otherwise act for them, by signing an agreement setting out the trust's provisions and transferring the shares to the trustee. When a voting trust agreement is

signed, the trustee shall deliver to the corporation the names and addresses of all owners of beneficial interests in the trust, together with the number and class of shares transferred to the trust. Two or more shareholders may also provide for the manner in which they will vote their shares by signing an agreement for that purpose. This Section 6.28.200H shall not apply to shares in corporations wholly owned by the Tribe.

I. Voting Trusts Void for Corporations Wholly Owned by the Tribe. Any voting trust or agreement for shares held in a corporation wholly owned by the Tribe shall be void and unenforceable.

J. Quorum. The holders of a majority of the voting power of the shares entitled to vote at a meeting are a quorum for the transaction of business, unless a larger or smaller proportion or number is provided in the articles or bylaws. The shareholders shall take action by the affirmative vote of the holders of a majority of the voting power of the shares present and entitled to vote, except where this ordinance or the articles or bylaws require a larger proportion or number. If the articles or bylaws require a larger proportion or number than is required by this ordinance for a particular action, the articles or bylaws control.

K. Shareholders--Right to Dissent--Payment--When.

1. Any shareholders of a corporation shall have the right to dissent from, and obtain payment for their shares in the event of any of the following corporate actions:

a. Any plan of merger or consolidation to which the corporation is a party, except as provided in subsection (K)(3) of this section;

b. Any sale or exchange of all or substantially all of the property and assets of the corporation, otherwise than in the usual and regular course of its business and other than a sale for cash when the shareholders' approval thereof is conditional upon the distribution of all or substantially all of the net proceeds of the sale to the shareholders in accordance with their respective interests within one year after the date of the sale;

c. Any plan of exchange to which the corporation is a party as the corporation the shares of which are to be acquired;

d. Any amendment of the articles of incorporation which materially and adversely affects the rights appurtenant to the shares of the dissenting shareholder if such amendment:

i. Alters or abolishes a preferential right of such shares,

ii. Creates, alters or abolishes a right in respect of the redemption of such shares, including a provision respecting a sinking fund for the redemption or repurchase of such shares,

iii. Alters or abolishes a preemptive right of the holder of such shares to acquire shares or other securities,

iv. Excludes or limits the right of the holder of such shares to vote on any matter or to cumulate his or her votes, except as such right may be limited by dilution through the issuance of shares or other securities with similar voting rights;

e. Any other corporate action taken pursuant to a shareholder vote with respect to which the articles of incorporation, the bylaws or a resolution of the board of directors directs that dissenting shareholders shall have a right to obtain payment for their shares.

2. Dissenter's Rights.

a. A record holder of shares may assert dissenter's rights as to less than all of the shares registered in his or her name. In that event, his or her right shall be determined as if the shares as to which he or she has dissented and his or her other shares were registered in the names of different shareholders.

b. A beneficial owner of shares who is not the record holder may assert dissenter's rights with respect to shares held on his or her behalf and shall be treated as a dissenting shareholder under the terms of this Section 6.28.200K and of Section 6.28.200L if he or she submits to the corporation at the time of or before the assertion of these rights a written consent of the record holder.

3. The right to obtain payment under this section shall not apply to the shareholders of the surviving corporation in a merger if a vote of the shareholders of such corporation is not necessary to authorize such merger or to the shareholders of a bank, trust company, stock-owned savings and loan association, industrial loan and investment company or the holding company of any of such financial institutions.

4. A shareholder of a corporation who has a right under this section to obtain payment for his or her shares shall have no right at law or in equity to attack the validity of the corporate action that gives rise to his or her right to obtain payment, nor to have the action set aside or rescinded, except for mergers authorized under Section 6.28.260F, or when the corporate action is unlawful or fraudulent with regard to the complaining shareholder or to the corporation.

L. Shareholders--Right to Dissent--Payment--Procedure.

1. As used in this section, unless the context requires otherwise:

a. "Dissenter" means a shareholder or beneficial owner who is entitled to and does assert dissenter's rights under Section 6.28.200K and who has performed every act required up to the time involved for the assertion of such rights.

b. "Corporation" means the issuer of the shares held by the dissenter before the corporate action or the successor by merger or consolidation of that issuer.

c. "Fair value of shares" means their value immediately before the effectuation of the corporate action to which the dissenter objects, excluding any appreciation or depreciation in anticipation of such corporate action unless such exclusion would be inequitable.

d. "Interest" means interest from the effective date of the corporate action until the date of payment, at the average rate currently paid by the corporation on its principal bank loans or, if none, at such rate as is fair and equitable under all the circumstances.

2. If a proposed corporate action which would give rise to dissenter's rights under Section 6.28.200(K)(1) is submitted to a vote at a meeting of shareholders, the notice of such meeting shall notify all shareholders that they have or may have a right to dissent and obtain payment for their shares by complying with the terms of this section and shall be accompanied by a copy of Sections 6.28.200K and 6.28.200L.

3. If the proposed corporate action is submitted to a vote of a meeting of shareholders, any shareholder who wishes to dissent and obtain payment for his or her shares must file with the corporation, prior to the vote, a written notice of intent to demand that he or she be paid fair compensation for his or her shares if the proposed action is effectuated and shall refrain from voting his or her shares in approval of such action. A shareholder who fails in either respect shall acquire no right to payment for his or her shares under this Section 6.28.200L or Section 6.28.200K.

4. If the proposed corporate action is approved by the required vote at a meeting of shareholders, the corporation shall mail a further notice to all shareholders who gave due notice of intention to demand payment and who refrained from voting in favor of the proposed action. If the proposed corporate action is to be taken without a vote of shareholders, the corporation shall send to all shareholders who are entitled to dissent and demand payment for their shares a notice of the adoption of the plan of corporate action. The notice shall: (a) state where and when a demand for

payment must be sent and certificates of certified shares must be deposited in order to obtain payment; (b) inform holders of uncertified shares to what extent transfer of shares will be restricted from the time that demand for payment is received; (c) supply a form for demanding payment which includes a request for certification of the date on which the shareholder, or the person on whose behalf the shareholder dissents, acquired beneficial ownership of the shares; and (d) be accompanied by a copy of Section 6.28.200K and Section 6.28.200L of this ordinance. The time set for the demand and deposit shall be not less than thirty (30) days from the mailing of the notice.

5. A shareholder who fails to demand payment or fails, in the case of certified shares, to deposit certificates, as required by a notice pursuant to subsection (L)(4) of this section, shall have no right under this Section 6.28.200L or Section 6.28.200K to receive payment for his or her shares. If the shares are not represented by certificates, the corporation may restrict their transfer from the time of receipt of demand for payment until effectuation of the proposed corporate action. The dissenter shall retain all other rights of a shareholder until these rights are modified by effectuation of the proposed corporate action.

If the proposed corporate action shall be abandoned or rescinded or the shareholder shall revoke the authority to effect such action, then the right of such shareholder to be paid the fair value of his or her shares shall cease.

6. Immediately upon effectuation of the proposed corporate action or upon receipt of demand for payment if the corporate action has already been effectuated, the corporation shall remit to dissenters who have properly made demand and, if their shares are certificated, have deposited their certificates, the amount which the corporation estimates to be the fair value of the shares, with interest if any has accrued. The remittance shall be accompanied by:

a. The corporation's closing balance sheet and statement of income for a fiscal year ending not more than sixteen (16) months before the date of the remittance, together with the latest available interim financial statements;

b. A statement of the corporation's estimate of the fair value of the shares;

c. A notice of the dissenter's right to demand supplemental payment, accompanied by a copy of Sections 6.28.200K and 6.28.200L of this ordinance.

7. Fair Value.

a. If the corporation fails to remit as required by subsection (L)(6) of this section, or if the dissenter believes that the amount remitted is less than the fair value of his or her shares or that the interest is not correctly determined, he or she may send the corporation his or her own estimate of the value of the shares or of the interest and demand payment of the deficiency.

b. If the dissenter does not file such an estimate within thirty (30) days after the corporation's mailing of its remittance, he or she shall be entitled to no more than the amount remitted.

8. Unsettled Demands.

a. Within sixty (60) days after receiving a demand for payment pursuant to subsection (L)(7) of this section, if any such demands for payment remain unsettled, the corporation shall file in the Tribal Court a petition requesting that the fair value of the shares and interest thereon be determined by the Court.

b. All dissenters, wherever residing, whose demands have not been settled shall be made parties to the proceeding as in an action against their shares. A copy of the petition shall be served on each such dissenter. If a dissenter is a nonresident, the copy may be served on him or her by registered or certified mail or by publication as provided by law.

c. The jurisdiction of the Tribal Court shall be plenary and exclusive. The court may appoint one or more persons as appraisers to receive evidence and recommend a decision on the question of fair value. The appraisers shall have such power and authority as shall be specified in the order of their appointment or in any amendment of such order. The dissenters shall be entitled to discovery in the same manner as parties in other civil suits.

d. All dissenters who are made parties shall be entitled to judgment for the amount by which the fair value of their shares is found to exceed the amount previously remitted, with interest.

e. If the corporation fails to file a petition as provided in subsection (L)(8)(a) of this section, each dissenter who made a demand and who has not already settled his or her claim against the corporation shall be paid by the corporation the amount demanded by him or her, within interest, and may sue therefor in the Tribal Court.

9. Right of Corporation to Withhold Remittance.

a. Notwithstanding the foregoing provisions of this Section 6.28.200L, the corporation may elect to withhold the remittance required by subsection (L)(6) of this section from any dissenter with respect to the shares of which the dissenter, or the person on whose behalf the dissenter act, was not the beneficial owner on the date of the first announcement to news media or to shareholders of the terms of the proposed corporate action. With respect to such shares, the corporation shall, upon effectuating the corporate action, state to each dissenter its estimate of the fair value of the shares, state the rate of interest to be used explaining the basis of such rate of interest, and offer to pay the resulting amounts on receiving the dissenter's agreement to accept them in full satisfaction.

b. If the dissenter believes that the amount offered is less than the fair value of the shares and interest determined according to this section, he or she may, within thirty (30) days after the date of mailing of the corporation's offer, mail to the corporation his or her own estimate of fair value and interest and demand their payment. If the dissenter fails to do so, he or she shall be entitled to no more than the corporation's offer.

c. If the dissenter makes a demand as provided in subsection (L)(9)(b) of this Section 6.28.200(L)(9), the provisions of subsection 6.28.200(L)(8) shall apply to further proceedings on the dissenter's demand.

10. Upon payment of the judgment, the dissenting shareholder shall cease to have any interest in such shares. Unless the dissenting shareholder shall file such petition within the time herein limited, such shareholder and all persons claiming under him or her shall be conclusively presumed to have approved and ratified the corporate action and shall be bound by the terms thereof.

11. Shares reacquired by a corporation pursuant to a payment of the agreed value therefor, or payment of the judgment entered therefor, as in this section provided, may be held and disposed of by such corporation as in the case of other treasury shares except that, in the case of an effected merger or consolidation, they may be held and disposed of as the plan of merger or consolidation may otherwise provide. (Res. 99-80 (part))

**6.28.210 Dissolution.**

A. Voluntary Dissolution by Incorporators. A corporation which has not commenced business and which has not issued any shares 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 none of its shares has been issued;
- d. That the corporation has not commenced business;
- e. That the amount, if any, actually paid on subscriptions for its shares, less any part thereof disbursed for necessary expenses, has been returned to those entitled thereto;
- f. That no debts of the corporation remain unpaid;
- g. 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;
- 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 Shareholders. A corporation may be voluntarily dissolved by the written consent of all its shareholders. Subject to Chapter 6.32 of the Squaxin Island Tribal Code, 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 shareholders of the corporation or signed in their names by their attorneys thereunto duly authorized;
5. The written consent, which shall be signed by all shareholders of the corporation 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. 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 shareholders, which may be either an annual or a special meeting.
2. A corporation wholly owned and operated by the Tribe with no shares having been issued 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.

3. Written notice shall be given to each shareholder of record 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 shareholders 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 shareholders entitled to vote shall be taken on a resolution to dissolve the corporation. Such resolution shall be adopted upon receiving the affirmative vote of the holders of a majority of the shares of the corporation entitled to vote thereon, unless any class of shares is entitled to vote thereon as a class, in which event the resolution shall be adopted upon receiving the affirmative vote of the holders of a majority of the shares of each class of shares entitled to vote thereon as a class and of the total shares 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 shareholders or the Tribe authorizing the dissolution of the corporation.
- c. The number of shares outstanding and, if the shares of any class are entitled to vote as a class, the designation and number of outstanding shares of each such class;
- d. The number of shares voted for and against the resolution, respectively, and, if the shares of any class are entitled to vote as a class, the number of shares of each such class voted for and against the resolution, respectively;

- e. The names and addresses of its officers;
- f. 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 shareholders 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;
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 shareholders 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 as are not to be distributed in kind to its shareholders, pay, satisfy and discharge its liabilities and obligations, and do all other acts required to liquidate its business and affairs and,

after paying or adequately providing for the payment of all its obligations, distribute the remainder of its assets, either in cash or in kind, among its shareholders according to their respective rights and interests.

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 6.28 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 to its shareholders, 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 among its shareholders in accordance with their respective rights and interests;

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;

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 shareholders, directors and officers.

I. Voluntary Dissolution--Revocation-- Consent of Shareholders.

1. By the written consent of all its shareholders, a corporation may, at any time prior to the issuance of a certificate of dissolution by the Corporate Administration Board, revoke voluntary dissolution proceedings theretofore taken.

2. Upon the execution of such written consent, a statement of revocation of voluntary dissolution proceedings shall be executed by the corporation by its president or a vice president, and by its secretary or an assistant secretary, which statement shall set forth:

a. The name of the corporation;

b. The names and respective street addresses of its officers;

c. The names and respective street addresses of its directors;

d. A copy of the written consent signed by all shareholders of the corporation revoking such voluntary dissolution proceedings;

e. That such written consent has been signed by all shareholders of the corporation or signed in their names by their attorney thereunto duly authorized.

J. Voluntary Dissolution--Revocation-- Act of Corporation. By the act of the corporation, a corporation may, at any time prior to the issuance of a certificate of dissolution by the Corporate Administration Board, revoke voluntary dissolution proceedings theretofore taken, in the following manner:

1. The board of directors shall adopt a resolution recommending that the voluntary dissolution proceedings be revoked, and directing that the question of such revocation be submitted to a vote at a special meeting of shareholders.

2. Written or printed notice, stated that the purpose or one of the purposes of such meeting is to consider the advisability of revoking the voluntary dissolution proceedings, shall be given to each shareholder of record entitled to vote at such meeting within the time and in the manner provided in this Chapter 6.28 for the giving of notice of special meeting of shareholders.

3. At such meeting a vote of the shareholders entitled to vote thereat shall be taken on a resolution to revoke the voluntary dissolution proceedings, which shall require for its adoption the affirmative vote of the holders of at least two-thirds of the outstanding shares.

4. Upon the adoption of such resolution, a statement of revocation of voluntary dissolution proceedings shall be executed by the corporation by its president or a vice president, and by its secretary or an assistant secretary, which statement shall set forth:

a. The name of the corporation;

b. The names and respective street addresses of its officers;

c. The names and respective street addresses of its directors;

d. A copy of the resolution adopted by the shareholders revoking the voluntary dissolution proceedings;

e. The number of shares outstanding;

f. The number of shares voted for and against the resolution respectively.

K. Voluntary Dissolution--Revocation-- Statement--Filing. The original and a duplicate copy of the statement of revocation of voluntary dissolution proceedings, whether by consent of shareholders or by act of the corporation, shall be delivered to the Corporate Administration Board, which shall, when all fees provided by law have been paid:

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

2. File the original in the Corporate Administration Board office;

3. Return to the corporation or its representative the duplicate copy stamped with the date of filing in the office of the Corporate Administration Board;

4. The duplicate copy of the statement of revocation of voluntary dissolution proceedings for a foreign corporation, bearing the date of filing in the office of the Corporate Administration Board, shall be recorded in the office of the county clerk of the county where the registered office of the corporation is located.

L. Voluntary Dissolution--Revocation-- Statement--Filing--Effect. Upon filing and recording in the office of the Corporate Administration Board of the original of the statement of revocation of voluntary dissolution proceedings, whether by consent of the shareholders or by act of the corporation, the revocation of the voluntary dissolution proceedings shall become effective and the corporation may again carry on its business.

M. 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 Corporate Administration Board when any of the following is established:

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 in Indian country;

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

5. The corporation has failed for sixty (60) days to pay any and all fees and taxes due pursuant to the Squaxin Island Tribal Code;

6. Except where a longer time is permitted for cure under this section (M), the corporation has failed to cure any violation of the Squaxin Island Tribal Code or other applicable law and has received at least fifteen (15) days written notice that it is conducting business in violation of applicable law.

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N. 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.

O. 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.

P. 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 a shareholder when one or more of the following is established:

a. That the directors are deadlocked in the management of the corporate affairs and the shareholders 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 shareholders 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.

Q. Shareholders not Necessary Parties. It shall not be necessary to make shareholders parties to any such action or proceeding unless relief is sought against them personally. (Res. 99-80 (part))

**6.28.220 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, including all amounts owing to the corporation by subscribers on account of any unpaid portion of the consideration for the issuance of shares. 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 among its shareholders according to their respective rights and interests. 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 wilful 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 in Indian country, and every receiver shall give such bond as the Tribal Court may direct with such sureties as the Tribal Court may require.

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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 Shareholders. Upon the voluntary or involuntary dissolution of a corporation, the portion of the assets distributable to a creditor or shareholder 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 shareholders, 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 shareholders, 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. (Res. 99-80 (part))

#### 6.28.230 Certificate of authority to transact business.

A. Foreign/Domestic Corporations Must Have Certificate of Authority. No foreign or domestic corporation shall transact business in Indian country 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 in Indian country on or before the effective date of this ordinance.

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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:

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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 of the aggregate number of shares having par value and shares without par value which it shall have authority to issue, itemized by classes and series;
7. A statement of the aggregate number of its issued or allotted shares having par value and of shares without par value, itemized by classes and series;
8. 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 in Indian country upon the affirmative action of the Corporate Administration Board.

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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 in Indian country.

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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 in Indian country and has ceased to transact business therein;

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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 in Indian country shall cease.

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H. License Revocation.

1. The certificate of authority of a foreign or domestic corporation to transact business in Indian country shall be revoked by the Corporate Administration Board if the corporation fails to:

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- 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 in Indian country, a notice of such revocation.

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5. Upon the issuance of a certificate of revocation, the authority of the corporation to transact business in Indian country shall cease.

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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 in Indian country upon any of the following grounds:

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- 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 fifteen (15) days.

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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 in Indian country a notice of such cancellation.

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4. Any foreign corporation whose certificate of authority to do business in Indian country 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.

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5. If the certificate of authority was revoked by the Corporate Administration Board pursuant to Section 6.28.230H, the corporation shall pay to the Corporate Administration Board two hundred dollars (\$200.00) before it may be reinstated. If the certificate of authority was cancelled by a judgment pursuant to this Section 6.28.230I, the corporation shall pay the Corporate Administration Board five hundred dollars (\$500.00) 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 in Indian country.

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J. Certificates Issued by the Corporation Administration Board.

1. Any certificate issued by the Corporate Administration Board pursuant to this provisions of this Section 6.28.230, 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 Indian country shall be prima facie evidence of the facts therein stated. (Res. 99-80 (part))

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#### 6.28.240 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 one hundred dollars (\$100.00) 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 one hundred twenty-five dollars (\$125.00) as an initial license fee. Prior to the issuance of a certificate of authority, each foreign or domestic corporation shall to the Corporate Administration Board the sum of three hundred seventy-five dollars (\$375.00) 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 one hundred dollars (\$100.00).

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 Indian country 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 Indian country 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 Indian country, pursuant to Section 6.28.230, service upon the corporation may be pursuant to the provisions of this section only when based upon the liability or obligation of the corporation incurred within Indian country by the corporation prior to the issuance of a certificate of withdrawal.

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C. Service of Process Fees for Foreign Corporations. If a foreign corporation makes a contract with a resident of Indian country to be performed in whole or in part by either party in Indian country or if a foreign or domestic corporation commits a tort in whole or in part in Indian country against a resident of Indian country, 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 may be 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 Indian country.

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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.

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E. Partial Waiver of Fees. Any member of the Tribe who seeks to engage in any commercial activity in Indian country, pursuant to this ordinance, shall be eligible for a waiver of imposed fees of fifty (50) percent upon a showing of proof of enrollment. (Res. 99-80 (part))

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#### 6.28.250 Corporate contracts.

A. Corporation Contracts Preserved. Otherwise lawful contracts and other obligations of any corporation shall not be impaired by any subsequent action of the Tribe or its Tribal Council. No corporation wholly owned by the Tribe may be dissolved under Section 6.28.210B unless all contracts, debts and obligations of the corporation are satisfied.

B. Actions to Impair Corporate Contracts. Actions to restrain any attempts to impair contracts of Tribal corporations, or to declare such actions null and void, shall be available to any interested party in the Tribe. If the Tribal Court finds for the plaintiff in any such action, it shall award treble damages, including all costs, attorney fees and disbursements. Nothing in this Section 6.28.250 shall be construed to restrict the general application of law or of this ordinance to the acts and contracts of Tribal corporations. (Res. 99-80 (part))

**6.28.260 Merger and consolidation.**

A. Merger--Procedure. 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 6.28. The board of directors of each corporation shall, by resolution adopted by each such board, approve a plan of merger setting forth:

1. 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;
2. The terms and conditions of the proposed merger;
3. The manner and basis of converting the equity securities of each corporation into securities of the surviving corporation or of any other corporation or, in whole or in part, into cash or other property and, if any equity securities of each merging corporation are not to be converted solely into securities of the surviving entity, the cash, property or securities of any other corporation which the holders of such equity securities are to receive in exchange for, or upon conversion of, such equity securities and the surrender of the certificates evidencing them, which cash, property or securities of any other corporation may be in addition to or in lieu of securities of the surviving corporation;
4. A statement of any changes in the articles of incorporation of the surviving corporation to be effected by such merger;
5. Such other provisions with respect to the proposed merger as are deemed necessary or desirable.

B. Consolidation--Procedure. Any two or more domestic corporations may consolidate into a new entity pursuant to a plan of consolidation approved in the manner provided in this Chapter 6.28. The board of directors of each corporation shall, by a resolution adopted by each such board, approve a plan of consolidation setting forth:

1. 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;
2. The terms and conditions of the proposed consolidation;
3. The manner and basis of converting the equity securities of each corporation into securities of the new corporation or of any other corporation or, in whole or in part, into cash or other property and, if any equity securities of such corporation are not to be converted solely into securities of the new corporation, the cash, property or securities of any other corporation which the holders of such equity securities are to receive in exchange for, or upon conversion of, such equity securities and the surrender of the certificates evidencing them, which cash, property or securities of any other corporation may be in addition to or in lieu of securities of the new corporation;
4. With respect to the new corporation, all of the statements required to be set forth in articles of incorporation for corporations organized under this ordinance;
5. Such other provisions with respect to the proposed consolidation as are deemed necessary or desirable.

C. Exchange of Shares--Procedure. All the issued or all the outstanding shares of one or more classes of any domestic corporation may be acquired through the exchange of all such shares of such class or classes by another domestic or foreign corporation pursuant to a plan of exchange approved in the manner provided in this ordinance. The board of directors of each corporation shall, by resolution adopted by each such board, approve a plan of exchange setting forth:

1. The name of the corporation the shares of which are proposed to be acquired by exchange and the name of the corporation to acquire the shares of such corporation in the exchange, which is hereinafter designated as the acquiring corporation;
2. The terms and conditions of the proposed exchange;
3. The manner and basis of exchanging the shares to be acquired for shares, obligations or other securities of the acquiring corporation or any other corporation or, in whole or in part, for cash or other property;
4. Such other provisions with respect to the proposed exchange as are deemed necessary or desirable.

The procedure authorized by this section shall not be deemed to limit the power of a corporation to acquire all or part of the shares of any class or classes of a corporation through a voluntary exchange or otherwise by agreement with the shareholders.

D. Merger, Consolidation or Exchange-- Approval of Shareholders--Exception.

1. The board of directors of each corporation in the case of a merger or consolidation, and the board of directors of the corporation the shares of which are to be acquired in the case of exchange, upon approving such plan of merger, consolidation or exchange, shall by resolution direct that the plan be submitted to a vote at a meeting of its shareholders, which may be either an annual or special meeting. Written or printed notice shall be given to each shareholder of record entitled to vote at such meeting not less than twenty (20) days before such meeting, in the manner provided in this Chapter 6.28, for the giving of notice of meetings of shareholders and, whether the meeting be an annual or special meeting, shall state that the purpose or one of the purposes of the meeting is to consider the proposed plan of merger, consolidation or exchange. A copy or summary of the plan or merger, consolidation or exchange, as the case may be, shall be included or enclosed with such notice.

At such meeting, a vote of the shareholders shall be taken on the proposed plan. Each outstanding share of each such corporation shall be entitled to vote on the proposed plan, whether or not such share has voting rights under the provisions of the articles of incorporation of such corporation. The plan shall be approved upon receiving the affirmative vote of the holders of at least two-thirds of the outstanding shares of each such corporation, unless any class of shares of any such corporation is entitled to vote as a class thereon, in which event, as to such corporation, the plan shall be approved upon receiving the affirmative vote of the holders of at least two-thirds of the outstanding shares of each class of shares entitled to vote as a class thereon and of the total outstanding shares. Any class of shares of any such corporation shall be entitled to vote, if any such plan contains any provision which, if contained in a proposed amendment to the articles of incorporation, would entitle such class of shares to vote as a class and, in the case of an exchange, if the class is included in the exchange.

After such approval by a vote of the shareholders of each corporation, and at any time prior to the filing of the articles of merger, consolidation or exchange, the merger, consolidation or exchange may be abandoned pursuant to provisions therefor, if any, set forth in the plan.

2. Notwithstanding the provisions of subsection (D)(1) of this section, submission of a plan of merger to a vote at a meeting of shareholders of a surviving corporation shall not be required if all of the following conditions are satisfied:

- a. The articles of incorporation of the surviving corporation do not differ except in name from those of the corporation before the merger;

b. Each holder of shares of the surviving corporation which were outstanding immediately before the effective date of the merger is to hold the same number of shares with identical rights immediately after;

c. The number of voting shares outstanding immediately after the merger, plus the number of voting shares issuable on conversion of other securities issued by virtue of the terms of the merger and on exercise of rights and warrants so issued, will not exceed by more than twenty (20) percent the number of voting shares outstanding immediately before the merger;

d. The number of participating shares outstanding immediately after the merger, plus the number of participating shares issuable on conversion of other securities issued by virtue of the terms of the merger and on exercise of the rights and warrants so issued, will not exceed by more than twenty (20) percent the number of participating shares outstanding immediately before the merger.

3. As used in subsection (D)(2) of this section:

a. "Voting shares" means shares that entitle their holders to vote unconditionally in elections of directors.

b. "Participating shares" means shares that entitle their holders to participate without limitation in distribution of earnings or surplus.

E. Merger, Consolidation or Exchange-- Articles--Contents--Filing.

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

a. The plan of merger, consolidation or exchange;

b. As to each corporation the shareholders of which were required to vote thereon, the number of shares outstanding and, if the shares of any class were entitled to vote as a class, the designation and number of outstanding shares of each such class;

c. As to each corporation the shareholders of which were required to vote thereon, the number of shares voted for and against such plan, respectively, and, if the shares of any class were entitled to vote as a class, the number of shares of each such class voted for and against such plan, respectively;

d. As to the acquiring corporation in a plan of exchange, a statement that the adoption of the plan and performance of its terms were duly approved by its board of directors and such other requisite corporate action, if any, as may be required of it.

2. The original and a duplicate copy of the articles of merger, consolidation or exchange shall be delivered to the Corporate Administration Board, who shall, when all fees provided by law shall have been paid:

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

b. File the original in the office of the Corporate Administration Board;

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

F. Merger--Subsidiary Corporation-- Procedure.

1. Any corporation owning ninety-five (95) percent of the outstanding shares of each class of another corporation may merge such other corporation into itself without approval by a vote of the shareholders of either corporation. Its board of directors shall, by resolution, approve a plan of merger setting forth all of the following:

- a. The name of the subsidiary corporation and the name of the corporation owning ninety-five (95) percent of its shares, which is hereinafter designated as the surviving corporation;
  - b. The manner and basis of converting the shares of the subsidiary corporation into the shares, obligations or other securities of the surviving corporation or of any other corporation or, in whole or in part, into cash or other property;
  - c. The business purpose or purposes for the proposed merger demonstrating a bona fide corporate need for the merger.
    2. A copy of such plan of merger shall be mailed to each shareholder of record of the subsidiary corporation.
    3. Articles of merger shall be executed in duplicate by the surviving corporation by its president or a vice president, and by its secretary or an assistant secretary, and shall set forth all of the following:
      - a. The plan of merger;
      - b. The number of outstanding shares of each class of the subsidiary corporation and the number of such shares of each class owned by the surviving corporation;
      - c. The date of the mailing to shareholders of the subsidiary corporation of a copy of the plan of merger.
    4. On and after the thirtieth day after the mailing of a copy of the plan of merger to shareholders of the subsidiary corporation, or upon the waiver thereof by the holders of all outstanding shares, duplicate originals of the articles of merger shall be delivered to the Corporate Administration Board. If the Corporate Administration Board finds that such articles conform to law, it shall, when all fees and taxes have been paid:
      - 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 such duplicate originals in the Corporate Administration Board office;
      - c. Issue a certificate of merger to which the Corporate Administration Board shall affix the other duplicate original.
    5. The certificate of merger, together with the duplicate original of the articles of merger affixed thereto by the Corporate Administration Board, shall be returned to the surviving corporation or its representative.
- G. Merger, Consolidation or Exchange-- When Effective--Consequences.
1. A merger, consolidation or exchange shall become effective upon filing and recording in the office of the Corporate Administration Board of the original of the articles of merger, consolidation or exchange or on such later date, not more than thirty (30) days subsequent to the filing thereof with the Corporate Administration Board, as shall be provided for in the plan. When such merger or consolidation has become effective:
    - a. 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;
    - b. The separate existence of all corporations which are parties to the plan of merger or consolidation, except the surviving or new corporation, shall cease;
    - c. 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;



d. 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 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;

e. 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;

f. In the case of a merger, other than a merger under the provisions of Section 6.28.260F, 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 ordinance shall be deemed to be the original articles of incorporation of the new entity;

g. The net surplus of the merging or consolidating corporations which was available for the payment of dividends immediately prior to such merger or consolidation, to the extent that such surplus is not transferred to stated capital or capital surplus by the issuance of shares or otherwise, shall continue to be available for the payment of dividends by such surviving or new corporation.

2. When a merger, consolidation or exchange has become effective, the equity securities of the corporation or corporations party to the plan that are, under the terms of the plan, to be converted or exchanged, shall cease to exist, in the case of a merger or consolidation, or be deemed to be exchanged in the case of an exchange, and the holders of such equity securities shall thereafter be entitled only to the cash, property or securities into which they shall have been converted or for which they shall have been exchanged, in accordance with the plan, subject to any rights under Section 6.28.200K.

H. Merger, Consolidation or Exchange-- Domestic and Foreign Corporations--  
Procedure.

1. One or more foreign corporations and one or more domestic corporations or any combination of such entities may be merged or consolidated, or participate in an exchange, in the following manner, if such merger, consolidation or exchange is permitted by the laws of the tribe, state or country under which each such foreign corporation is organized:

a. Each domestic corporation shall comply with this ordinance with respect to the merger, consolidation or exchange, as the case may be, of domestic corporations, and each foreign corporation shall comply with the applicable provisions of the laws of the tribe, state or country under which it is organized.

b. If the surviving or new entity in the merger or consolidation is to be governed by the laws of any tribe, state or country, it shall comply with this ordinance if it is to transact business in Indian country and, in every case, it shall file with the Corporate Administration Board:

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i. An agreement that it may be served with process within or without Indian country in any proceeding in the Tribal Court for the enforcement of any obligation of any domestic corporation which is a party to such merger or consolidation and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving or new entity;

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ii. An agreement that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they will be entitled under this ordinance with respect to the rights of dissenting shareholders.

2. The effect of such merger or consolidation shall be the same as in the case of the merger or consolidation of domestic corporations if the surviving or new entity is to be governed by the laws of the Tribe. If the surviving or new entity is to be governed by the laws of any state, the effect of such merger or consolidation shall be the same as in the case of the merger or consolidation of domestic corporations except insofar as the laws of such state provide otherwise.

3. 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 of merger or consolidation. (Res. 99-80 (part))

#### **6.28.270 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. (Res. 99-80 (part))

#### **6.28.280 Effective date.**

This ordinance shall be in full force and effect according to its terms from and after August 26, 1999. (Res. 99-80 (part))

**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.**

The ordinance codified in this chapter shall be known as the Squaxin Island Not-for-Profit Corporation Ordinance. (Res. 00-17 (part))

**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 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. (Res. 00-17 (part))

**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.

"Indian country," consistent with the meaning given in 18 U.S.C. 1151 means:

A. All land within the limits of the Squaxin Island Indian Reservation under the jurisdiction of the United States government, notwithstanding the issuance of any patent, and, including rights of way running through the reservation; and

B. All Indian allotments or other lands held in trust for a Squaxin Island Tribal member or the Tribe, the Indian titles to which have not been extinguished, including rights of way running through the same.

"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. (Res. 00-17 (part))

**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 in Indian country for a purpose or purposes for which a corporation might be organized under the provisions of this ordinance. (Res. 00-17 (part))

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#### 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 in Indian country, or a trade name or other corporate name reserved or registered as permitted by the laws of the Tribe. (Res. 00-17 (part))

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#### 6.32.060 Registered office and registered agent.

A. Each corporation organized pursuant to this ordinance shall have and continuously maintain in Indian country 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 within or outside of Indian country.

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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.

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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 2nd 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). (Res. 00-17 (part))

**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. (Res. 00-17 (part))

**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. (Res. 00-17 (part))

**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. (Res. 00-17 (part))

**6.32.100 Incorporators--Number.**

Two or more persons, each over the age of eighteen (18), may incorporate a not-for-profit corporation by signing and delivering articles of incorporation to the Corporate Administration Board. (Res. 00-17 (part))

**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 in Indian country 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. (Res. 00-17 (part))

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**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.

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 subsections (A)(14)(a) and (b) of this section, 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 subsections (A)(14)(a) and (b) of this section, 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 subsections (A)(14)(a) and (b) of this section. 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 subsection (A)(14)(d) of this section 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. (Res. 00-17 (part))

#### **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. (Res. 00-17 (part))

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

The special powers describe in this section 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. (Res. 00-17 (part))

### 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 Indian country, 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 in Indian country. 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.

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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. (Res. 00-17 (part))

#### 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 Indian country, 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. 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

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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

Indian country, 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 days' notice thereof by mail to each director so named, which notice shall state the date, time and location of the meeting.

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2. Meetings of the board of directors, regular or special, may be held either within or without Indian country. 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.

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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. (Res. 00-17 (part))

#### **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. (Res. 00-17 (part))

#### **6.32.180 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.

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, 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. (Res. 00-17 (part))

**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.
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.
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; 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 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 shall be deemed to be the original articles of incorporation of the new corporation. (Res. 00-17 (part))

#### **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 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. (Res. 00-17 (part))

#### **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 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 subsection J of this section, 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 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 subsection J of this section, 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 subsection J of this section; 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.

1. 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 in Indian country;

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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;

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

6. Except where a longer time is permitted for cure under this section (I), the corporation has failed to cure any violation of the Squaxin Island Tribal Code or other applicable

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law and has received at least fifteen (15) days written notice that it is conducting business in violation of applicable 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. (Res. 00-17 (part))

**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 chapter. 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 wilful 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 in Indian country, and every receiver shall give such bond as the Tribal Court may direct with such sureties as the Tribal Court may require.

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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 falling 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. (Res. 00-17 (part))

### 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 in Indian country unless it holds a certificate of authority, and no foreign company or corporation may purchase land in Indian country. This section shall not apply to enterprises wholly owned by the Tribe and doing business in Indian country on or before the effective date of this ordinance.

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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 in Indian country upon the affirmative action of the Corporate Administration Board.

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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 in Indian country.

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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 Indian country 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.

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F. Registered Office on Trust Land. Each foreign corporation authorized to transact business in Indian country shall have and continuously maintain a registered office in Indian country.

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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 in Indian country and has ceased to transact business therein;

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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 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 in Indian country shall cease.

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H. License Revocation.

1. The certificate of authority of a foreign or domestic corporation to transact business in Indian country shall be revoked by the Corporate Administration Board if the corporation fails to:

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- 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 in Indian country, a notice of such revocation.

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5. Upon the issuance of a certificate of revocation, the authority of the corporation to transact business in Indian country shall cease.

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1. 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 in Indian country upon any of the following grounds:

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- 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 fifteen (15) days.

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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 in Indian country a notice of such cancellation.

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4. Any foreign corporation whose certificate of authority to do business in Indian country 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.

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5. If the certificate of authority was revoked by the Corporate Administration Board pursuant to subsection H of this section, 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 subsection, 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 in Indian country.

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J. Certificate issued by the Corporate Administration Board.

1. Any certificate issued by the Corporate Administration Board pursuant to the 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 Indian country shall be prima facie evidence of the facts therein stated. (Res. 00-17 (part))

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#### 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 Indian country fails to appoint or maintain a registered agent upon whom service of process may be had, or whenever any registered agent cannot be found

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12. If the applicant will engage in any contracting or subcontracting activity, has a contractor/subcontractor Indian preference plan for complying with the Tribe's contract preference ordinance been submitted to the Tribe?

Yes \_\_\_\_\_ No \_\_\_\_\_

Has it been approved?

Yes \_\_\_\_\_ (approval attached) No \_\_\_\_\_ N/A \_\_\_\_\_

No Business Permit will be granted until a plan has been submitted and approved. Proof of approval should be submitted with this application.

13. Has the applicant submitted a plan to the Tribe for complying with the Tribe's Indian employment preference ordinance?

Yes \_\_\_\_\_ (approval attached) No \_\_\_\_\_

I hereby certify that the information provided in this application is true and complete to the best of my knowledge and belief. I further hereby certify that I have read the applicable ordinances or the Squaxin Island Tribe, and do hereby submit to the jurisdiction of the Squaxin Island Tribe and Squaxin Island Tribal Court provided for therein.

\_\_\_\_\_  
Signature of Authorized Official

\_\_\_\_\_  
Date

\_\_\_\_\_  
Typed name and title of signer.

APPLICATION FOR A PERMIT  
TO DO BUSINESS IN INDIAN COUNTRY  
For Calendar Year

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ISLAND RESERVATION

1. Name of Business: \_\_\_\_\_

2. Form of Business (corporation, partnership, sole proprietorship, other): \_\_\_\_\_

3. If corporation, where registered: \_\_\_\_\_

4. Business locations(s) (give complete street address for each location): \_\_\_\_\_

5. Business telephone(s): \_\_\_\_\_

6. Kind(s) of business conducted: \_\_\_\_\_

7. Owner(s): \_\_\_\_\_

Tribal Member: Yes No

Tribal Member: Yes No

Tribal Member: Yes No

Tribal Member: Yes No

If a corporation or partnership, list all shareholders or partners: \_\_\_\_\_

8. Address(es) of Owner(s): \_\_\_\_\_

9. Number of employees during prior calendar year:

Year: \_\_\_\_\_ Indians: \_\_\_\_\_ Non-Indians: \_\_\_\_\_

10. Gross sales for prior calendar year: \$ \_\_\_\_\_.

11. If a Foreign Corporation, name of statutory agent in Indian country (statutory agent shall be a resident of Indian country):

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Name: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone: \_\_\_\_\_

permit, or may waive or mitigate the provisions of subsections (B)(6)(a) and/or (b) above. (Res. 99-80 (part))

**6.36.080**      **Miscellaneous provisions.**

A.      Posting of Business Permits. Every entity issued a business permit pursuant to this ordinance shall post it in a conspicuous place at the business location listed on the business permit or, if it lists more than one location, it shall post a notice indicating the location at which the business permit is posted.

B.      Expiration of Business Permit. All business permits issued under this ordinance shall remain in effect for the duration of the calendar year for which issued, unless revoked as provided in this ordinance or under the provisions of any other Tribal law, and shall expire at midnight on the thirty-first (31st) day of December each year.

C.      Not Transferable. No business permit may be transferred to any other party.

D.      Delivery of Notice. Where notice to cease business is issued by the Corporate Administration Board, it shall be hand-delivered to the business entity by an employee or other agent of the Corporate Administration Board. If hand-delivery cannot reasonably be achieved, the Corporate Administration Board may post the notice at the business location in Indian country, and such posting shall be deemed effective as if hand-delivery had occurred.

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E.      Application Form. A copy of the business permit application form may be obtained during regular business hours at the office of the Corporate Administration Board. The business permit required to be obtained under the provisions of this subsection shall be in addition to all other permit fees and permits required by law. (Res. 99-80 (part))

due process. However, the formal rules of evidence shall not apply. If the Corporate Administration Board finds, by a preponderance of the evidence, that a danger does exist, it shall, within two days, so notify such entity, in writing, stating the reasons for such finding. Said entity may appeal the Corporate Administration Board's decision to the Tribal Court, and shall be entitled to an expedited hearing on the matter. If the Corporate Administration Board finds there is no danger, it shall cause to be issued, within two days and upon payment of all required fees, a business permit to said entity.

4. If an entity doing business in Indian country that has been directed by the Corporate Administration Board or the Tribal Court to cease doing business in Indian country, either pursuant to Section 6.36.070B or pursuant to the revocation of its business permit under any other Tribal law, fails to comply, the Corporate Administration Board shall petition the Tribal Court for, or the Tribal Court on its own motion shall issue, a show cause order as to why said business shall not be excluded from Indian country. Where the Corporate Administration Board alleges that the business presents a danger to the health, safety or welfare of residents of Indian country or cannot be conducted in compliance with Tribal or other applicable law, the Tribal Court shall hold an expedited hearing. If said entity fails to appear or fails to show good cause, the Tribal Court shall order the public safety department to take appropriate action:

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a. Where the person or persons engaging in business are not members of the Tribe, the Court shall order the public safety department to physically remove all such persons from Indian country along with any personal property used in the conduct of said business that can be removed without causing permanent damage to it. For property which cannot be feasibly so removed, such as a building, the Court shall order, and the public safety department shall implement, the incapacitation of said property by padlocking or other nondestructive means so that it can no longer be used carry out business.

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b. Where the person or persons doing business in violation of this ordinance are Tribal members, they shall be prosecuted for criminal contempt of court, and all personal property used in the conduct of said business shall be impounded, padlocked or otherwise incapacitated by nondestructive means so that it cannot be used to carry out any further business in Indian country. A corporation, partnership or other entity shall be considered a Tribal member for purposes of this section only if fifty-one (51) percent or more of the entity is owned by Tribal members.

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5. An entity may recover all such property incapacitated or impounded under this ordinance by paying to the Tribe the costs incurred by the Tribe in carrying out these legal proceedings as well as a fine of five hundred dollars (\$500.00) per day for each day that has passed since it was ordered by the Corporate Administration Board or the Tribal Court to obtain the business permit or to cease business activities, except that cigarettes possessed for resale, illegal drugs, and other items which the entity may not legally possess shall not be returned but shall be disposed of by the Tribe as appropriate.

6. An entity excluded or incapacitated under this provision shall be granted a new business permit to engage in business activity in Indian country only if:

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a. No less than six months have passed since the date of the exclusion order;

b. The entity has paid all costs incurred by the Tribe in carrying out the exclusion or incapacitation and has paid such fine as the Tribal Court deems appropriate, but not to exceed fifty-thousand dollars (\$50,000.00);

c. Notwithstanding the provisions of subsections (B)(6)(a) and (b) above, the Corporate Administration Board or the Tribal Court may, for good cause, deny such an entity a new business permit. may attach such conditions as are appropriate upon the granting of a new business



with all Tribal requirements established as conditions of commencing business in Indian country, including, but not limited to, the following:

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1. Pursuant to any contract and employment preference codes, evidence that the entity has submitted to the appropriate Tribal enforcing agency the compliance plans, if any, required by those ordinances and has had such plans approved by the enforcing agency(s);

2. Pursuant to any other requirements established by the Tribal Council to protect the health, safety, and welfare of the Tribe and its members, evidence that the entity has met the requirements to the satisfaction of the Tribal Council. (Res. 99-80 (part))

#### 6.36.070 Noncompliance--Sanctions-- Remedies.

A. Failure to Apply for Permit. An entity doing business in Indian country which fails to obtain a business permit as provided in this ordinance shall:

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1. Immediately obtain such a business permit and pay the requisite fee;

2. Be fined fifty dollars (\$50.00) per day for each day it operated in Indian country without a business permit, unless good cause is shown to the Corporate Administration Board as to why such a business permit had not been obtained in a timely manner.

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B. Sanctions.

1. Any entity doing business in Indian country without a business permit which fails to obtain a business permit within the time period required by the Corporate Administration Board as provided for in Section 6.36.060, or any entity whose business permit has been revoked by any court or agency of competent jurisdiction pursuant to any provision of this ordinance or any other Tribal law, shall immediately cease to carry out business in Indian country; provide that, upon a showing of good cause, the Corporate Administration Board or the Tribal Court may grant the entity a reasonable period during which to conclude its business so long as, during that time, the continuation of such business does not endanger the health, safety or welfare of the Tribe or its members.

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2. If the Corporate Administration Board becomes aware that an entity is conducting business in Indian country without a business permit, it shall deliver, by hand, notice to the entity informing it that it is operating in Indian country in violation of this ordinance and that such entity shall, within two days, apply for such a business permit and pay such fines as are indicated in the notice. However, where the Corporate Administration Board has reason to believe that the health, safety or welfare of residents of Indian country is endangered by the continuation of such business activity, or that the business activity cannot be conducted in compliance with Tribal or other applicable law, the Corporate Administration Board may order such business to terminate all business activity until it has obtained a business permit.

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3. Notwithstanding Section 6.36.070(B)(1), where the Corporate Administration Board has good faith belief that an entity applying for a business permit pursuant to this ordinance shall, if permitted to commence business in Indian country, present a danger to the health, safety or welfare of residents of Indian country, or would be in violation of Tribal or other applicable law, the Corporate Administration Board shall, within ten (10) working days, provide said entity with a written notice setting out the reasons it believes the entity presents such a danger and noticing a date for administrative hearing, such hearing to be held not later than ten (10) days after the delivery of said notice. At such hearing, the entity shall be given an opportunity to demonstrate that its business activity does not present a danger to the health, safety or welfare of the residents of Indian country or would not violate Tribal or other applicable law. The Corporate Administration Board shall establish necessary procedures for such hearing that comply with the requirements of

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"Reservation" means 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.

"Tribe" means the Squaxin Island Tribe. (Res. 99-80 (part))

**6.36.040 Fees.**

Each application shall be accompanied by a twenty-five dollar (\$25.00) payment which shall constitute the business permit fee. (Res. 99-80 (part))

**6.36.050 Applicability.**

A. Entities Required to Obtain Permit--Exemptions. The following shall be required to apply for a business permit pursuant to the provisions of this ordinance:

1. Every entity, including, but not limited to, an individual, a group of individuals, a sole proprietorship, partnership, association or joint venture which, prior to the effective date of this code, was engaged in a trade, business or profession, or commercial activity of any sort, in Indian country shall, prior to September 30, 1999 and prior to December 1st each calendar year thereafter, file with the Corporate Administration Board an application for a Business Permit which, upon issuance, shall entitle such entity to engage in the kind(s) of business activity at the location(s) listed in the application.

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2. Every entity, including, but not limited to, an individual, a group of individuals, a sole proprietorship, partnership, association or joint venture, intending to engage in a trade, business, profession or commercial activity of any sort in Indian country, but which was not engaged in such activity prior to August 26, 1999, shall, prior to commencing business in Indian country and prior to December 1st of each calendar year thereafter, file with the Corporate Administration Board an application for a business permit which, upon issuance, shall entitle said entity to engage in the kind(s) of business activity at the location(s) listed in the application.

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3. No business permit shall be required of any person engaged in: the ministry of healing by purely spiritual means or other religious activity; only in harvest of natural resources pursuant to a treaty right, or the operation of a firework stand.

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4. No officer or employee of any government and no individual in private or public employment who is compensated for services performed by him or her as an employee by his or her employer shall, for such employment, be required to obtain a business permit; in the case of a partnership, association or joint venture, no business permit shall be required of any partner, associate or joint venturer who does not, apart from such partnership, association or joint venture, individually engage in or conduct a trade, business or professional activity of the partnership, association or joint venture in Indian country. (Res. 99-80 (part))

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**6.36.060 Application for business permit.**

A. Contents--Proof of Compliance. Within ten (10) working days after receipt of an application and the fee for any business which is legal under Tribal and other applicable law, the Corporate Administration Board shall issue to said applicant a business permit to engage in business activity in Indian country. Said business permit shall indicate the kind(s) and location(s) of business activity for which the said entity has been licensed.

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B. Exceptions. Notwithstanding Section 6.36.060A, no business permit shall be granted to any entity until it has presented proof to the Corporate Administration Board that it has complied

**Chapter 6.36**  
**BUSINESS PERMIT ORDINANCE**

**Sections:**

- 6.36.010** Title.
- 6.36.020** Authority.
- 6.36.030** Definitions.
- 6.36.040** Fees.
- 6.36.050** Applicability.
- 6.36.060** Application for business permit.
- 6.36.070** Noncompliance-- Sanctions--Remedies.
- 6.36.080** Miscellaneous provisions.

**6.36.010** Title.

This ordinance shall be known as the Squaxin Island Tribe Business Permit Ordinance.  
(Res. 99-80 (part))

**6.36.020** Authority.

This ordinance is enacted by the Tribal Council of the Squaxin Island Tribe under the Tribe's inherent rights of sovereignty and the authority vested in said Tribal Council by the Squaxin Island Tribe Constitution and Bylaws. The Tribal Council reserves the right to repeal or amend the provisions of this ordinance provided that such action to repeal or amend is approved upon a finding by the Tribal Council on an action for declaratory judgment that such amendment or repeal is in the best interests of the Tribe. A business issued a Business Permit under and governed by this ordinance is subject to this reserved right. (Res. 99-80 (part))

**6.36.030** Definitions.

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

"Business permit" means a permit to do business in Indian country, issued pursuant to this Chapter 6.36 of the Squaxin Island Tribal Code.

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"Corporate Administration Board" has the meaning set forth in Chapter 6.24 of the Squaxin Island Tribal Code.

"Domestic corporation" means any corporation, for-profit or not-for-profit, organized under and subject to Chapter 6.28 or Chapter 6.32 of the Squaxin Island Tribal Code.

"Foreign corporation" means a corporation, for-profit or not-for-profit, organized under laws other than the laws of the Tribe.

"General Counsel" means the general counsel to the Tribe.

"Indian country," consistent with the meaning given in 18 U.S.C. 1151 means:

A. All land within the limits of the Squaxin Island Indian Reservation under the jurisdiction of the United States government, notwithstanding the issuance of any patent, and, including rights of way running through the reservation; and

B. All Indian allotments or other lands held in trust for a Squaxin Island Tribal member or the Tribe, the Indian titles to which have not been extinguished, including rights of way running through the same.

"Ordinance" means the Squaxin Island Tribe Business Permit Ordinance.

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. (Res. 00-17 (part))

**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 (Res. 00-17 (part))

**6.32.290 Effective date.**

This ordinance shall be in full force and effect according to its terms from and after March 9, 2000. (Res. 00-17 (part))

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.

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 1st, except that the first biennial report of a domestic or foreign not-for-profit corporation shall be filed on or before June 1st 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 1st 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 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 in Indian country of any foreign corporation pursuant to this ordinance, such foreign corporation may likewise appeal, and the appeal shall be to the Tribal Court.

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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 1st of the same year and that a properly executed and signed report is to be filed on or before June 1st of the same year; that if biennial fees are not paid and/or the biennial report is not filed on or before June 1st of the same year, that on June 2nd 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. (Res. 00-17 (part))

**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

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 in Indian country unless the name of such corporation be changed thereby or unless the corporation desires to pursue in Indian country other or additional purposes than those which it is then authorized to pursue in Indian country.

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D. Foreign Corporation--Amended Certificate of Authority--Form.

1. A foreign corporation authorized to conduct affairs in Indian country shall procure an amended certificate of authority in the event it changes its corporate name, or desires to pursue in Indian country 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.

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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 in Indian country 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.

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2. The failure of a foreign corporation to obtain a certificate of authority to conduct affairs in Indian country 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. (Res. 00-17 (part))

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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 in Indian country, shall file, within the time prescribed by this section, a biennial report setting forth:

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a. The exact name of the corporation;

b. The location of the registered office of the corporation in Indian country;

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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 in Indian country; and

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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.

at its registered office, as shown by the return of the service of process, or whenever any corporation withdraws from Indian country 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 Indian country, 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 Indian country by the corporation prior to the issuance of a certificate of withdrawal.

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C. Service of Process Fees for Foreign Corporations. If a foreign corporation makes a contract with a resident of Indian country to be performed in whole or in part by either party in Indian country or if a foreign or domestic corporation commits a tort in whole or in part in Indian country against a resident of Indian country, 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 Commissioner of Business Affairs and his successors to be its true and lawful attorney upon whom it may be 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 Indian country.

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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.

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E. Partial Waiver of Fees. Any member of the Tribe who seeks to engage in any commercial activity in Indian country, pursuant to this ordinance, shall be eligible for a waiver of imposed fees of fifty (50) percent upon a showing of proof of enrollment. (Res. 00-17 (part))

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#### 6.32.250 Foreign corporations.

A. Certificate of Authority. No foreign corporation shall transact business in Indian country unless it obtains a Certificate of Authority pursuant to this ordinance.

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B. Foreign Corporation--Articles of Incorporation--Amendment. Whenever the articles of incorporation of a foreign corporation authorized to conduct affairs in Indian country 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 in Indian country, nor authorize such corporation to conduct affairs in Indian country under any other name than the name set forth in its certificate of authority.

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C. Foreign Corporation--Merger. Whenever a foreign corporation authorized to conduct affairs in Indian country 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

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