



# SQUAXIN ISLAND TRIBE

Route 1, Box 257

Shelton, Washington 98584

Calvin J. Peters - *Chairman*  
Bryan A. Johnson - *Vice Chairman*  
Sally Ann Norman - *Secretary*

Wesley Whitener - *Treasurer*  
John Krise - *Councilman*  
Florence Sigo - *Tribal Historian*

RESOLUTION NO. 79-18  
of the  
SQUAXIN ISLAND TRIBAL COUNCIL

WHEREAS, the Squaxin Island Tribal Council is the Governing Body of the Squaxin Island Tribe of Indians by the authority of the Constitution and By-Laws of the Squaxin Island Tribe, as approved and adopted by the General Body and the Secretary of the Interior on July 8, 1965, and

WHEREAS, the Squaxin Island Tribal Council finds that a means of regulating non-profit organizations is necessary to insure the proper delivery of services by such corporations in furtherance of tribal needs for social, cultural and welfare assistance,

NOW THEREFORE BE IT RESOLVED, that the Squaxin Island Tribal Council hereby enacts the attached SQUAXIN ISLAND NON-PROFIT CORPORATION ACT.

## CERTIFICATION

The Squaxin Island Tribal Council does hereby certify that the above Resolution was adopted at a regular meeting of the Squaxin Island Tribal Council held on this \_\_\_\_\_ day of January, 1979, at which time a quorum was present and passed by a vote of \_\_\_\_\_ for, \_\_\_\_\_ against, quorum of \_\_\_\_\_.

Calvin J. Peters, Chairman

ATTESTED BY:

Mike Peters, Secretary

Bryan A. Johnson, Vice Chairman

*approve*

SQUAXIN ISLAND NON-PROFIT CORPORATION ACT

SECTION 1. TITLE

This Act shall be known and may be cited as the "Squaxin Island Non-Profit Corporation Act."

SECTION 2. DEFINITIONS

As used in this Act, unless the context otherwise requires, the term:

- (a) "Non-Profit Corporation" means a corporation organized and operated for religious, charitable, scientific, testing for public safety, or educational purposes, or for the prevention of cruelty to animals or children; and from which no profits, dividends or any consideration is given to any officer, director or employee beyond a reasonable remuneration for services rendered;
- (b) "Articles" means the Articles of Incorporation, completed in accordance with this Act, and delivered by the Incorporator to the Vice-Chairperson of the Squaxin Island Tribal Council;
- (c) "By-Laws" means the internal regulations of the corporation, completed in accordance with this Act, and delivered by the Incorporator to the Tribal Council;
- (d) "Directors" means those persons sitting on the Board of Directors of the corporation, who have authority as provided for under the Articles and/or By-Laws;
- (e) "Officers" means those persons engaged by the Directors to serve in particular capacities as provided for in the Articles and/or By-Laws;
- (f) "Employees" means those persons employed by the corporation to carry out specific tasks;
- (g) "Tribal Council" means the governing body of the Squaxin Island Tribe.

SECTION 3. PURPOSES

The purpose of any non-profit corporation organized under this Act shall be the provision of religious, recreational, charitable, cultural, social, scientific, literary or educational services. No part of the net earnings of any non-profit corporation organized under this Act shall inure to the benefit of any corporate officer, director or agent. Furthermore, no organization not eligible for tax-exempt status under Section 501 of the United States Internal Revenue Code, or its successor, shall be eligible to be incorporated under this Act.

SECTION 4. POWERS

Each non-profit corporation organized under this Act shall have the power:

- (a) To have perpetual succession under its corporate name unless a limited period of duration is stated in its Articles of Incorporation;

- (b) To sue and be sued, complain and defend, in its corporate name;
- (c) 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;
- (d) To purchase, take, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated;
- (e) To sell, convey, mortgage, pledge, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;
- (f) To lend money and use its credit to assist its employees;
- (g) To deal with and invest in for-profit corporations;
- (h) 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, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;
- (i) To lend and invest money for its corporate purposes, and to take and hold real and personal property as security for the payment of funds so loaned or invested;
- (j) To conduct its business, carry on its operations and have offices and exercise the powers granted by this Act, within or without the Squaxin Island Reservation;
- (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation;
- (l) To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this Tribe, for the administration and regulation of the affairs of the corporation;
- (m) To disburse funds as provided for in Section 3 of this Act;
- (n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;
- (o) To indemnify its officers and agents when they are made party to a suit at law by reason of the fact of their relation with the corporation, including attorney's fees and other expenses, judgments, fines and reasonable settlement amounts, if the officer or agent acted in the instance at issue in a manner he or she reasonably believed to be in the best interests of the corporation;
- (p) To terminate the activities and charter of the corporation;
- (q) To have and exercise all powers necessary or convenient to effect its purposes.

#### SECTION 5. REGISTRATION

Each non-profit corporation shall have and continuously maintain on the Squaxin Island Indian Reservation a registered office and a registered agent of the corporation authorized to accept service of process. If the registered agent cannot reasonably be found at the registered office, service of process may be had for the non-profit corporation on the court clerk of the Squaxin Island Indian Tribe.

## SECTION 6. ARTICLES OF INCORPORATION

The Articles of Incorporation shall set forth:

- (a) The name of the non-profit corporation;
- (b) The period of duration, which may be perpetual;
- (c) The purposes for which the non-profit corporation is organized, which may be stated to be, or include, any lawful purposes for which non-profit corporations may be incorporated under this Act;
- (d) The address of the registered office of non-profit corporation, and the name of its registered agent at such address;
- (e) The number of directors constituting the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting of members, if it is to be a non-profit corporation with members, or until successors shall be chosen.
- (f) The names and addresses of each incorporator; and
- (g) 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 non-profit corporation, including any provision which under this Act is required or permitted to be set forth in the by-laws.

## SECTION 7. BY-LAWS

The initial by-laws of a non-profit corporation shall be adopted by its Board of Directors at their first regularly-scheduled meeting. The power to alter, amend or repeat the by-laws or adopt new by-laws, subject to repeal or change by action of the members, if the corporation has members, shall be vested in the Board of Directors unless reserved to the members, if the Corporation has members by the Articles of Incorporation. The by-laws may contain any provisions for the regulation and management of the affairs of the non-profit corporation not inconsistent with law or the Articles of Incorporation. When passed, a copy shall be delivered to the vice-chairperson of the Squaxin Island Tribal Council.

## SECTION 8. INCORPORATORS

One or more persons may act as incorporator(s) of a non-profit corporation by signing and delivering in duplicate to the Vice-Chairman of the Tribal Council, Articles of Incorporation for such non-profit corporation.

## SECTION 9. FILING OF ARTICLES

The original and a conformed copy of the Articles of Incorporation shall be delivered to the Vice-Chairperson of the Tribal Council as provided for in Section 8 of this Act. If the Vice-Chairperson of the Tribal Council finds that the Articles of Incorporation conform to the law, he or she shall:

- (a) Endorse on the original and the conformed copy the word "filed," and the month, day and year of the filing thereof;

- (b) File the original in his or her office;
- (c) Issue a Certificate of Incorporation to which he or she shall affix the conformed copy.

The Certificate of Incorporation, together with the duplicate original of the Articles of Incorporation affixed thereto by the Vice-Chairperson of the Tribe, shall be returned to the incorporator(s).

#### SECTION 10. EFFECT OF ISSUANCE OF CERTIFICATE OF INCORPORATION

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 non-profit corporation has been incorporated under this Act, except as against this Tribe in a proceeding to cancel or revoke the certificate of incorporation or for involuntary dissolution of the non-profit corporation.

#### SECTION 11. DISSOLUTION

A non-profit corporation organized under this Act may be voluntarily dissolved by the Board of Directors through a resolution, presented to the Vice-Chairperson of the Squaxin Island Tribe, or it may be involuntarily dissolved by a decree of the Squaxin Island Tribal Court in an action filed by the Tribal Vice-Chairperson at the direction of the Tribal Council. To grant a decree of dissolution, the Tribal Court must find that:

- (a) The non-profit corporation has failed to file its annual report as required by this Act; or
- (b) The non-profit corporation procured its Articles of incorporation through fraud; or
- (c) The non-profit corporation has exceeded or abused the authority conferred upon it by law, or continued to fail to meet the requirements of this Act.

#### SECTION 12. ANNUAL REPORT

Each non-profit corporation organized under this Act shall file, within thirty (30) days of the end of each of its year an annual report setting forth:

- (a) The name of the non-profit corporation and the date of incorporation;
- (b) The address of the registered office, and the name of the registered agent of the non-profit corporation;
- (c) A brief statement of the character of the activities in which the non-profit corporation is actually engaged on the reservation;
- (d) The names and addresses of the directors of the non-profit corporation;
- (e) A financial report summarizing income and disbursements of the last year;
- (f) Such additional information as may be necessary or appropriate for the vice-chairperson of the Tribal Council

to determine the validity of the activities of the non-profit corporation.

#### SECTION 13. FEES AND TAXES

The Treasurer of the Squaxin Island Tribe shall charge and collect the following fees and taxes:

- (a) For filing any documents and issuing copies or certificates, \$2.00;
- (b) Upon any income from any activity not within the usual course of business of the non-profit corporation, as determined by reference to similar provisions in the United States Internal Revenue Code, a tax of 10% of the gross receipts derived from such activity.