

Oneida Tribe of Indians of Wisconsin

Post Office Box 365

Phone: 869-1260

Oneida, WI 54155



Oneidas bringing several hundred bags of corn to Washington's starving army at Valley Forge after the colonists had consistently refused to aid them



UGWA DEMOLUM YATEHE
Because of the help of this Oneida Chief in cementing a friendship between the Six Nations and the Colony of Pennsylvania a new nation, the United States, was made possible

Resolution #: 3-10-89-A

WHEREAS, the Oneida Tribe of Indians of Wisconsin is a federally recognized Indian government and a treaty tribe recognized by the laws of the United States, and

WHEREAS, the Oneida General Tribal Council is the governing body of the Oneida Tribe of Indians of Wisconsin, and

WHEREAS, the Oneida Business Committee has been delegated the authority of Article IV, Section 1 of the Oneida Tribal Constitution by the Oneida General Tribal Council, and

WHEREAS, Article IV, Section 1 (h) authorizes the Oneida Business Committee "to charter subordinate organizations for economic purposes", and

WHEREAS, the Oneida Enterprise Development Authority was chartered by the Oneida Business Committee pursuant to Article IV, Section 1 (h) of the Oneida Tribal Constitution, and

WHEREAS the Charter and By-Laws of the Corporation may, from time to time, require amendments to said original documents in order to address unique and changing circumstances within the Oneida Tribe's economic status and development, and

WHEREAS, it is in the best interest of said Corporation and the Oneida Tribe that the Charter and By-Laws be amended to better reflect the economic structural development of the Oneida Tribe while concurrently providing for protection of tribal assets.

NOW THEREFORE BE IT RESOLVED that the Oneida Enterprise Development Authority Corporation Charter and By-Laws shall hereby be amended as is indicated by the underlined sections of the attached documents and the following explanations:

BY-LAWS OF THE ONEIDA ENTERPRISE DEVELOPMENT AUTHORITY

Article 2. Definitions

- Section 1. Delete first sentence.
- Section 2. Change "control and management" to "oversight" and delete "and the management of the Corporation" from second sentence.
- Section 3. See underlined portion

Article 3. Corporate Officers

- Section 2. Add "and subject to appropriate Oneida tribal law"
- Section 3. Vacancies - Add "promptly either at a regular meeting or at a meeting specifically called for that purpose".
- President
- A. Change "control all of the business" to "oversee".
 - B. Delete first part of sentence and change to "The President".
 - D. Delete entire section.
 - E. Change "sign and execute" to "review" and add "assignments" and "leases".
 - E. Add "audit reports"
- Secretary
- entire Secretary and Treasurer sections changed to "Secretary/Treasurer"
 - J. Add entire section.
 - M. Add entire section.
- Other Officers - add "assistant"
- Section 5 Delete entire section
- Section 6 Delete entire section

Article 4. Contracts, Loans Checks and Deposits

Section 1. Contracts - add "and shall be within the purposes for which this Corporation was formed".

Section 4. Deposits. Add "in the appropriate account".

Article 5. Fiscal Year

Add "which shall be consistant with that of the Oneida Tribe."

Article 7. Tribal Services

Add entire Article.

Articles 8. Taxes

Add entire Article.

CORPORATE CHARTER OF ONEIDA ENTERPRISE DEVELOPMENT AUTHORITY

Article VI.

- A - G. All sections are previous (d), (e), and (g).
- H. delete "including contracts of employment"
- K & L insert "executing" and delete "administration and regulation" and section M.

Previous sections (a) b) (c) (f i j) (n) (o) are all deleted.

Article VII. Control of Operations

- A - B. Entire sections are new.
- D. Entire section is new.

Article VIII. Assets

First sentence changed to read "the authority to hold, pledge, encumber or assign the following":

- A. Change "Tribal Councils" to "Oneida Business Committee"

- C. Change to B.
- D. Changed to C.

last paragraph as underlined.

Article X. Payments to Tribe

- A & C All deleted. Second paragraph change 80% to 100% and add "after all debt obligations are paid".

Article XI. Use of Profits

Entire paragraph changed as underlined.

Article XII. Reports

Change "monthly" to "quarterly"

two paragraphs as underlined.

Article XIII. Dissolution

- 1. Add "a recommended"
- 3. Delete "winding up and "

Article XIV. Amendments


Add entire section.

Article XV. Limitation of Powers

Add entire section.

CERTIFICATION

I, the undersigned, as Secretary of the Oneida Business Committee, hereby certify that the Oneida Business Committee is comprised of 9 members, of whom 8 members constituting a quorum, were present at a meeting duly called, noticed and held on the 10 day of March, 1989; that the foregoing resolution was duly adopted at such meeting by a vote of 7 members for, 0 members against, and 0 members abstaining: And that said resolution has not been rescinded or amended in any way.


Amelia Cornelius, Secretary
Oneida Business Committee

BY-LAWS OF
ONEIDA ENTERPRISE DEVELOPMENT AUTHORITY

ARTICLE 1. CORPORATE OFFICE

The principal office of the Corporation shall be on the Oneida Indian Reservation. The Corporation may have such other offices, either within or without the Oneida Reservation as the business of the Corporation may require from time-to-time.

ARTICLE 2. DIRECTORS

Section 1. General Powers - The Board of Directors is hereby vested with all powers necessary to carry out the purpose of the Corporation, under the Corporate Charter of the Corporation.

Section 2. Duties and Powers - The Board of Directors shall have oversight of the activities of the Corporation. The Directors shall in all cases act as a Board. The Directors may adopt such rules and regulations for the conduct of their meetings as they may deem proper, not inconsistent with law, these By-Laws, the Charter of Incorporation, tribal ordinances and/or the Oneida Tribal Constitution.

Section 3. Election, Number and Tenure - The Board of Directors as established by the Corporate Charter shall consist of three (3) voting members. The membership of the Board shall consist of three (3) persons from the General Tribal Council who are voting members and who have extensive experience in business. Terms of office shall be for a period of three (3) years.

Section 4. Compensation - By resolution of the Board of Directors. Directors shall be paid their actual and reasonable

expenses, if any, of attendance at each meeting of the Board of Directors as such compensation as may be determined by the Board of Directors, provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 5. Quorum - Three (3) Directors shall constitute a quorum for the transaction of business in any regular or special meeting. 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. If less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time-to-time without further notice.

Section 6. Regular Meetings - One regular meeting shall be held within thirty (30) days after the Board is duly appointed, and thereafter the Board shall meet not less than semi-annually.

Section 7. Special Meetings - Special meetings of the Board may be called at the request of two members of the Board of Directors.

Section 8. Notice of Special Meetings - Notice of any special meeting shall be given at least three (3) days prior thereto by written notice, delivered personally or mailed to each Director at his address for such notice. Any Director may waive his right to notice of meeting. The business to be transacted at any regular meeting or special meeting of the Board of Directors shall be specified in the notice, or waiver of notice, of such meeting.

Section 9. Appointments - The Board of Directors shall appoint corporate officers annually at a regular meeting of the Board. If an officer is not appointed by the Board at such a meeting, such appointment shall be held as soon as possible

thereafter as may be convenient. Each officer shall hold office until his successor has been duly appointed and qualified, or removed as hereinafter provided.

Section 10. Vacancies - Any vacancy occurring in the Board of Directors may be filled on an interim basis by a majority vote of the Oneida Business Committee. The interim appointee shall function in the capacity as a Director only until such time as the Oneida Tribe fills the position appropriately.

ARTICLE 3. CORPORATE OFFICERS

Section 1. Number At its initial meeting, the Board of Directors shall appoint a president, vice president and secretary/treasurer.

Section 2. Removal - Any officer of the Corporation may be removed by a majority of the Board, with cause, when in the judgment of the Board, it would be in the best interest of the Corporation. Such removal shall be without prejudice to the contract rights, if any, of the person removed, and subject to appropriate Oneida tribal law.

Section 3. Vacancies - A vacancy in any corporate office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors, promptly either at a regular meeting or at a meeting specially called for that purpose.

Section 4. Duties of Officers - The duties and powers of the officers of the Corporation are those specified in these By-Laws and shall include any additional duties and powers as may be set by resolution of the Board of Directors.

President

A. The president shall be the principal executive officer of the Corporation and shall oversee the activities of the Corporation.

B. The president shall preside at all meetings of the Board and may also cast his vote on all questions.

C. He shall present an annual report of the condition of the activities of the Corporation to the Board of Directors.

D. He shall review all contracts in the name of the Corporation, all deeds, mortgages, assignments, leases, notes, drafts or other orders for the payment of money, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.

E. He shall cause all books, reports, statements, audit reports and certificates to be properly kept and filed as required by tribal law.

F. He shall enforce these By-Laws and perform all duties incident to his office and which are required by law, and generally, perform all duties as may be prescribed by the Board of Directors from time to time.

Vice President

In the absence of the president, the vice president shall perform the duties of the president, and when so acting, shall have all the powers and be subject to all the responsibilities of the office of the president. The vice president shall also perform such other duties and have such other powers as from time-to-time may be assigned to him by the Board of Directors or president which fall within the purposes of this Corporation.

Secretary/Treasurer

A. The secretary/treasurer shall keep the minutes of the

meetings of the Board of Directors in an appropriate book set aside and used exclusively for such purpose.

B. The secretary/treasurer shall be responsible for giving notice of special meetings of the Board of Directors.

C. The secretary/treasurer shall be the custodian of the records and seal of the Corporation and shall affix the seal on corporate papers when required.

D. The secretary/treasurer shall attest the execution of instruments on behalf of the Corporation by a proper officer thereof, and shall affix the corporate seal to such instruments on behalf of the Corporation.

E. The secretary/treasurer shall attend to all correspondence and present to the Board of Directors at its meetings all official communications received by the secretary.

F. The secretary/treasurer shall in general perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors.

G. The secretary/treasurer shall be aware of and have primary knowledge of all funds and securities of the Corporation, and shall require the deposits of such funds and securities in the appropriate account in such banks, trust companies, or other depositories as shall be designated by the Board of Directors.

H. Subject to banking resolutions adopted by the Board of Directors, the secretary/treasurer shall make, sign, and endorse in the name of the Corporation all checks, drafts, notes and other orders for the payment of money, and pay out and dispose of such under the direction of the president or the Board of Directors.

I. The secretary/treasurer shall keep at the principal office of the Corporation accurate books of account of all its transactions and activities and shall at all reasonable hours exhibit books and accounts to any director upon application at the office of the Corporation during business hours.

J. A report shall be rendered by the secretary/treasurer of

the condition of the finances of the corporation at each regular meeting of the Board of Directors and at such other times as shall be required of the secretary/treasurer as well as times prescribed by the Oneida Tribe.

K. The secretary/treasurer shall perform all duties incident to the office of the treasurer of the Corporation.

L. If required by the Board of Directors, the secretary/treasurer shall give such bond as the Board shall determine appropriate for the faithful performance of the duties of secretary/treasurer.

M. The Secretary/Treasurer shall maintain all records and accounting methods of the Corporation in accordance with the practices of the Oneida Tribal Management System.

Other Officers

Other assistant officers shall perform such duties and have such powers as may be assigned to them by the Board of Directors. Assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the secretary/treasurer, respectively, or by the president of the Board of Directors.

Section 5. Compensation - The officers shall receive such salary or compensation as may be fixed by the Board of Directors, if needed, and it shall be in line with that of the Oneida tribe's management system.

ARTICLE 4. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts - The Board of Directors may authorize any officer, or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances, and shall be within the

purposes for which this Corporation was formed and shall be subject to those limitations designated in the Charter

Section 2. Loans - No loans greater than \$5,000.00 shall be contracted on behalf of the Corporation and evidence of indebtedness shall not be issued in the Corporation's name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances and shall be within the purposes for which this Corporation was formed.

Section 3. Checks, Drafts, Etc. - All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, the agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and shall be within the purposes for which this Corporation was formed.

Section 4. Deposits - All funds of the Corporation not otherwise employed shall be deposited from time to time in the appropriate account in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE 5. FISCAL YEAR

The Corporation shall have a fiscal year which shall be consistant with that of the Oneida Tribe. Such fiscal year shall end on the last day of any one calendar month, and shall begin the first day of the next succeeding calendar month.

ARTICLE 6. INDEMNIFICATION

The Corporation shall indemnify any director, officer or former director or officer of the Corporation, against expenses

actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such a director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation.

ARTICLE 7. TRIBAL SERVICES

Whenever feasible, the Corporation shall use services offered by the Oneida Tribe that will serve the interest of the corporation, for example; accounting services.

ARTICLE 8. TAXES

The Corporation shall be subject to the taxing authority, if applicable, of the Oneida Tribe of Indians of Wisconsin and that of the federal government.

ARTICLE 9. AMENDMENTS

These By-Laws may be altered, amended, repealed or new By-Laws adopted by a majority of the entire Board of Directors at a regular or special meeting of the Board, subject to being approved by the Oneida Business Committee.

CORPORATE CHARTER
OF
ONEIDA ENTERPRISE DEVELOPMENT AUTHORITY

ARTICLE I.

NAME

The name of this tribally chartered corporation is the Oneida Enterprise Development Authority. The Oneida Tribe of Indians of Wisconsin confers on the Corporation all of the rights, privileges and immunities existing under federal and Oneida tribal laws.

ARTICLE II.

AUTHORITY

The Oneida Business Committee grants this Charter based upon authority vested in it by the Oneida General Tribal Council, Oneida Tribe of Indians of Wisconsin pursuant to Article IV, Section 1 (g) of the Constitution and By-Laws of the Oneida Tribe of Indians of Wisconsin and pursuant to the exercise of the sovereign rights, future and reserved, of the Oneida Tribe of Indians of Wisconsin by Article IV, Section 2 and 3, of the Constitution and By-Laws of the Oneida Tribe of Indians of Wisconsin, duly approved by the Secretary of the Interior on December 21, 1936.

ARTICLE III.

DURATION

The period of existence of the Corporation shall be perpetual until it is dissolved, pursuant to Article XIII., hereof.

ARTICLE IV.

REGISTERED OFFICE AND PLACES OF BUSINESS

The principal place of business and the registered office of the Corporation shall be on the Oneida Indian Reservation, Wisconsin. The registered office address of the Corporation is P.O. Box 365, Oneida Indian Reservation, Oneida, Wisconsin, 54155. The principal place of business is 3000 Seminary Road, Oneida Indian Reservation, Oneida, Wisconsin, 54155. The Corporation may also have such other places of business as the Board of Directors of the Corporation may from time-to-time direct, as the operations of the Corporation shall require.

ARTICLE V.

JURISDICTION

The Corporation is created under and is subject to the jurisdiction, laws and ordinances of the Oneida Tribe of Indians of Wisconsin. The actions hereby taken by the Oneida Business Committee and the Oneida General Tribal Council expressly reserve to the Oneida Tribe of Indians of Wisconsin all its inherent sovereign rights as an Indian tribe with regard to the activities of the Corporation.

ARTICLE VI.

PURPOSES AND POWERS

purposes for which the Corporation is organized are:

(a) To purchase, take, receive, lease, solicit, take by gift, devise or bequest or otherwise acquire, hold, improve, use and otherwise deal in and with money, real and personal property,

rights and services of any kind and description, or any interest therein.

(b) To mortgage, pledge, lease, hold, transfer and assign all or any part of its property and assets, PROVIDED, that title to all trust or restricted real property of the Oneida Tribe of Indians of Wisconsin shall be and remain in its trust or restricted status for the Oneida Tribe of Indians of Wisconsin.

(c) To buy, assign, mortgage or lease any interest in real or personal property for such periods as may be authorized by applicable law and to hold, mortgage, and sublease the same.

To enter into, make, perform and carry out contracts, and to receive financial assistance from any governmental or private source and to expend its funds in furtherance of its purpose.

(e) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation, PROVIDED, that such elections or appointments comply with hiring policies established by the Oneida Tribe of Indians of Wisconsin and the Corporation.

(f) To amend and alter By-Laws, not inconsistent with this Charter for the executing of the affairs of the Corporation, subject to being approved by the Oneida Business Committee.

(g) To sue and be sued in its Corporate name to the extent allowed by law, the Oneida Tribe of Indians of Wisconsin hereby giving its irrevocable consent to allowing the Corporation to sue and be sued upon any contract, claim or obligation of the Corporation arising out of the accomplishment of its purposes and hereby authorizing the Corporation to waive any immunity from suit which it might otherwise have and that any recovery against

the Corporation shall be limited to the assets of the Corporation. PROVIDED, however, that neither the Oneida Tribe of Indians of Wisconsin, nor any of its property, shall be liable for the debts or obligations of the Corporation.

ARTICLE VII.

CONTROL OF OPERATIONS

(a) The Corporation shall be managed by a Board of Directors consisting of three (3) persons from the General Tribal Council who are voting members and who have extensive experience in business. The term of office shall be three (3) years.

(b) The Board of Directors shall be responsible for activities of the Corporation; and for the usual ordinary duties of oversight performed by Boards of Directors.

(c) The Board of Directors may adopt By-Laws governing the removal of Corporate Officers by the Board of Directors for cause. Prior to removal, any Corporate Officer shall be given the opportunity to request a hearing in order to object to the proposed removal.

(d) No employee of the tribe or a tribally incorporated enterprise shall sit on the Board of Directors, as a voting member.

ARTICLE VIII

ASSETS

Subject to such contractual rights of others, including the Oneida Tribe, the Corporation shall have the authority to hold, pledge, encumber or assign the following:

Tribal properties of a real or personal nature subject to any conditions set out in the Oneida Business Committee's resolution authorizing the transfer of such properties to the Corporation.

(b) All interests in real or personal property whether of a tangible or intangible nature, the Corporation may acquire by grant, gift, loan, purchase, lease or other means.

(c) All earnings, interests, dividends, accumulations, contract rights, claims and other proceeds arising from the above listed assets.

Specific formal action by the Oneida Business Committee shall be required for each and every transfer of any property or asset that is transferred from the Oneida Tribe to the Corporation. Prior to each transfer, a proposed budget and business plan shall be submitted to the Oneida Business Committee along with the list of assets or the asset.

ARTICLE IX.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings either civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer, agent or employee acting on behalf of the Corporation against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding to the extent that such person is not otherwise indemnified.

ARTICLE X.

PAYMENTS TO TRIBE

This Charter is granted upon the condition that the Corporation shall make monthly financial payments and any other contractual payments due to the government of the Oneida Tribe of Indians of Wisconsin. No distribution of earnings or profit shall be made to any individual by the Corporation.

Cash flow shall be paid to the Oneida Tribe of Indians of Wisconsin monthly at one hundred percent (100%) of net operating profit derived from the Corporation for each fiscal year after all debt obligations are paid. The following definitions shall be used in determining payment to the Oneida Tribe:

ARTICLE XI.

USE OF PROFITS

One hundred percent (100%) of the profits earned by the Corporation shall be used for purposes as is described in Article VI. Purposes and Powers of this charter. Said profits shall be paid to the Oneida Tribe and said profits shall be used consistent with the Oneida tribal budget as well as with this charter.

ARTICLE XII.

REPORTS

The Corporation shall file quarterly reports with the Oneida Business Committee which shall describe (1) the business done and intended to be done by the Corporation; (2) material changes and developments since the last report in the business described, including a description of competitive conditions, research and

development activities; (3) any material pending legal proceeding to which the Corporation is a party; and (4) financial statements of the Corporation, including a consolidated balance sheet and consolidated statement of income and source and application of funds. The Corporation shall semi-annually prepare not less than thirty (30) days prior to the semi-annual meeting of the Oneida General Tribal Council, a summary of the information contained in the report prepared pursuant to the preceding paragraph, showing its assets and liabilities and the results of its operations.

In addition, an annual budget shall be submitted to the Oneida Business Committee subject to the regular schedule of submission of budgets of the Oneida Tribe.

Internal and external audits of the Corporation shall be conducted for the Oneida Tribe so long as reasonable notice to review the records of the Corporation is given to the treasurer of the Corporation. At least a twenty-four (24) hour notice is required.

ARTICLE XIII.

DISSOLUTION

The Corporation may be dissolved upon:

(1) A recommended adoption of a resolution providing for dissolution of the Corporation by the affirmative vote of two thirds of the Directors, and/or

(2) Adoption by the Business Committee of a resolution proposing dissolution of the Corporation.

Upon dissolution of the Corporation, the assets of the Corporation remaining for payment of all debts an

liabilities of the Corporation, shall be distributed to creditors in the following order:

Third parties perfected security interests

Security interests of Oneida Tribe of Indians of Wisconsin.

Third parties unperfected security interests.

ARTICLE XIV

AMENDMENTS

This charter shall only be amended by a majority vote of the Oneida Business Committee.

ARTICLE XV.

LIMITATION OF POWERS

Unless expressly authorized under this charter or by formal action of the Oneida Business Committee, the Corporation may not:

1. Expressly or impliedly enter into agreements of any kind on behalf of the Oneida Tribe;
2. Pledge the credit of the tribe;
3. Dispose of, pledge, or otherwise encumber real or personal property of the tribe;
4. Secure loans or incur indebtedness requiring any obligation, contribution or guarantee on the part of the tribe;

5. Waive any right of, or release any obligation owed to the tribe;
6. Waive any other rights, privileges or immunities of the tribe;
- 7 Exercise governmental functions, such as taxing, zoning, licensing or police powers, with respect to Oneida tribal lands. Such powers are exclusively reserved and shall be exercised by the Oneida Business Committee through the enactment of codes, ordinances and regulations; provided, however, that the corporation may be empowered to implement and enforce such tribal enactments.