

NORTHERN ARAPAHO CODE

TITLE 9. NONPROFIT CORPORATION CODE

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Section 101 - Citation; Authority and Purpose. This Code may be cited as the Northern Arapaho Tribe Nonprofit Corporation Code and is enacted pursuant to the inherent authority of the Northern Arapaho Tribe to authorize, recognize and regulate voluntary associations formed for charitable, educational, or similar nonprofit purposes affecting the health and welfare of residents of the Wind River Reservation, the Tribe, and members of the Tribe.

Section 102 - Definitions.

(a) **Corporation.** The term "Corporation" when used in this Code means a nonprofit corporation formed pursuant to this Code.

(b) **Nonprofit Corporation.** A "Nonprofit Corporation" means a corporation:

(1) Formed for a purpose not involving pecuniary gain; and

(2) Paying no dividend, directly or indirectly, to its members, directors or officers; or

(3) Holding a current tax exempt status as provided under 26 U.S.C. §501(c)(3) or specifically exempt from the requirement to apply for its tax exempt status under 26 U.S.C. §501(c)(3).

(c) **Articles.** "Articles" mean the original Articles of Incorporation or Articles of Incorporation as amended.

(d) **Directors.** "Directors" mean the persons vested with the general management of the internal affairs of the corporation regardless of how designated.

(e) **Member.** "Member" means an entity, either corporate or natural, having any membership rights in a corporation in accordance with its articles, bylaws or both.

(f) **Liability.** "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses actually incurred with respect to a proceeding.

(g) Secretary. "Secretary" means the Secretary of the Northern Arapaho Business Council (NABC) or such other officer of the Tribe as the Business Council may from time to time designate as responsible for matters regarding nonprofit corporations set forth in this Code.

Section 103 - Purposes of Incorporation; Authorized

Incorporators. A nonprofit corporation may be formed pursuant to this Code for any lawful purpose. Any individual eighteen (18) years of age or older may form a nonprofit corporation by preparing, executing and filing articles of incorporation pursuant to this Code.

Section 104 - Articles of Incorporation.

(a) Filing Fee. The articles shall be prepared, signed by each of the individuals forming the nonprofit corporation, filed with the Secretary, and accompanied by a filing fee in the amount of Ten Dollars (\$10).

(b) Form. The articles of a corporation formed pursuant to this Code may be in substantially the form provided in the Form Appendix to this Code.

Section 105 - Corporate Name.

(a) English Letters. A corporation formed pursuant to this Code may have a name in any language, but it shall be expressed in English letters. The name shall end with the word "Corporation" or "Incorporated" or the abbreviation "Corp." or "Inc."

(b) Use of Similar Name Forbidden. The corporate name shall not be the same as, nor similar to, the name of any other corporation formed pursuant to the laws of the Northern Arapaho Tribe, nor shall the corporate name imply an affiliation with tribal government or any agency or program of the Tribe that is incorrect or which may be misleading to the public.

Section 106 - Approval by NABC. All proposed articles of incorporation shall be presented by the Secretary or a

representative of the proposed corporation for action by the NABC. Although the form of approval may vary, the usual format for approval is provided in the Form Appendix to this Code.

Section 107 - Certificate of Incorporation. After the articles which are filed with the Secretary have been duly approved by the NABC and after the fees prescribed by law are paid, the Secretary shall record the articles and issue and record a Certificate of Incorporation. The Certificate of Incorporation form is provided in the Form Appendix to this Code.

Section 108 - Corporate Existence. When a Certificate of Incorporation is issued, the corporate existence begins. The certificate is conclusive evidence of the fact of incorporation.

Section 109 - Bylaws. Duly adopted or amended bylaws for the corporation may contain any provision for the purpose of administering and regulating the affairs of the corporation not inconsistent with law or the articles of incorporation.

Section 110 - Corporate Capacity.

(a) **Capacity.** A corporation has the capacity to act that is possessed by natural persons, but it shall have authority to perform only acts that are necessary or proper to accomplish its purposes and not contrary to law.

(b) **Authority.** Without limiting or enlarging the provision above, and unless the articles or bylaws prescribe otherwise, a corporation has authority to:

(1) Continue as a corporation for the time stated in its articles of incorporation, or, if the time is not stated, perpetually;

(2) Sue and be sued; except its members shall not be personally liable for the acts, debts, obligations or liabilities of the corporation;

(3) Take and hold an interest in real or personal property;

(4) Lease, encumber, convey or dispose of real and personal property;

(5) Enter into obligations or contracts and do any act incidental to the transaction of its business or expedient to the purposes stated in its articles of incorporation;

(6) Conduct its affairs within and without the Wind River Indian Reservation, Wyoming;

(7) Make, amend and repeal bylaws, not inconsistent with its articles or with law, for the administration and regulation of its affairs;

(8) Make donations to other nonprofit corporations for related purposes and to needy persons;

(9) Serve as a member of another nonprofit corporation; and

(10) Dissolve and wind up the affairs of the corporation.

Section 111 - Members.

(a) **Not Required.** A corporation is not required to have members.

(b) **Membership Standards.** If a corporation has members, the following standards shall apply:

(1) The articles of incorporation shall establish the criteria and procedures for admission of members;

(2) All members shall have the same rights and obligations with respect to voting, dissolution and all other matters, unless the articles or bylaws specifically establish classes of membership with different rights or obligations; and

(3) A member of a corporation is not, as such, personally liable for the acts, debts, liabilities or obligations of the corporation.

(c) **Dues and Fees.** A member may become liable to the corporation for dues, assessments or fees as a condition for remaining a member. An article, bylaw or corporate resolution authorizing dues, assessments or fees is not, by itself, sufficient to impose liability without the consent or acquiescence of the member.

Section 112 - Meetings.

(a) **Board Meetings.** A Board of Directors shall hold at least four (4) regular meetings annually, and may hold additional regular or special meetings as may be necessary. Board members shall be provided with written notice of any meeting at least five (5) days in advance of the meeting.

(b) **Quorum.** A quorum of a Board of Directors consists of a majority of the directors in office immediately before a meeting begins unless otherwise provided in the articles or bylaws.

(c) **Participation.** A Board may permit directors to participate in meetings by using any means of communication that allows all participants to simultaneously communicate with each other during the meeting. A director participating in a meeting by this means is present in person at the meeting.

(d) **Membership Meetings.** A corporation with members shall hold at least one (1) meeting of the membership annually. Members shall be provided with written notice of each membership meeting at least fifteen (15) days in advance of the meeting.

Section 113 - Directors and Officers.

(a) **Board of Directors.** A corporation shall have a Board of Directors and the members of the Board shall choose from among their number officers, to include a Chairperson, Secretary and Treasurer. One person may hold more than a single office, but there shall be at least two (2) officers.

(1) The Board of Directors shall consist of three (3) or more individuals. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, its Board;

(2) (A) If the corporation has members, all the directors, except the initial directors, shall be elected by the membership at the first annual meeting of members, and at each annual meeting thereafter, unless the articles or bylaws provide some other time or method of selection;

(B) If the corporation does not have members, all the directors, except the initial directors, shall be elected by the Board unless a different method of selection is set forth in the articles or bylaws;

(3) The articles or bylaws shall specify the terms of directors and officers and the manner in which a vacancy shall be filled;

(4) A director or officer may resign at any time by delivering written notice to an officer of the Board;

(5) Unless the articles or bylaws provide otherwise, a Board of Directors, including officers, shall serve without compensation, but individuals may be reimbursed for reasonable and necessary expenses incurred as part of Board service; and

(6) The Tribal Court may remove any director of a corporation from office in a proceeding commenced either by the corporation or by at least ten percent (10%) of the voting membership, if the Court finds that:

(A) The director engaged in fraudulent or dishonest conduct, or gross abuse of authority or discretion, with respect to the corporation, or a final judgment has been entered finding that the director has violated a duty owed to the corporation under the provisions of Section 113 of this Code;

(B) Removal is in the best interest of the corporation;

(C) The Court that removes a director may bar the director from serving on the Board for a period prescribed by the Court; or

(D) The articles or bylaws of a religious

corporation may limit or prohibit the application of Section 113 of this Code.

(b) Standards and Liabilities. Directors and officers shall discharge their duties (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the director or officer reasonably believes to be lawful and in the best interests of the corporation and its members, if any.

(1) Directors and officers are not liable to the corporation, any member or any other person for any action taken or not taken if the director or officer acted in compliance with this section;

(2) Directors and officers may be civilly liable only for gross negligence or intentional misconduct; and

(3) A director or officer shall not be deemed to be a trustee with respect to the corporation or with respect to any property held or administered by the corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of the property.

(c) Indemnification. Unless limited by its articles of incorporation, a corporation:

(1) Shall indemnify a director or officer who was wholly successful in the defense of any proceeding to which the director or officer was a party because he/she is or was a director or officer of the corporation, against reasonable expenses including attorney's fees, actually incurred in connection with the proceeding;

(2) May, consistent with public policy and to the extent that may be provided by its articles or bylaws, indemnify a director or officer made a party to a proceeding because the person is or was a director or officer, against liability incurred, and for reasonable expenses including attorney's fees in the proceeding, if:

(A) The person's conduct was in good faith; and

(B) The person reasonably believed that the

conduct was in the corporation's best interests and was not unlawful; and

(C) May advance expenses to a director or officer to the extent, consistent with public policy, allowed by its articles of incorporation or bylaws.

(d) **Insurance.** A corporation may purchase and maintain insurance coverage on behalf of an individual who is or was a director, officer, employee or agent of the corporation for liability asserted against or incurred by the individual in that capacity or arising from his/her status as a director, officer, employee or agent, whether or not the corporation would have the authority to indemnify the person against the same liability under this Code.

(e) **Notice.** A corporation shall provide each director and officer at the beginning of his/her term with written notice of the standards and liabilities applicable to directors and officers under this Code, and shall at the same time provide a written description of the provisions of the corporate articles and bylaws concerning indemnification and insurance coverage for directors and officers. The notice may be substantially in the form contained in the Form Appendix to this Code.

Section 114 - Conflicts of Interest. A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect interest. A transaction in which a director has a conflict of interest may be approved:

(a) **Board Vote.** By the vote of the Board of Directors if the material facts of the transaction and the director's interest are disclosed or known to the Board of Directors.

(b) **Approval.** A conflict of interest transaction is approved if it receives the affirmative vote of a majority of the directors who have no direct or indirect interest in the transaction. The presence of a director with a direct or indirect interest in the transaction does not affect the validity of action taken.

(c) **Additional Requirements.** The articles, bylaws or a resolution of the Board may impose additional requirements on

conflict of interest transactions.

Section 115 - Voluntary Dissolution.

(a) Action by Board. A corporation without members may be voluntarily dissolved by its Board of Directors.

(b) Action by Members. If the corporation has members:

(1) The Board of Directors may recommend dissolution of the corporation to the members by submitting the recommendation to the members for a vote at a meeting of the membership. If a dissolution recommended by the Board of Directors is approved at a meeting of the membership by an affirmative vote of the holders of a majority of the voting power of all members entitled to vote, the dissolution shall proceed; or

(2) Membership of the corporation may propose dissolution of the corporation without Board recommendation to the extent and in the manner provided by the articles or bylaws. To proceed, a resolution of dissolution must be approved at a meeting of the membership by an affirmative vote of the holders of a majority of the voting power of all members entitled to vote.

(c) Notice. The corporation shall provide written notice at least fifteen (15) days in advance of any Board or membership meeting at which approval for dissolution is to be obtained. The notice shall state that the purpose, or one of the purposes, of the meeting is to consider dissolution of the corporation and contain or be accompanied by copies of all proposed dissolution recommendations, resolutions and/or plans.

(d) Intent to Dissolve. If a dissolution is approved as provided herein, the corporation shall execute a Statement of Intent to Dissolve in conformance with the requirements of Title 2 N.A.C. Sections 124 and 125, Business Organizations Code, and deliver it and the resolution of dissolution for filing to the Secretary as soon as practical after the vote approving the dissolution.

(e) Winding Up. When the resolution approving dissolution has been adopted and it together with the Statement of Intent to

Dissolve has been filed with the Tribe, the corporation shall cease to carry on its business except to the extent necessary for the winding up of the corporation. As soon as possible, the corporation shall:

- (1) Collect all debts due or owing the corporation;
- (2) Pay all debts, obligations and liabilities of the corporation;
- (3) Sell, lease, transfer or otherwise dispose of all or substantially all of the property and assets of the corporation and convert the same to cash; and
- (4) Distribute any property and assets remaining after payment of all debts and obligations of the corporation to persons, societies, organizations and corporations, whether profit or nonprofit, engaged in activities which will, as nearly as possible, accomplish the general purpose of the dissolving corporation.

(f) Articles of Dissolution. After payment of all debts and obligations of the corporation has been made or adequate provision made therefor, and all of the remaining property and assets have been distributed as provided herein, the corporation shall file articles of dissolution with the Secretary. The articles of dissolution shall state:

- (1) The name of the corporation;
- (2) The date on which the corporation filed the Statement of Intent to Dissolve with the Secretary;
- (3) That all debts, obligations and liabilities of the corporation have been paid and discharged or that adequate provision has been made therefor;
- (4) That any remaining property and assets of the corporation have been distributed in accordance with the purpose for which the corporation was formed as established by its articles of incorporation; and
- (5) That there are no pending legal, administrative or arbitration proceedings by or against the corporation or that adequate provision has been made for the satisfaction

of any judgment, order or decree that may be entered against the corporation in any such proceedings.

(g) Effective Date. The articles of dissolution shall be filed in accordance with the provisions of Title 2 N.A.C. Section 129, Business Organizations Code, and the corporation shall be dissolved upon the issuance of the Certificate of Dissolution.

(h) Certificate. Upon receipt of the articles of dissolution, the Secretary shall issue to the dissolved corporation or its legal representative a Certificate of Dissolution which shall contain:

- (1) The name of the corporation;
- (2) The date the articles of dissolution were filed with the Secretary; and
- (3) The date and time the Certificate of Dissolution was issued by the Secretary, and a statement that the corporation is dissolved as of the date and time the Certificate of Dissolution is issued by the Secretary. Although the form of the Certificate of Dissolution may vary, the usual form is provided in the Form Appendix to this Code.

Section 116 - Dissolution by the Tribal Court.

(a) Action for Dissolution. The Tribal Court may dissolve a corporation in an action brought by a director, by members holding ten percent (10%) or more of the voting power, or by any other person permitted to bring such an action by the articles or bylaws, if one or more of the following grounds are established:

- (1) The corporation obtained its articles of incorporation through fraud;
- (2) The corporation has repeatedly exceeded or abused the authority conferred upon it by law;
- (3) The corporation has fraudulently solicited money or has fraudulently used money solicited;
- (4) The directors or those in control of the

corporation have acted, are acting or will act in a manner that is illegal or fraudulent;

(5) The corporate assets are being misapplied or wasted; or

(6) The corporation is no longer able to carry out its purposes.

(b) Action by Creditor. The Court may dissolve a corporation in a proceeding brought by a creditor if one or more of the following grounds are established:

(1) The creditor's claim has been reduced to judgment, the execution on the judgment has been returned unsatisfied, and the corporation is insolvent; or

(2) The corporation has admitted in writing that the creditor's claim is due and owing and the corporation is insolvent.

(c) Considerations. Prior to dissolving a corporation, the Court shall consider whether:

(1) There are reasonable alternatives to dissolution; and

(2) Dissolution is in the public interest.

(d) Parties. It is not necessary to make directors or members parties to a proceeding to dissolve a corporation unless relief is sought against them individually.

(e) Judicial Powers. The Court in a proceeding brought to dissolve a corporation may issue injunctions, appoint a receiver with all powers and duties the Court directs, take other action required to preserve the corporate assets wherever located, and may make such orders as necessary to carry on the activities of the corporation until a decision on dissolution can be made.

(f) Judgment. If after a hearing the Court determines that one or more grounds for judicial dissolution exist and that dissolution should proceed:

(1) The Court shall make such orders as may be

necessary for the winding up and liquidation of the corporation's affairs in accordance with Section 115 (e) of this Code. The Court shall require a final report and accounting to be filed showing that the requirements of Title 2 N.A.C. 128, Business Organizations Code, and Section 115 (e) of this Code have been satisfied;

(2) When the Court determines that the affairs of the corporation have been concluded, it shall enter an order dissolving the corporation and specifying the effective date of the dissolution. The clerk of the court shall deliver a certified copy of the judgment to the Secretary for filing; and

(3) Upon receipt of the certified copy of the Judgment of Dissolution, the Secretary shall file the Judgment and issue a Certificate of Dissolution in accordance with the provisions of Title 2 N.A.C. Section 129, Business Organizations Code.

(g) **Certificate.** The Secretary shall issue to the dissolved corporation or its legal representative a Certificate of Dissolution which shall contain:

(1) The name of the corporation;

(2) The date the Judgment of Dissolution was filed with the Secretary; and

(3) The date and time the Certificate of Dissolution was issued by the Secretary and a statement that the corporation is dissolved as of the date and time the Certificate of Dissolution was issued by the Secretary. Although the form of the Certificate of Dissolution may vary, the usual form of the Certificate of Dissolution is provided in the Form Appendix to this Code.

Section 117 - No Tribal Ownership or Management.

(a) **No Tribal Rights or Obligations.** Unless the Northern Arapaho Tribe is a member of a corporation or has entered into a contract that provides otherwise with a corporation, the Tribe shall have no ownership or management rights or obligations with respect to the corporation.

(b) Separate Entity. A corporation formed under this Code is a legal entity separate and apart from the Tribe. All corporations chartered by the Tribe shall comply with all applicable laws of the Tribe.

Section 118 - Annual Reports.

(a) Annual Report. Every corporation organized under this Code shall file an annual report, which shall comply with the following requirements:

(1) The report shall include the names and addresses of the corporation's officers and directors, the address of its principal office, and any compensation, profit or pecuniary advantage paid directly or indirectly to any officer or director;

(2) The annual report shall be filed with the Secretary on or before the first day of March of each year;

(3) An officer of the corporation shall execute the annual report under penalty of perjury; and

(4) An annual fee of Ten Dollars (\$10) shall accompany the annual report.

(b) Corrections. If an annual report does not contain the information required by this section, the Secretary shall promptly notify the reporting corporation in writing and return the report to it for correction.

(c) Current Information. The information in the annual report shall be current on the date the annual report is executed on behalf of the corporation.

History: 2007. Title 9. The Northern Arapaho Nonprofit Corporation Code was enacted by the Northern Arapaho Tribe by resolution of the Northern Arapaho Business Council dated August 13, 2007, Resolution No. 2007-9358. Technical amendments and the notary certificate were amended by resolution of the NABC on May 7, 2012, Resolution No. NABC-2012-205. Technical amendments for the purpose of clarifying references to tribal courts were enacted on August 17, 2016, by Resolution No. NABC-2016-702, and additional technical amendments were enacted on August 31, 2016, by Resolution No. NABC-2016-713.

**ARTICLES OF INCORPORATION
of
[NAME OF CORPORATION]**

A Nonprofit Corporation
chartered by

Northern Arapaho Tribe
Wind River Indian Reservation
Ethete, Wyoming

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, a natural person over the age of eighteen (18) years, acting as the incorporator of this Nonprofit Corporation does hereby adopt and verify the following Articles of Incorporation of this Nonprofit Corporation:

ARTICLE I - NAME

The name of this Nonprofit Corporation shall be "[insert name]."

ARTICLE II - DURATION

The period of duration of this Corporation shall be perpetual.

ARTICLE III - CLASSIFICATION

The Corporation is a charitable corporation as defined under Section 501(c)(3) of the United States Internal Revenue Code.

ARTICLE IV - PURPOSES

The Corporation is organized for purposes other than the

conduct of a business for profit, and instead is organized for charitable, cultural, recreational or educational purposes and, in this connection:

[state purpose(s)]

ARTICLE V - POWERS

In furtherance of its corporate powers, the Corporation shall have the following general powers:

1. To sue and be sued, complain and defend, all in its corporate name;
2. To have a corporate seal which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing or in any other manner reproducing it;
3. To make and amend bylaws not inconsistent with its Articles of Incorporation or with the laws of the Northern Arapaho Tribe for regulating and managing the affairs of the Corporation;
4. To take, purchase, receive, lease or otherwise acquire, and own, hold, improve, use and otherwise deal in and with, real and personal property, or any legal or equitable interest in property wherever located;
5. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all, or any part of, its property and assets;
6. To purchase, receive, subscribe for or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge or otherwise dispose of, and deal in and with, shares or other interests in, or obligations of any entity;
7. To make contracts and guaranties, incur liabilities, borrow money, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises or income;
8. To lend money, invest and reinvest its funds and

receive and hold real and personal property as security for the repayment;

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

10. To conduct its activities, locate offices and exercise its powers within the Wind River Reservation or in any worldwide location;

11. To elect or appoint directors, officers, employees and agents of the Corporation, define their duties and fix their compensation;

12. To pay pensions and establish pension plans, pension trusts, and other benefit and incentive plans for any or all of its current or former directors, officers, employees and agents;

13. To make donations not inconsistent with law for the public welfare or for charitable, religious, scientific or educational purposes and for other purposes that further the corporate interest;

14. To carry on a not-for-profit business related to the purposes of the Corporation;

15. To indemnify any director or officer or former director or officer of the Corporation against liability expenses actually and necessarily incurred by him/her in connection with any action, suit or proceeding in which he/she is made a party by reason of being or having been such director or officer, if the individual acted in good faith, reasonably believed the conduct at issue was in the Corporation's best interests and was not illegal;

16. To indemnify any director or officer or former director or officer of the Corporation against liability actually incurred by him/her in any proceeding in which he/she is made a party by reason of being or having been such director or officer, if the director or officer acted in good faith, and reasonably believed that the conduct was in the Corporation's best interests and not unlawful; and

17. To do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the Corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE

The address of the Corporation's initial registered office is: [insert address].

ARTICLE VII - INITIAL REGISTERED AGENT

The name and address of the initial registered agent is: [insert name and address].

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is: [insert name and address].

ARTICLE IX - MEMBERS

The Corporation will not issue capital shares and will have no members.

ARTICLE X - PROHIBITED TRANSACTIONS AND ACTIVITIES

No substantial part of the activities of the Corporation shall include the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. No part of the activities of the Corporation shall consist of providing banking or insurance. No officer or member, nor the Board of Directors, shall ever participate in or permit the Corporation to participate in any of the transactions referred to in Section 503 of the Internal Revenue Code as "prohibited transactions" nor any other transactions prohibited by said Code. The Corporation shall comply with those portions of the Internal Revenue Code and applicable regulations, and any amendments thereto, as are required to maintain the Corporation's recognition by the Internal Revenue Service as a tax-exempt entity.

ARTICLE XI - DISTRIBUTION ON DISSOLUTION

In the event of the dissolution of the Corporation, no officer, director or private individual shall be entitled to any distribution or division of the Corporation's remaining property or its proceeds, and the balance of all its assets, after the payment of all the liabilities of the Corporation, shall be disposed of and distributed exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future Internal Revenue law) as the Board of Directors shall designate. Any of such assets not so disposed of shall be disposed of by the Tribal Court exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII - INCOME AND DISTRIBUTION

No part of the net earnings or income of the Corporation shall inure to the benefit of any members, directors, officers of the Corporation, or any private shareholder or individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes; and no member, director, officer of the Corporation, or any private shareholder or individual shall be entitled to share in the distribution of any of the corporate assets on dissolution

ARTICLE XIII - REGULATION OF INTERNAL AFFAIRS

Provisions relative to the regulation of the internal affairs of the Corporation, not inconsistent with the laws of the Northern Arapaho Tribe, shall be generally set forth in the bylaws of the Corporation, but it is specifically provided as follows:

1. **Directors.** The general management of the affairs of the Corporation shall be exercised by a Board of Directors. At all times there shall not be less than five (5) nor more than ten (10) directors. Except for the initial directors, the directors shall be elected to three-year terms by the directors. A

director may serve more than one term. Nominations for potential directors may be submitted by any person or entity, but the Board of Directors shall have final authority on the selection and appointment of individuals to vacancies on the Board. The Board is authorized to establish rules for the selection and appointment of "honorary" or special members of the Board who shall have no governing authority.

2. **Officers**. From among its members, the Board shall elect a Chairperson, a Secretary and a Treasurer. As far as practical, no individual shall hold more than one office at a time.

3. **Bylaws**. Bylaws may be adopted, repealed or amended by a majority vote of the Board of Directors. In the event that any provision of the bylaws of the Corporation conflict with any provision of these Articles, the terms of these Articles shall prevail.

4. **Annual and Special Meetings**. An annual meeting of the Corporation shall be held each February on specific dates, times and places established by the Board of Directors, who shall provide reasonable advance written notice of the same to each director. The agenda for annual meetings shall include approval of the annual report, amendments to these Articles, if any are proposed, and elections for members of the Board of Directors. Special meetings may be called for any purpose by the directors.

ARTICLE XIV - INITIAL DIRECTORS

The initial directors of the Corporation and their initial terms of office shall be as follows: [insert names and terms].

The initial directors shall serve until a successor is elected and qualified.

ARTICLE XV - ANNUAL REPORT

The Corporation shall file an annual report with the Secretary of the Northern Arapaho Business Council, setting forth the names and addresses of its officers and directors, the address of its principal office, and any compensation paid directly or indirectly to any officer or director. The above

information shall be current on the date the annual report is executed, and shall be available for public inspection according to the policies and procedures of the Northern Arapaho Business Council.

The annual report shall be filed before December 1st of every year. A license fee of Ten Dollars (\$10.00) shall accompany the annual report.

ARTICLE XVI - AMENDMENTS

These Articles may be amended by a majority vote of the directors, provided that the purposes of the Corporation shall always be consistent and in conformity with the original purposes of the Corporation and the laws of the Northern Arapaho Tribe.

IN WITNESS WHEREOF, the undersigned incorporator has hereto affixed his/her signature on this _____ day _____, 20____.

[signature]

State of Wyoming)
) ss.
County of Fremont)

This instrument entitled Articles of Incorporation was acknowledged before me on the _____ day of _____, 20____, by [name of person].

Signature of Notarial Officer

(Seal)

Title (e.g. Notary Public) OR Rank
(Rank if officer in active military)

My commission expires: _____

NONPROFIT CORPORATE CHARTER
of
[NAME OF CORPORATION]

issued by
Northern Arapaho Tribe
Wind River Indian Reservation
Ethete, Wyoming

WHEREAS, the Northern Arapaho Tribe ("Tribe") is a sovereign, federally recognized Indian tribe with inherent authority to create, authorize and regulate corporate entities doing business within the jurisdiction of the Tribe; and

WHEREAS, the Northern Arapaho Business Council ("NABC") is the duly elected governing body of the Tribe, authorized by tribal law to conduct the governmental affairs of the Northern Arapaho Tribe and to issue charters for corporate entities on behalf of the Tribe; and

WHEREAS, NABC finds that the creation and recognition of [name of Corporation], a Nonprofit Corporation organized for certain charitable purposes, is in the best interests of the Tribe and the residents of the Wind River Indian Reservation;

NOW, THEREFORE, BE IT RESOLVED that the Tribe hereby authorizes and charters [name of corporation] as a Nonprofit Corporation, and

BE IT FURTHER RESOLVED as follows:

1. That the attached Articles of Incorporation dated the _____ day of _____, 20____, are hereby authorized and approved by this Charter and incorporated by reference as if fully set forth herein;

2. That all lawful amendments to said Articles of Incorporation, if any, are hereby authorized and approved by this

Charter and incorporated by reference as if fully set forth herein;

3. That _____ is hereby authorized to seek certificates of authority or other recognition by such foreign jurisdictions as said Nonprofit Corporation may deem advisable, subject to the terms of this Charter and to the laws of the Tribe; and

4. That this Charter shall not be revoked or rescinded by the Tribe except for violations of the express terms of this Charter (including the Articles of Incorporation referenced herein) or of the laws of the Tribe or of the United States.

BE IT FINALLY RESOLVED that the Chairman or Co-Chairman of NABC is authorized and directed to execute this Corporate Charter and any documents necessary to implement the same.

CERTIFICATION

The foregoing Nonprofit Corporate Charter was duly authorized and approved at a meeting of NABC held on the _____ day of _____, 20____, at which _____ members were present, constituting the required quorum, by a vote of _____ members for, _____ members opposed, and _____ members abstaining.

Chairman
Northern Arapaho Business Council

Attest:

Secretary
Northern Arapaho Business Council

*Appendix to Title 9
Nonprofit Corporation Code
Form 3
Certificate of Incorporation*

**CERTIFICATE OF INCORPORATION
of
[NAME OF CORPORATION]**

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETINGS:

WHEREAS, Articles of Incorporation duly signed and approved have been filed for record in the office of the Secretary of the Northern Arapaho Business Council of the Northern Arapaho Tribe, Wind River Indian Reservation, Wyoming, on the _____ day of _____, 20____, for the incorporation of _____.

NOW THEREFORE, I, _____, Secretary of the Northern Arapaho Business Council of the Northern Arapaho Tribe, do hereby certify that the said Corporation is a legally organized Nonprofit Corporation under the Northern Arapaho Tribe pursuant to Title 9 of the laws of the Northern Arapaho Tribe, Wind River Indian Reservation, Wyoming.

Dated: _____

Secretary
Northern Arapaho Business Council

[NAME OF CORPORATION]

**NOTICE OF STANDARDS AND LIABILITIES
FOR DIRECTORS AND OFFICERS**

There are important rules and guidelines that a person must follow when serving on a Board of Directors, either as a member or as an officer.

Authority and Obligations. The Directors and Officers of [Name of Corporation] have authority to manage the affairs of the Corporation and they also have obligations in its management. This Notice is only a summary of the authority and obligations, and before a person takes a position on the Board, he/she should read Title 9 of the Northern Arapaho Code, the Nonprofit Corporation Code.

Standards of Conduct and Liabilities. Directors and Officers must act in good faith; carefully, and in the best interests of the Corporation.

If a Director or Officer does something that is grossly negligent, illegal or engages in intentional misconduct, he/she might be held civilly liable.

A Director can be removed from a position on the Board by the Tribal Court for engaging in fraudulent or dishonest conduct, or for gross abuse of authority.

Indemnity and Insurance Coverage. The law says that the Corporation **must** pay the expenses for a Director or Officer if he/she is sued because of his/her position on the Board **if** he/she is completely successful in the lawsuit, unless the Articles of Incorporation say otherwise.

The law says that the Corporation **may** pay the expenses of a lawsuit of a Director or Officer in some other circumstances, and also says that the Corporation may sometimes get liability insurance for Directors, Officers and employees. The particular

details of the coverage that this Corporation provides are contained in the Articles of Incorporation and bylaws and it is very important that a Board member understand these provisions.

The articles and/or bylaws of [insert name of corporation] have the following provisions:

[Here insert the specific provisions from the articles and/or bylaws that set out the details of indemnification and errors and omissions or other insurance coverage, or attach copies of the applicable sections].

ACKNOWLEDGMENT

I have received and read a Notice of Standards and Liabilities before accepting a position on the Board of Directors of [insert name of corporation].

Dated: _____

Signature

Appendix to Title 9
Nonprofit Corporation Code
Form 5
Certificate of Dissolution

CERTIFICATE OF DISSOLUTION
of
[NAME OF CORPORATION]

The Secretary of the Northern Arapaho Business Council of the Northern Arapaho Tribe, Wind River Indian Reservation, Wyoming, has received and filed on the _____ day of _____, 20__.

Articles of Dissolution for [name of corporation]

or

Judgment of Dissolution for [name of corporation]

NOW, THEREFORE, this Certificate of Dissolution is issued this _____ day of _____, 20__, at _____ o'clock, __.m. It is hereby certified that [name of corporation] is dissolved as of the stated date and time of issuance of this Certificate.

Dated: _____

Secretary
Northern Arapaho Business Council