

TRIBAL ORDINANCE NO. 97-01

RULES AND REGULATIONS OF THE BISHOP TRIBE FOR CHARTERING NON-TRIBAL CORPORATIONS

Section 1: Purpose of Incorporation and Incorporators

A Corporation may be formed under and pursuant to this Ordinance for any lawful business purpose. For the purpose of forming a corporation, one (1) or more members of the Bishop Paiute Tribe (Tribe), of the age of twenty-one (21) years or older, may form a corporation under this ordinance. In the process of chartering Corporations, there is no waiver of the Tribe's sovereign immunity of any kind. Further, there is no contractual relationship between the chartered corporation and the Tribe itself. The Tribe assumes no liability from the chartering of said corporation and the Tribe is not extending any benefit of the Tribe's sovereign immunity to any corporation chartered under this ordinance. Corporations formed under this Ordinance do not possess the same legal status as Tribal Corporations which are an extension of the Tribe and enjoy all the legal immunities held by the Tribe.

Section 2: Corporate Name

The name of any corporation formed under this Ordinance shall not be the same or similar to any other named corporation formed under this Ordinance or formed by the Tribe as a Tribal Corporation. The name of the corporation shall end with the word "corporation" or the word "incorporated" or the word "limited" or the abbreviation "Inc." or "Ltd."

Section 3: Articles of Incorporation

The Incorporators of the corporation must file Articles of Incorporation with the Secretary of the Tribal Council of the Bishop Tribe and pay a filing fee of \$100.00 as a prerequisite to the incorporation. The Articles of Incorporation must be signed by the Incorporators who are of the age of twenty-one (21) years or older and shall be in the following form:

ARTICLES OF INCORPORATION

(I), (WE), the undersigned, being (a member) (members) of the Bishop Tribe and residing on the Bishop Paiute Reservation and being of full age for the purpose of forming a corporation under and pursuant to the provisions of the Bishop Tribal Ordinance of the Bishop Tribe for creating Chartered Corporations, do hereby adopt the following Articles of Incorporation.

1. The name of the Corporation shall be: _____

2. The purposes of the Corporation are as follows:

3. The period and duration of the corporation shall be

(Number of years) (Perpetual).

4. The location and post office address of the registered office of the corporation on the Bishop Indian Reservation is:

5. The total number of shares of stock, which the corporation shall have the authority to issue, shall be determined by resolution of the board of directors. The shares of the stock may be paid for in money, property or services, which may be described by the Board of Directors.

6. The amount of capital with which the corporation shall begin a business shall be in the amount of \$ _____ or more.

7. The name, post office address, and terms of office of the first directors are as follows:

8. The names and post office addresses of the Incorporators are as follows:

IN WITNESS WHEREOF, (I), (WE), have hereunto set (my), (our), (hand), (hands), this _____ day of _____, 199_ .

Section 4: Certificate of Incorporation

Upon filing the Articles of Incorporation with the Secretary of the Tribal Council of the Bishop Paiute Tribe, payment of the necessary filing fee, and approval by a majority vote of the Bishop Paiute Tribal Council, the Secretary, if the Articles are in conformity with this Ordinance, shall issue a Certificate of Incorporation. The Certificate of Incorporation issued by the Secretary of the Tribal Council of the Bishop Paiute Tribe shall be in the following form:

CERTIFICATE OF INCORPORATION

WHEREAS, Articles of Incorporation duly signed have been filed for record in the office of the Secretary of the Tribal Council of the Bishop Tribe, a Federally recognized Indian Tribe, on the ___ day of _____, 199_, for Incorporation of _____ and

WHEREAS, the Tribal Council of the Bishop Tribe has affirmatively acted according to Resolution Number _____ approving the incorporation of _____

NOW, THEREFORE, I,

Secretary of the Bishop Tribal Council do hereby certify that the said

Is a legally organized non-tribal corporation under the laws of the Bishop Tribe and is assigned the following number: _____

Secretary



Section 5: By laws

That upon the issuance of the Certificate of Incorporation by the Secretary of the Bishop Paiute Tribal Council, the corporate existence of the corporation shall begin. The corporation shall be governed by a set of bylaws, which shall be in accordance with all Tribal Laws/Ordinances, which shall be filed with the secretary of the Bishop Paiute Tribe within 30 days of issuance of certificate of incorporation. Unless there is submitted to the Secretary of the Tribal Council for approval of the Bishop Tribe a different form of bylaws, the form of the bylaws is as follows:

BYLAWS OF _____

ARTICLE I - OFFICES

The offices of the corporation shall be located on and within the boundaries of the Bishop Indian Reservation and the registered office of the corporation shall be at: _____

ARTICLE 11- SHAREHOLDERS

Section 1. Annual Meetings. The annual meeting of the shareholders shall be on the _____ day of the, month of _____ each year at _____ A.M. (P.M.) at the registered office of the corporation for the purpose of electing directors and for the transaction of any business which may properly come before a meeting held at the time above designated by the president of the corporation.

Section 2: Voting Rights. Each owner of a share of stock of the corporation shall be entitled at the meeting of the shareholders to one (1) vote for each share standing in his name. A majority of the outstanding shares of the corporation represented in person shall constitute a quorum at the meeting of the shareholders and a majority of all the votes cast at any meeting of the shareholders shall be decisive of any action.

Section 3. Notice of the Meeting. Notice stating the place, day and hour of the meeting and the purpose for which the meeting has been called shall

be given to all shareholders. Written notice stating the place, day and hour of meeting shall be delivered not less than five (5) days prior to the meeting by mail to the shareholders. Notice shall be deemed delivered when deposited in the United States mail.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Powers. The affairs of the corporation shall be managed by a Board of Directors.

Section 2. Number of Directors. The number of directors of a corporation shall be at least one (1). Each director shall hold office until the next annual meeting of the shareholders and until his successor has been duly elected and qualified or until his death or until he shall resign or shall have been removed from office by affirmative vote of the majority of the outstanding shareholders. A director may resign at any time by filing his written notice with the secretary of the corporation.

Section 3. Meetings. The annual meeting of the Board of Directors shall be held without any notice other than these bylaws immediately after and at the same place as the annual meeting of the shareholders or immediately after any adjourned session thereof.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called at the request of the President or any director. Notice of the special meeting shall be given to all directors of the corporation personally.

Section 5. Quorum. The majority of the number of directors fixed by Section 2 of this Article shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. The act of the majority of the directors present at the meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6. Vacancies. Any vacancies occurring on the Board of Directors shall be filled by affirmative vote of the remaining directors then in office, though less than a quorum of the Board of Directors.

Section 7. Compensation. The Board of Directors may establish compensation reasonable for all directors for services rendered to the corporation as directors.

ARTICLE IV - OFFICERS

Section 1. Election. The Board of Directors shall elect a President, Secretary, and a Treasurer, and such officers and agents, as they may so desire. All Offices may be held by the same person.

Section 2. Election. The officers of the corporation shall be elected by the Board of Directors and shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after the annual meeting of the shareholders or any adjournment thereof.

Section 3. Removal and Vacancies. Any officer appointed by the Board of Directors may be removed with or without cause. A vacancy in any of the principal offices because of death, resignation, removal or disqualification or otherwise shall be filled by the Board of Directors for the unexpired portion of the term.

Section 4. President. The President shall be the principal executive officer of the corporation and shall supervise and control all of the business affairs of the corporation subject to the direction and control of the Board of Directors.

Section 5. Secretary. The Secretary shall (1) keep all minutes of the shareholders meetings and of meetings of the Board of Directors; (2) see that all notices are duly given on accordance with the provisions set forth on these by-laws; (3) be custodian of the corporate records and, (4) in general, perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him by the President or by the Board of Directors.

Section 6. Treasurer. The Treasurer shall be the chief financial officer of the corporation and shall exercise general supervision over the receipt, custody, and disbursement of corporate funds.

Section 7. Salaries. The salaries of the principal officers shall be fixed from time to time by the Board of Directors. The salaries so fixed must be reasonable in relation to the services rendered.

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ARTICLE V - AMENDMENTS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the shareholders at any annual or special meeting of the shareholders. Such amendments shall be submitted to the secretary of the Bishop Paiute Tribal Council within 30 days of adoption for filing.

Section 6: Dissolution

A corporation formed pursuant to this ordinance may be dissolved whenever a resolution is adopted by at least two-thirds (2/3) of the shareholders requesting dissolution and a certified copy of the resolution is filed with the Secretary of the Bishop Tribal Council. The resolution shall designate a trustee or trustees to conduct the winding-up of the corporation affairs. The trustee or trustees appointed shall, as speedily as practicable after appointment, proceed to (a) collect the corporation's receivables; (b) sell and convert into cash all corporate assets; and (c) pay all debts and liabilities of the corporation. In the event a trustee is not appointed, the Bishop Paiute Tribal Council shall appoint a trustee. The trustee, in addition to the above shall file with the Secretary of the Tribal Council a list of the debts & liabilities of the Corporation. Any property remaining after discharging the debts and liabilities of the corporation shall be distributed by the trustee or trustees to the shareholders.

Section 7: Termination or Cancellation of Charter

Any charter issued pursuant to this ordinance may be cancelled/terminated for good cause by a vote of 4 out of 5 of the members of the Bishop Paiute Tribal Council.

CERTIFICATION

We, the undersigned duly elected members of the Bishop Tribal Council, do hereby certify that the foregoing ordinance was adopted for that purpose on 11/6/97, at which time a quorum was present, by a vote of: 4 FOR, 0 AGAINST, and 0 ABSTAINING.

ATTEST:

 /s/ Mervin Hess
Tribal Chairperson

Stephene M. Moore
Tribal Council Secretary