

**SAGINAW CHIPPEWA INDIAN TRIBE OF MICHIGAN
ORDINANCE 30
BUSINESS CORPORATION ORDINANCE**

Section 1. Purpose

The purpose of this Ordinance is to provide for a general corporate form, under tribal law, for the conduct of lawful business by one or more members of the Saginaw Chippewa Indian Tribe, the Tribe itself and any wholly owned enterprise of the Tribe.

Section 2. Definition of Isabella Reservation

As used in this Ordinance, “Isabella Reservation” means all lands and waters within the Isabella Reservation as established by the Treaties of August 2, 1855 (11 Stat. 633) and October 18, 1864 (14 Stat. 657), and any other lands that have been or may hereafter be added to the Reservation in any manner, including those lands in Arenac County, Michigan known as the Saganing District, all lands added to the Isabella Reservation by the Secretary of the Interior, and all lands now or hereafter held in trust by the United States for the Saginaw Chippewa Indian Tribe or any member thereof.

Section 3. Other Definitions

- a. “Articles of incorporation” means the original articles of incorporation filed pursuant to this Ordinance.
- b. “Board” means the board of directors or other governing board of a Tribal Law Corporation.
- c. “Director” means the position of Director of Tribal Business Regulation and Tax as established pursuant to this Ordinance and Ordinance 26 (Tax Administration Ordinance).
- d. “Shares” means the units into which proprietary interests in a Tribal Law Corporation are divided.
- e. “Tribal Law Corporation” means a private business corporation established pursuant to this Ordinance.

Section 4. Director

The position of Director is hereby established. The Director shall be an employee of Tribal Administration. The Director shall be hired and supervised by the Tribal Administrator

or, in the absence of the Tribal Administrator, the Assistant Tribal Administrator, and shall be subject to personnel policies applicable to other employees of Tribal Administration.

Section 5. Duties of Director

The Director shall have the authority to do the following:

- a. Implement this Ordinance and collect and be the repository of all documents required to be filed pursuant to this Ordinance.
- b. Issue Orders to enforce the provisions of, and aid in the implementation of, this Ordinance and other Tribal business regulation ordinances as may be enacted from time to time.
- c. Make or cause to be made examinations of places, records, or documents relating to the implementation of this Ordinance and other tribal business regulation ordinances as may be enacted from time to time.
- d. Develop or promulgate such rules and procedures as are necessary to implement this Ordinance and other tribal business ordinances as may be enacted from time to time. The Director may promulgate rules and procedures by orders that are approved in writing by the Tribal Administrator or the Assistant Tribal Administrator. Promulgated rules and procedures will become valid and binding laws of the Tribe upon approval of the Tribal Council and shall be filed with the Tribal Clerk.
- e. Make recommendations to the Tribal Council regarding the regulation of businesses on the Isabella Reservation, including but not limited to the establishment and regulation of Tribal Law Corporations.
- f. Undertake any other activity that is reasonable and necessary to implement this Ordinance and other tribal business regulation ordinances as may be enacted from time to time.

Section 6. Formation of Tribal Law Corporation

A Tribal Law Corporation may be incorporated pursuant to this Ordinance for any business purpose or purposes. Unless otherwise provided by its articles of incorporation, a Tribal Law Corporation shall have general business purposes.

Section 7. Status of Tribal Law Corporation

For the purposes of regulation, court jurisdiction, and similar matters, a Tribal Law Corporation established under this Ordinance shall have the same status as a member of the Saginaw Chippewa Indian Tribe.

Section 8. Shareholders

No shareholder of any Tribal Law Corporation formed pursuant to this Ordinance shall be personally liable for the acts or debts of the corporation except that he or she may become personally liable by reason of his or her own acts or conduct. All shareholders of a Tribal Law Corporation must be (a) 100% owned by members of the Saginaw Chippewa Indian Tribe of Michigan, (b) 100% owned by the Tribe itself, (c) 100% owned by a wholly owned enterprise of the Tribe, if allowed by the governing documents of the enterprise, or (d) 100% owned by the Tribe and a wholly owned enterprise of the Tribe if allowed by the governing documents of the enterprise.

Section 9. Incorporators

One or more Tribal members over the age of eighteen may incorporate a Tribal Law Corporation by signing and filing with the Director articles of incorporation for the corporation. All incorporators shall be: (a) members of the Saginaw Chippewa Indian Tribe for corporations 100% owned by Tribal members, (b) Executive Tribal Council members for corporations 100% owned by the Tribe, (c) Officers or members of the Board of the Tribal enterprise owning 100% of the corporation, or (d) either officers of the Tribal enterprise or Executive Tribal Council members for corporations owned by the Tribe and a wholly owned enterprise of the Tribe.

Section 10. Articles of Incorporation.

The articles of incorporation shall contain:

- a. The name of the corporation;
- b. The purpose or purposes for which the corporation is formed.
- c. The aggregate number of shares that the corporation has the authority to issue. Shares shall be of only one class.
- d. The street address and mailing address of the registered office of the corporation, which shall be within the Isabella Reservation, and the name of its registered agent at that address.
- e. The name and address of each incorporator.
- f. The name and address of each member of the initial Board of Directors.

- g. The duration of the corporation if other than perpetual.

Section 11. Amendments to Articles of Incorporation

Articles of incorporation on file with the Director may be amended pursuant to procedures determined by the Director.

Section 12. Filing Fee

The Director shall collect a filing fee of \$100.00 before accepting articles of incorporation for filing. If the Director accepts other documents for filing, the Director may determine fees therefor.

Section 13. Public Information

Corporate filings with the Director shall be open to the public under rules determined by the Director.

Section 14. Corporate Name

The corporate name of a Tribal Law Corporation shall contain the word “corporation,” “incorporated,” “limited,” or “company” or shall contain the abbreviation “corp.,” “inc.,” “Ltd.,” or “co.” The corporate name shall be distinguishable from the name of any other Tribal Law Corporation in the records of the Director. If the Director deems a corporate name not be so distinguishable, the Director may refuse to file the articles of incorporation.

Section 15. Registered Office and Agent

The Tribal Law Corporation shall continuously maintain a registered office within the Isabella Reservation, and a registered agent. A Tribal Law Corporation may change its registered office or registered agent by filing a statement with the Director identifying the change. The registered agent, at the registered office, is considered to be an agent of the corporation upon whom any process, notice, or demand required or permitted by law to be served upon the corporation may be served. In the event that a Tribal Law Corporation fails to maintain a registered office and a registered agent, the Director shall be considered the agent of the corporation, and the Director shall mail such process, notice, or demand to any incorporator of the corporation at the most recent address in the files of the Director within five days of service upon the Director.

Section 16. Beginning of Corporate Existence

Corporate existence shall begin when the articles of incorporation are filed with and accepted by the Director.

Section 17. Initial Meeting of the Board

After the filing of the articles of incorporation, the board of directors identified in the articles of incorporation may call the first meeting of the board. A majority of the directors shall constitute a quorum for the first meeting of the board. At the first meeting, the board may issue shares in the corporation, adopt bylaws, elect officers, or transact such other business as may come before the meeting. The bylaws of the corporation may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation. The bylaws may be amended or repealed in the manner provided therein. Shares of the corporation shall be represented by certificates which shall be signed by the chairperson of the board of directors.

Section 18. Corporate Powers

A Tribal Law Corporation shall have power to do the following:

- a. Have perpetual existence in its corporate name, unless otherwise stated in its articles of incorporation.
- b. Sue and be sued in its corporate name.
- c. Have a corporate seal.
- d. Adopt, amend, or repeal bylaws relating to the business of the corporation.
- e. Elect or appoint officers, employees, and other agents of the corporation, prescribe their duties, and fix their compensation.
- f. Acquire, own, use, and otherwise deal with real or personal property, including shares and obligations of other corporations or associations.
- g. Sell, transfer, pledge, or otherwise deal with all or any part of its property or assets.
- h. Make contracts, incur liabilities, borrow or lend money, issue notes or obligations, secure its obligations by pledge of its property, and engage in similar transactions.
- i. Make donations for the public welfare, charitable, civic, or similar purposes.
- j. Establish pension, retirement, profit sharing, bonus, and similar plans for its directors, officers, or employees.
- k. Cease corporate activities and dissolve.

1. Have and exercise all other powers necessary or appropriate to effectuate it purposes.

Section 19. Dissolution

A Tribal Law Corporation may be dissolved by filing a Notice of Dissolution, signed by the board of directors or shareholders, with the Director at least sixty days before the dissolution will become effective. The Director shall post such Notice at a public place in the Director's office. After the passage of at least sixty days from the filing of the Notice of Dissolution, the corporation may file a Certificate of Dissolution, signed by the board of directors or shareholders, with the Director. The corporation shall be considered dissolved upon the filing of such Certificate, and the Director may remove the Notice of Dissolution from where it was posted. The Director may revoke the corporate status of any Tribal Law Corporation for failure of a Tribal Law Corporation to comply with this Ordinance or any other provisions of Tribal law.

Section 20. Jurisdiction of Tribal Court

The jurisdiction of the Saginaw Chippewa Tribal Court shall extend to a Tribal Law Corporation and its shareholders, directors, officers, and employees for any matter having to do with the administration, operation, or business of the corporation.

LEGISLATIVE HISTORY

ORDINANCE 30. Business Corporation Ordinance. Enacted January 19, 2011 by Resolution 11-032. Section 1, 8 and 9 amended by Resolution 20-060 approved on March 20, 2020. Section 3.c., 4., 5., 5.d., 9., 11., 12.,13., 14.,15.,16., and 19. amended by Resolution 24004 approved on October 4, 2023.