Ordinance Number 15.001. Amended by Resolution No. 2001-021, dated January 26, 2001; Resolution No. 2002-363, dated October 19, 2002; Resolution No. 2005-361, dated September 16, 2005; Resolution No. 2007-091, dated February 16, 2007.

Original Date: September 24, 2000
Subject: Charter of the Siletz Tribal Business Corporation

CHARTER OF SILETZ TRIBAL BUSINESS CORPORATION
A Tribal Corporation of the Confederated Tribes of Siletz Indians of Oregon

Siletz Tribal Code § 15.001

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§ 15.001 GENERAL

(a) This Charter establishes a corporation to conduct the economic and business activities of the Confederated Tribes of Siletz Indians of Oregon. This Charter may be amended by the Tribal Council only upon the vote of two-thirds (2/3) of the entire Council. The laws of the Confederated Tribes of Siletz Indians of Oregon shall apply to this corporation.

§ 15.002 STRUCTURE

(a) Name and Place of Business: The name of the corporation shall be the "Siletz Tribal Business Corporation" (hereinafter referred to as "STBC"). Its principal place of business shall be Siletz, Oregon, provided its activities may take place elsewhere.

(b) Board of Directors: The Board of Directors of STBC shall be the CTSI Tribal Council.

(c) Economic Development Director (EDD): The EDD shall manage STBC.

§ 15.003 AUTHORITY OF THE BOARD

(a) Absent substantial cause to take action beyond the duties reserved to it by this charter, the Board shall undertake only the following duties:

(1) Hiring an EDD under a contract and pursuant to an approved job description;

(2) Supervising, disciplining and, for good cause, terminating the EDD;

(3) Holding a duly called meeting not less than monthly for official business and reviewing and approving or disapproving reports and budgets; and

(4) When appropriate after due consideration of all relevant factors, waiving the sovereign immunity and pledging the assets of STBC beyond $100,000.

(b) STBC shall defend, indemnify and hold harmless the Directors and Officers of the STBC ("Indemnitees") from any demand, claim, action or other proceeding, for injury, loss damage, obligation, assessment, or penalty, and from any liabilities arising therefrom, and from all reasonable expenses, costs and fees (including reasonable attorney fees whether incurred at trial, on appeal, in bankruptcy proceeding or otherwise) incurred in connection therewith, claimed or determined to result from conduct by the Indemnitees of the business affairs of STBC, provided that such conduct was performed by the Indemnitee in good faith and without recklessness, malice, or fraudulent intent.

§ 15.004 GENERAL AUTHORITY OF THE EDD

The EDD shall have authority to do what is necessary and proper to establish and operate existing and new business enterprises in accordance with existing contracts and the laws and regulations of the Siletz Tribe, unless such authority is reserved to the Board. The EDD shall have the discretion to waive the sovereign immunity of STBC up to, but not beyond, $100,000. The EDD shall be the registered agent for STBC at his or her principal office.

§ 15.005 EDD RESPONSIBILITIES TO THE BOARD

(a) The EDD shall present annually to the Board for approval at such times and under terms and conditions established by law or the Board, the following:

(1) An overall STBC budget pursuant to the Budget Ordinance;

(2) A business and operations plan and budget for each enterprise;

(3) An annual audit for each enterprise and for STBC; and

(4) An annual report and such other reports as required by the Board.

In addition to the foregoing annual reports, the EDD shall present to the Board a monthly "State of STBC and Financial Report" for each enterprise.

§ 15.006 SUE AND BE SUED

For all matters relating to United States Small Business Administration programs, STBC shall have the authority to sue and to be sued in courts of competent jurisdiction within the United States including, but not limited to, United States Federal Courts, but the grant or exercise of such power to sue or be sued shall not be deemed to consent by the Tribe, STBC or by the United States to the levy of any judgment, lien or attachment upon the property of the Tribe or STBC other than income or property specifically pledged or assigned.

§ 15.007 LIMITATION OF POWERS

(a) Without approval by resolution of the Council of the Confederated Tribes of Siletz, the EDD is prohibited from doing any of the following:

(1) Entering into agreements of any kind on behalf of the Tribe;

(2) Disposing of, pledging or encumbering any property of the Tribe;

(3) Waiving any right of or releasing any obligation owed to the Tribe;

(4) Waiving immunity or pledging assets of STBC beyond $100,000.

§ 15.008 OWNERSHIP OF ASSETS

(a) Ownership: All assets acquired by the STBC shall belong to the STBC. In the event of dissolution, title to all assets of the STBC shall revert directly to the Tribe. STBC shall not transfer any liabilities to the Tribe.

(b) Profits: Unless otherwise directed by the Board, profits shall be used to foster economic growth.

§ 15.009 RECORDS AND ACCOUNTING

(a) Accounting and Financial Systems: The EDD shall maintain appropriate written procedures, records and accounting and financial systems for STBC and the enterprises consistent with generally accepted accounting principles and sound business practice.

(b) Audits: The EDD shall have completed by a certified public accounting firm an annual audit of STBC and each enterprise within 120 days of the close of the fiscal year. Under appropriate circumstances, the EDD may allow a less formal review of smaller enterprises in lieu of a formal audit.

(c) Access to Records: The Board or its appointed representative may, during normal business hours, have reasonable access to records of STBC and the enterprises.

§ 15.010 DISSOLUTION

(a) Dissolution of Enterprise: If the EDD determines that any enterprise is no longer a viable business, the EDD shall present a plan for dissolution of the enterprise for consideration by the Board.

(b) Dissolution of STBC: The Tribal Council may dissolve STBC upon an affirmative vote of two-thirds (2/3) of the entire Council.

(c) Obligations: Dissolution of STBC or an enterprise shall not impair the legal obligations of STBC or the enterprise incurred prior to the date of dissolution.