

**IOWA TRIBE OF KANSAS AND NEBRASKA
EXECUTIVE COMMITTEE
October 30, 2024**

WHEREAS, The Iowa Tribe of Kansas and Nebraska Executive Committee being duly organized met in Regular Session this 30th day of October 2024; and,

WHEREAS, The Iowa Tribe Executive Committee has authority to act for the Iowa Tribe under the present Constitutional authority, as provided in Article V, Section 1 – Enumerated Powers of the Constitution; and,

WHEREAS, The Iowa Tribe of Kansas and Nebraska being organized and empowered by their Constitution and Bylaws (approved November 6, 1978, and amended August 27, 1980); and,

WHEREAS, It is declared the policy of the Iowa Tribe to promote the welfare and prosperity of its members and to actively promote, attract, encourage and develop economically sound commerce and industry through governmental action for the purpose of addressing community development needs, fostering economic growth, preserving cultural heritage, and enhancing community services through self-determined initiatives; and

WHEREAS, The Iowa Tribe Executive Committee has determined that the adoption of the attached Iowa Tribe of Kansas and Nebraska Non-Profit Corporations Ordinance will serve the best interests of the Iowa Tribe, its members and its enterprises, and will protect the political integrity, economic security and health and welfare of the Tribe and its members by, among other things, (i) Providing the legal framework for organizing individually-owned non-profit organizations in order to expand the community development sector on the Reservation, and (ii) Authorizing the formation of wholly-owned nonprofit corporations for managing the Tribe's community development and community service activities separate from the general affairs of its Executive Committee, with the ability to enter into legally binding contracts and commercial relationships while limiting the need for formal Executive Committee action; and

WHEREAS, The Iowa Tribe Executive Committee desires to enact the attached Iowa Tribe of Kansas and Nebraska Non-Profit Corporations Ordinance in order to provide a clear procedure for the establishment of a statutory framework for the creation of Non-Profit Corporations; and

NOW THEREFORE, BE IT RESOLVED, the Iowa Tribe Executive Committee pursuant to its constitutional authority, does hereby approve and adopt the Iowa Tribe of Kansas and Nebraska Non-Profit Corporations Ordinance, attached hereto as Exhibit A; and

RESOLVED, FURTHER, that nothing in these Resolutions or the Iowa Tribe of Kansas and Nebraska Non-profit shall be deemed to waiver the sovereign immunity of the Iowa Tribe of Kansas and Nebraska.

CERTIFICATION

The forgoing Resolution was duly adopted on this date, October 30, 2024, in Regular Session of the Executive Committee, as which ___ members of the Executive Committee were present, consisting a quorum, by a vote of ___ for, ___ against.

Timothy N. Rhodd, Chairman
Iowa Tribe Executive Committee

ATTEST:

Anthony G. Fee, Secretary
Iowa Tribe Executive Committee

Attachment A:

NON-PROFIT CORPORATIONS ORDINANCE

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SECTION 1 SHORT TITLE.

This chapter shall be known and may be cited as the Non-profit Corporations Ordinance.

SECTION 2 DEFINITIONS.

- (1) "Articles of Incorporation" means the original Articles of Incorporation and all amendments thereto, including articles of merger or consolidation, and in the case of a Non-profit Corporation created by a special ordinance or resolution of the Executive Committee of the Iowa Tribe of Kansas and Nebraska, means such special ordinance or resolution and any amendments thereto.
- (2) "Bylaws" means the code or codes of rules adopted for the regulation or management of the affairs of a Non-profit Corporation irrespective of the name or names by which such rules are designated.
- (3) "Board of Trustees" means the group of persons vested with the management of the affairs of a Non-profit Corporation organized and chartered pursuant to this chapter irrespective of the name by which such group is designated.
- (4) "Court" means, except where otherwise specified, the Court of the Iowa Tribe of Kansas and Nebraska.
- (5) "Executive Committee" means the Executive Committee of the Tribe, the Tribe's governing body duly elected pursuant to Article III of the Tribal Constitution.
- (6) "Insolvent" means that a Non-profit Corporation is unable to pay its debts as they become due in the usual course of its affairs.

(7) “Non-profit Corporation” means a Non-profit Corporation, whether owned by the Tribe or by an individual Tribal member, no part of the income of which is distributable to its directors or officers; except nothing in this chapter shall be construed as prohibiting the payment of reasonable compensation for services rendered and the making of distribution upon dissolution or final liquidation as permitted in this chapter.

(8) “Receiver” means a person or persons appointed by the Court, with authority to collect the assets of the Non-profit Corporation and who shall have authority, subject to the order of the Court, to sell, convey and dispose of all or any part of the assets of the Non-profit Corporation wherever situated, either at public or private sale, pursuant to the liquidation provisions of this Ordinance.

(9) “Trustee” means a person vested with the management of the affairs of a Non-profit Corporation organized and chartered pursuant to this chapter.

(10) “Tribe” means the Iowa Tribe of Kansas and Nebraska.

(11) “Tribal Secretary” means the Secretary of the Executive Committee of the Iowa Tribe of Kansas and Nebraska or the agent or agents designated by the Secretary to perform any function vested in the Secretary by this chapter.

(12) “Reservation” means the Reservation of the Iowa Tribe of Kansas and Nebraska and lands held in trust by the United States for the benefit of the Iowa Tribe of Kansas and Nebraska.

SECTION 3 APPLICABILITY.

The provisions of this chapter shall apply to all Non-profit Corporations organized hereunder or which elect to accept the provisions of this chapter.

SECTION 4 PURPOSE.

Non-profit Corporations may be organized under this chapter for any lawful purpose or purposes including, but not limited to, one or more of the following purposes: benevolent; religious; educational; scientific; judicial; historical; research; literary; musical; social; athletic; patriotic; political; civil; professional; commercial; industrial; business; or trade association; mutual or civic improvement; promotion of the arts; promotion of Native American culture; or for any other purpose which may qualify the non-profit corporation for tax exempt status under 501(c)(3), 501(c)(4) or 501 (c) (6) of the U.S. Internal Revenue Code.

Further, this Ordinance is intended to provide a means for the Iowa Tribe of Kansas and Nebraska and its members to engage in community development by:

1. Providing the legal framework for organizing individually-owned non-profit organizations in order to expand the community development sector on the Reservation; and
2. Authorizing the formation of Tribally-owned nonprofit corporations for managing the Tribe's community development activities separate from the general affairs of the Tribe's

Executive Committee, with the ability to enter into legally binding contracts and commercial relationships while limiting the need for formal Executive Committee action.

SECTION 5 GENERAL POWERS.

(1) Tribe as Owner. In addition to the powers enumerated in (2) below, if the Tribe or a Tribal Entity is the Owner of a Non-profit Corporation formed under this Code, such Non-profit Corporation shall possess all of the privileges and immunities of the Tribe, including the Tribe's sovereign immunity from suit except to the extent otherwise provided in its Articles of Incorporation or Bylaws.

(2) Each Non-profit Corporation shall have the power:

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation;

(b) To sue, complain and defend, in its corporate name, and to be sued when and where its charter allows such suit or when and where such suit is permitted by duly authorized contract;

(c) To have a corporate seal which may be altered at pleasure and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced;

(d) To purchase, take, receive, lease, take by gift or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(f) To lend money to and otherwise assist its employees other than its officers and directors;

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, Non-profit Corporations, whether or not incorporated under this chapter and whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligation of the United States, or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof or any Tribe;

(h) To make contracts and incur liabilities, borrow money at such rates of interest as the Non-profit Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise and income;

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) To conduct its affairs, carry on its operations, hold property, and have offices and exercise the powers granted by this chapter;

(k) To elect or appoint officers and agents of the Non-profit Corporation, and define their duties and fix their compensation;

(l) To make and alter Bylaws, not inconsistent with its Articles of Incorporation or with the laws, ordinances, and regulations of the Iowa Tribe of Kansas and Nebraska or, where the Non-profit Corporation is organized to serve several Indian Tribal governments, the laws, ordinances and regulations of the Tribal government of the territory in which the Non-profit Corporation is operating, for the administration and regulation of the affairs of the Non-profit Corporation; and

(m) Unless otherwise provided in the Articles of Incorporation, to make donations for the public welfare or for religious, charitable, scientific research, or educational purposes, or for other purposes for which the Non-profit Corporation is organized.

(n) To have and be extended the sovereign immunity of the Tribe, where the Non-profit Corporation is formed by the Tribe and exists as a wholly-owned subsidiary or subordinate entity of the Tribe.

SECTION 6 DEFENSE OF ULTRA VIRES.

No act of a Non-profit Corporation and no conveyance or transfer of real or personal property to or by a Non-profit Corporation shall be invalid by reason of the fact that the Non-profit Corporation was without capacity or power to do such act or to make or receive such conveyance or transfer, but such lack of capacity or power may be asserted:

(1) In a proceeding by a Trustee against the Non-profit Corporation to enjoin the doing of any act, or the transfer of real or personal property by or to the Non-profit Corporation. If the act or transfer sought to be enjoined is being, or is to be, performed pursuant to any contract to which the Non-profit Corporation is a party, the Court may, if all of the parties to the contract are parties to the proceeding and if it deems the same to be equitable, set aside and enjoin the performance of such contract, provide compensation for the loss or damages sustained by them which may result from the action of the Court in setting aside and enjoining the performance of the contract;

(2) In a proceeding by the Non-profit Corporation, whether acting directly or through a receiver, Trustee, or other legal representative, against the incumbent or former officers or Trustee of the Non-profit Corporation; and

(3) In a proceeding by the Tribal Secretary, as provided in this chapter, to dissolve the Non-profit Corporation or in a proceeding authorized by the Executive Committee to enjoin the Non-profit Corporation from the transaction of authorized acts.

SECTION 7 CORPORATE NAME.

The corporate name:

(1) Shall not contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its Articles of Incorporation; and

(2) Shall not be the same as, or deceptively similar to, the name of any Non-profit Corporation, whether for profit or not for profit, organized under this chapter or any other code or resolution of the Tribe to transact business or conduct affairs in the Reservation without approval of the Board or owner of that corporation. A name which contains the words "Iowa Tribe of Kansas and Nebraska" or other similar or shortened designation may not be used without prior written approval of the Executive Committee.

(3) Shall not be the name of the Tribe, as reflected in the Tribe's Constitution.

SECTION 8 REGISTERED OFFICE AND REGISTERED AGENT.

Each Non-profit Corporation shall have and continuously maintain on this Reservation:

(1) A registered office; and

(2) A registered agent.

SECTION 9 REGISTERED AGENT AS AN AGENT FOR SERVICE.

(1) The registered agent appointed by a Non-profit Corporation as provided in this chapter shall be an agent of such Non-profit Corporation upon whom a process, notice, or demand required or permitted by law to be served upon the Non-profit Corporation may be served.

(3) The Tribal Secretary shall keep a record of all processes, notices, and demands served upon them under this section, and shall keep a record therein of the time of such service and their action with respect thereto.

(4) Nothing herein contained shall limit or affect the right to serve any process, notice or demand required or permitted by law to be served upon a Non-profit Corporation in any other manner now or hereafter permitted by law.

SECTION 10 BYLAWS.

The initial Bylaws of a Non-profit Corporation shall be adopted by its Board of Trustees. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Trustees unless otherwise provided in the Articles of Incorporation or the Bylaws.

SECTION 11 BOARD OF TRUSTEES.

The affairs of a Non-profit Corporation shall be managed by a Board of Trustees. Trustees need not be residents of the Reservation or members of the Tribe unless the Articles of Incorporation or the Bylaws so require. The Articles of Incorporation or the Bylaws may prescribe other qualifications for Trustees.

All Non-profit corporations chartered under this Title on behalf of the Tribe or its political subdivision shall be managed by a Board of Trustees to be initially appointed by the Executive Committee, and thereafter, such appointments shall be made as set forth in the Articles of Incorporation or the Bylaws.

SECTION 12 NUMBER, ELECTION, CLASSIFICATION AND REMOVAL OF DIRECTORS.

(1) The number of Trustees of a Non-profit Corporation shall be not less than three. Subject to such limitation, the number of Trustees shall be fixed by the Bylaws, except as to the number of the first Board of Trustees, which number shall be fixed by the Articles of Incorporation. The number of Trustees may be increased or decreased from time to time by amendment to the Bylaws unless the Articles of Incorporation provide that a change in the number of Trustees shall be made only by amendment of the Articles of Incorporation. No decrease in number shall have the effect of shortening the term of any incumbent Trustee. In the absence of a bylaw fixing the number of Trustees, the number shall be the same as that stated in the Articles of Incorporation.

(2) The names and addresses of the members of the first Board of Trustees shall be stated in the Articles of Incorporation. Such persons shall hold office until the first annual election of Trustees or for such period as may be specified in the Articles of Incorporation or the Bylaws. Thereafter, Trustees shall be elected or appointed in the manner and for the terms provided in the Articles of Incorporation or the Bylaws. In the absence of a provision fixing the term of office, the term of office of a Trustee shall be one year.

(3) Each Trustee shall hold office for the term for which he is elected or appointed and until his successor shall have been elected or appointed and qualified, except in the case of ex officio Trustees.

(4) A Trustee may be removed from office pursuant to any procedure therefore provided in the Articles of Incorporation or the Bylaws, and if none be provided, may be removed at a meeting called expressly for that purpose, with or without cause, by such vote as would suffice for his election.

SECTION 13 VACANCIES.

Any vacancy occurring in the Board of Trustees and any Trusteeship to be filled by reason of an increase in the number of Trustees may be filled by the affirmative vote of a majority of the then members of the Board of Trustees, though less than a quorum of the Board, unless the Articles of Incorporation or the Bylaws provide that a vacancy or Trusteeship so created shall be filled in some other manner, in which case such provision shall control. A Trustee elected or appointed, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of his predecessor in office.

SECTION 14 QUORUM OF TRUSTEES.

A majority of the number of Trustees fixed by the Bylaws, or in the absence of a bylaw fixing the number of Trustees, then of the number stated in the Articles of Incorporation, shall constitute a quorum for the transaction of business, unless otherwise provided in the Articles of

Incorporation or the Bylaws, but in no event shall a quorum consist of less than one-third of the number of Trustees so stated or fixed. The act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by this chapter or by the Articles of Incorporation or Bylaws.

SECTION 15 COMMITTEES.

If the Articles of Incorporation or the Bylaws provide, the Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate committees, each of which shall consist of two or more Trustees. Committees of the Board of Trustees may be designated and appointed by resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon it or him or her by law.

SECTION 16 PLACE AND NOTICE OF TRUSTEES' MEETINGS.

Meetings of the Board of Trustees, regular or special, may be held at such place within or without the Reservation, or online via videoconference or other mode of electronic communication, and upon such notice as may be prescribed by the Bylaws, or where not inconsistent with the Bylaws, by resolution of the Board of Trustees. A Trustee's attendance at any meeting shall constitute a waiver of notice of such meeting, excepting such attendance at a meeting by the Trustee for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board of Trustees, need be specified in the notice or waiver of such notice, of such meeting, unless otherwise provided in the Articles of Organization or the Bylaws.

SECTION 17 OFFICERS.

(1) The officers of a Non-profit Corporation shall consist of a Chairperson, a Secretary, and a Treasurer, and may include one or more Vice-Chairpersons, and such other officers and assistant officers as may be deemed necessary, each of whom shall be elected or appointed from the members of the Board of Trustees and at such time and in such manner and for such terms not exceeding three years as may be prescribed in the Articles of Incorporation or the Bylaws. In the absence of any such provision, all officers shall be elected or appointed annually by the Board of Trustees. If the Bylaws so provide, any two or more offices may be held by the same person, except the offices of Chairperson and Secretary.

(2) The Articles of Incorporation or the Bylaws may provide that any one or more officers of the Non-profit Corporation or other organizations shall be ex officio members of the Board of Trustees.

(3) The officers of a Non-profit Corporation may be designated by such other titles as may be provided in the Articles of Incorporation or the Bylaws.

(4) All officers and agents of the Non-profit Corporation, as between themselves and the Non-profit Corporation, shall have such authority and perform such duties in the management of the

property and affairs of the Non-profit Corporation as may be determined by resolution of the Board of Trustees not inconsistent with the Bylaws.

SECTION 18 REMOVAL OF OFFICERS.

Any officer or agent elected or appointed may be removed by the persons authorized to elect or appoint such officer or agent whenever, in their judgment, the best interest of the Non-profit Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not itself create contract rights.

SECTION 19 BOOKS AND RECORDS.

Each Non-profit Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Trustees and committees, and shall keep at its registered office or principal office on the Reservation a record of the names and addresses of its Trustees. All books and records of a Non-profit Corporation may be inspected by any Trustee, or his agent or attorney, for any proper purpose at any reasonable time.

SECTION 20 SHARES OF STOCK AND DIVIDENDS PROHIBITED.

A Non-profit Corporation organized under this chapter shall not authorize or issue shares of stock. No dividend shall be paid and no part of the income of a Non-profit Corporation shall be distributed to Trustees. A Non-profit Corporation may pay compensation, including pensions, in a reasonable amount to its Trustees for services rendered, as permitted by this ordinance.

SECTION 21 LOANS TO DIRECTORS AND OFFICERS PROHIBITED.

No loans shall be made by a Non-profit Corporation organized under this ordinance to its Trustees. The Trustees of a Non-profit Corporation who vote for or assent to the making of a loan to a Trustee of the Non-profit Corporation, and any Trustee participating in the making of such a loan, shall be jointly and severally liable to the Non-profit Corporation for the amount of such loan until the repayment thereof.

SECTION 22 INCORPORATORS.

Three or more natural persons of the age of 21 years or more may act as incorporators of a Non-profit Corporation by signing, certifying, and delivering, in duplicate to the Tribal Secretary, Articles of Incorporation for such Non-profit Corporation.

For corporations where the Tribe or a political subdivision of the Tribe is to operate the entity being incorporated, then the Tribe or its political subdivision shall be deemed to be the incorporator of that entity as evidenced by an Executive Committee resolution adopting its Articles of Incorporation.

SECTION 23 ARTICLES OF INCORPORATION.

(1) The Articles of Incorporation shall set forth:

- (a) The name of the Non-profit Corporation;
- (b) The period of duration, which may be perpetual;
- (c) The purpose or purposes for which the Non-profit Corporation is organized;
- (d) A statement of the manner in which such Trustees shall be elected or appointed, or that the manner of such election or appointment of such Trustees shall be provided in the Bylaws;
- (e) Any provisions, not inconsistent with this chapter or any other law or ordinance of the Iowa Tribe of Kansas and Nebraska, which the incorporators elect to set forth in the Articles of Incorporation for the regulation of the internal affairs of the Non-profit Corporation, including any provision for distribution of assets on dissolution or final liquidation and any provisions which under this chapter are required or permitted to be set forth in the Bylaws;
- (f) The address, including street and number, if any, of its initial registered office, and the name of its initial registered agent at such address;
- (g) The number of Trustees constituting the Board of Trustees, and the names and addresses, including street and number, if any, of the persons who are to serve as the initial directors until the first annual meeting or until their successors be elected and qualify; and
- (h) The name and address, including street and number, if any of each incorporator.

(2) It shall not be necessary to set forth in the Articles of Incorporation any of the corporate powers enumerated in this chapter.

(3) Unless the Articles of Incorporation provide that a change in the number of Trustees shall be made only by amendment to the Articles of Incorporation, a change in the number of Trustees made by amendment to the Bylaws shall be controlling. Whenever a provision of the Articles of Incorporation is inconsistent with the Bylaws, the provision of the Articles of Incorporation shall be controlling.

SECTION 24 FILINGS OF ARTICLES OF INCORPORATION.

(1) Duplicate originals of the Articles of Incorporation shall be delivered to the Tribal Secretary. The Tribal Secretary may by regulation set fees for filing articles and other filings under this chapter.

(2) If the Tribal Secretary finds that the Articles of Incorporation conform to law, they shall, when all fees and charges have been paid as under this chapter prescribed:

- (a) Endorse on each of such duplicate originals the work “filed” and the month, day, and year of filing thereof;

- (b) File one of such duplicate originals in their office;
- (c) Issue a Certificate of Good Standing to which they shall affix the other duplicate original; and
- (d) Deliver the Certificate of Good Standing together with the duplicate original of the Articles of Incorporation affixed thereto, to the incorporators or their representative.

SECTION 25 EFFECT OF ISSUANCE OF CERTIFICATE OF GOOD STANDING.

Upon the Incorporation, the corporate existence shall begin, and such Certificate of Good Standing shall be conclusive evidence that all conditions precedent required to be performed by the Non-profit Corporation have been complied with and that the Non-profit Corporation has been incorporated under this chapter, except as against the Iowa Tribe of Kansas and Nebraska in a proceeding to cancel or revoke the Certificate of Good Standing. A Non-profit Corporation organized under this ordinance shall in all matters be subject to the jurisdiction of the Iowa Tribe of Kansas and Nebraska and the Courts of the Iowa Tribe of Kansas and Nebraska.

SECTION 26 FIRST MEETING.

(1) After the issuance of the Certificate of Good Standing, an organizational meeting of the Board of Trustees named in the Articles of Incorporation shall be held at the call of a majority of the Trustees so named for the purpose of adopting Bylaws, electing officers, and the transaction of such other business as may come before the meeting. The Trustees calling the meeting shall give at least five days' notice thereof by mail to each Trustee so named; which notice shall state the time and place of the meeting; provided, however, that if all the Trustees shall waive notice in writing and fix a time and place for said organization meeting, no notice shall be required of such meeting.

SECTION 27 RIGHT TO AMEND ARTICLES OF INCORPORATION.

A Non-profit Corporation may amend its Articles of Incorporation, from time to time, in any and as many respects as may be desired; provided, that its Articles of Incorporation as amended contain only such provisions as might be lawfully contained in original Articles of Incorporation if made at the time of making such amendment. For corporations chartered for the Tribe or its political subdivision under this Title, amended articles must be approved by the Executive Committee by resolution before becoming effective.

SECTION 28 PROCEDURE TO AMEND ARTICLES OF INCORPORATION.

Amendment to the Articles of Incorporation shall be made in the following manner:

- (1) An amendment shall be adopted at a meeting of the Board of Trustees upon receiving the vote of a majority of the Trustees; and
- (2) Any number of amendments may be submitted and voted upon at any one meeting.

(3) For corporations chartered for the Tribe or its political subdivision under this Title, amended articles must be approved by the Executive Committee by resolution before becoming effective.

SECTION 29 ARTICLES OF AMENDMENT.

The Articles of Amendment shall be executed in duplicate by the Non-profit Corporation, by its Chairperson or Vice-Chairperson, and the corporate seal shall be thereto affixed, attested by its Secretary or an Assistant Secretary, and shall set forth:

(1) The name of the Non-profit Corporation;

(2) The amendment so adopted;

(3) A statement of such fact, the date of the meeting of the Board of Trustees at which the amendment was adopted, and a statement of the fact that such amendment received the vote of a majority of the Trustees in office.

SECTION 30 FILING OF ARTICLES OF AMENDMENT.

(1) Duplicate originals of the articles of amendment shall be delivered to the Tribal Secretary.

(2) If the Tribal Secretary finds that the Articles of Amendment conform to law, they shall, when all fees and charges have been paid as in this chapter prescribed:

(a) Endorse on each of such duplicate originals the word "filed," and the month, day, and year of the filing thereof;

(b) File one of such duplicate originals in their office;

(c) Issue a Certificate of Amendment to which they shall affix the other duplicate original; and

(d) Deliver the Certificate of Amendment, together with the duplicate original of the Articles of Amendment affixed thereto, to the Non-profit Corporation or its representative.

SECTION 31 EFFECT OF CERTIFICATE OF AMENDMENT.

(1) Upon the issuance of the Certificate of Amendment, the amendment shall become effective and the Articles of Incorporation shall be deemed to be amended accordingly.

(2) No amendment shall affect any existing cause of action in favor of or against such Non-profit Corporation, or any pending suit to which such Non-profit Corporation shall be a party, and, in the event the corporate name shall be changed by amendment, no suit brought by or against such Non-profit Corporation under its former name shall abate for that reason.

SECTION 32 VOLUNTARY DISSOLUTION.

A Non-profit Corporation may dissolve and wind up its affairs in the following manner:

(1) The dissolution of the Non-profit Corporation shall be authorized at a meeting of the Board of Trustees upon the adoption of a resolution to dissolve by the vote of a majority of the Trustees in office; and

(2) Upon adoption of such resolution by the Board of Trustees, the Non-profit Corporation shall cease to conduct its affairs except insofar as may be necessary for the winding up thereof; shall immediately cause a notice of the proposed dissolution to be mailed to each known creditor of the Non-profit Corporation and shall proceed to collect its assets and apply and distribute them as provided in this chapter.

SECTION 33 DISTRIBUTION OF ASSETS.

The assets of a Non-profit Corporation in the process of dissolution shall be applied and distributed as follows:

(1) All liabilities and obligations of the Non-profit Corporation shall be paid, satisfied, and discharged, or adequate provisions shall be made therefor;

(2) Assets held by the Non-profit Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;

(3) Assets received and held by the Non-profit Corporation subject to limitations, permitting their use only for charitable, religious, missionary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign Non-profit Corporations, societies, or organizations engaged in activities substantially similar to those of the dissolving Non-profit Corporation, or to the Tribe, pursuant to a plan of distribution adopted as provided in this chapter;

(4) Any remaining assets may be distributed to such persons, societies, organizations, or domestic or foreign Non-profit Corporations, whether for profit or not for profit, or to the Tribe, as may be specified if a plan of distribution is adopted as provided in this chapter.

SECTION 34 PLAN FOR DISTRIBUTION.

A plan providing for the distribution of assets, not inconsistent with the provisions of this chapter, may be adopted by a Non-profit Corporation in the process of dissolution and shall be adopted by a Non-profit Corporation for the purpose of authorizing any transfer or conveyance of assets for which this chapter requires a plan for distribution, in the following manner:

(1) A resolution to revoke the voluntary dissolution proceeding shall be adopted at a meeting of the Board of Trustees upon receiving the vote of a majority of the Trustees in office; and

(2) Upon adoption of such resolution by the Board of Trustees, the Non-profit Corporation may thereupon again conduct its affairs. If the Articles of Dissolution have been delivered to the Tribal Secretary, notice of such revocation shall be given to them in writing.

SECTION 35 ARTICLES OF DISSOLUTION.

If voluntary dissolution proceedings have not been revoked, when all debts, liabilities, and obligations of the Non-profit Corporation shall have been made therefor, and all of the remaining property and assets of the Non-profit Corporation shall have been transferred, conveyed, or distributed in accordance with the provisions of this chapter, Articles of Dissolution shall be executed in duplicate by the Non-profit Corporation, by its Chairperson or Vice-Chairperson, and the Non-profit Corporation seal shall be thereto affixed and attested by its Secretary or an Assistant Secretary, and such statement shall set forth:

- (1) The name of the Non-profit Corporation;
- (2) A statement of such fact, the date of the meeting of the Board of Trustees at which the resolution to dissolve received the vote of a majority of the Trustees in office;
- (3) That all debts, liabilities, and obligations of the Non-profit Corporation have been paid and discharged or that adequate provision has been made therefor;
- (4) That all the remaining property and assets of the Non-profit Corporation have been transferred, conveyed, or distributed in accordance with the provisions of this chapter; and
- (5) That there are no suits pending against the Non-profit Corporation in any Court, or that adequate provisions have been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending suit.

SECTION 36 FILING OF ARTICLES OF DISSOLUTION.

- (1) Duplicate originals of such articles of dissolution shall be delivered to the Tribal Secretary.
- (2) If the Tribal Secretary finds that such articles of dissolution conform to law, he or she shall, when all fees and charges have been paid as in this chapter prescribed:
 - (a) Endorse on each of such duplicate originals the word "filed," and the month, day, and year of such filing thereof;
 - (b) File one of such duplicate originals in their office;
 - (c) Issue a Certificate of Dissolution to which they shall affix the other duplicate original; and
 - (d) Deliver the Certificate of Dissolution, together with the duplicate original of the articles of dissolution affixed thereto, to the representative of the dissolved Non-profit Corporation.
- (3) Upon the issuance of such Certificate of Dissolution, the existence of the Non-profit Corporation shall cease, except for the purpose of suits, other proceedings, and appropriate corporate action by Trustees, directors, and officers as provided in this chapter.

SECTION 37 INVOLUNTARY DISSOLUTION.

(1) A Non-profit Corporation may be dissolved involuntarily by a decree of the Court in an action instituted by the Tribal Secretary in the name of the Iowa Tribe of Kansas and Nebraska, when it is made to appear to the Court that:

- (a) The franchise of the Non-profit Corporation was procured through fraud; or
- (b) The Non-profit Corporation has continued to exceed or abuse the authority conferred upon it by this chapter; or
- (c) The Non-profit Corporation has failed for ninety (90) days to appoint and maintain a registered agent as provided in this chapter; or
- (d) The Non-profit Corporation has failed for ninety (90) days after change of its registered office or registered agent to deliver to the Tribal Secretary a statement of such change.

(2) At least 30 days before any action for the involuntary dissolution of a Non-profit Corporation shall be filed by the Tribal Secretary, he or she shall notify the Non-profit Corporation, by certified or registered mail addressed to such Non-profit Corporation at its registered office, a notice of their intention to file such suit and the reasons therefor. If, before action is filed, the Non-profit Corporation shall submit satisfactory evidence that said franchise was not procured through fraud or that the Non-profit Corporation has not exceeded or abused such authority or shall appoint or maintain a registered agent as provided in this chapter, or deliver to the Tribal Secretary the required statement of change of registered agent, the Tribal Secretary shall not file an action against such a Non-profit Corporation for such cause. If, after action is filed, for a reason stated in subsection (1)(c) or (d) of this section the Non-profit Corporation shall, as the case may be, appoint or maintain a registered agent as provided in this chapter, or shall deliver to the Tribal Secretary, the required statement of change of registered agent, and shall pay the costs of such action, the action for such cause shall abate.

SECTION 38 JURISDICTION OF COURT TO LIQUIDATE ASSETS AND AFFAIRS OF NON-PROFIT CORPORATION.

The Courts of Iowa Tribe of Kansas and Nebraska shall have full power to liquidate the assets and affairs of a Non-profit Corporation:

(1) In any action by a Trustee when it is made to appear:

- (a) That the Trustees are deadlocked in the management of the corporate affairs and that irreparable injury to the Non-profit Corporation is being suffered or is threatened by that reason thereof; or
- (b) That the acts of the Trustees or those in control of the Non-profit Corporation are illegal, oppressive or fraudulent; or
- (c) That the corporate assets are being misapplied or wasted; or

- (d) That the Non-profit Corporation is unable to carry out its purposes;
- (2) In an action by a creditor:
- (a) When the claim of the creditor has been reduced to judgment and an execution thereon has been returned unsatisfied and it is established that the Non-profit Corporation is Insolvent; or
 - (b) When the Non-profit Corporation has admitted in writing and the claims of the creditor are due and owing and it is established that the Non-profit Corporation is insolvent;
- (3) Upon application by a Non-profit Corporation to have its dissolution continued under the supervision of the Court;
- (4) When an action has been commenced by the Tribal Secretary to dissolve a Non-profit Corporation and it is made to appear that liquidation of its affairs should precede the entry of a decree of dissolution;
- (5) It shall not be necessary to make Trustees parties to any such action or proceeding unless relief is sought against them personally.

SECTION 39 PROCEDURE IN LIQUIDATION OF NON-PROFIT CORPORATION BY THE COURT.

- (1) In proceedings to liquidate the assets and affairs of a Non-profit Corporation, the Court shall have the power to issue injunctions and to appoint receivers pendente lite, with such powers and duties as the Court, from time to time, may direct, and to take such other proceedings as may be requisite to preserve the corporate assets wherever situated, and carry on its affairs of the Non-profit Corporation until a full hearing can be had.
- (2) After a hearing had upon such notice as the Court may direct to be given to all parties to the proceedings and to any other parties in interest designated by the Court, the Court may appoint a liquidating receiver or receivers with authority to collect the assets of the Non-profit Corporation. Such liquidating receiver or receivers shall have authority, subject to the order of the Court, to sell, convey and dispose of all or any part of the assets of the Non-profit Corporation wherever situated, either at public or private sale. The order appointing such liquidating receiver or receivers shall state their powers and duties. Such powers and duties may be increased or diminished at any time during the proceedings.
- (3) The assets of the Non-profit Corporation or the proceeds resulting from a sale, conveyance, or other disposition thereof shall be applied and distributed as follows:
- (a) All costs and expenses of the Court proceedings and all liabilities and obligations of the Non-profit Corporation shall be paid, satisfied, and discharged, or adequate provision shall be made therefor;

- (b) Assets held by the Non-profit Corporation upon conditions requiring return, transfer, or conveyance, which conditions occur by reason of dissolution or liquidation, shall be returned, transferred, or conveyed in accordance with such requirements;
- (c) Assets received and held by the Non-profit Corporation subject to limitations permitting their use only for charitable, religious, cultural, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution or liquidation, shall be transferred or conveyed to one or more domestic or foreign Non-profit Corporations, societies, or organizations engaged in activities substantially similar to those of the dissolving or liquidating Non-profit Corporation as the Court may direct, or to the Tribe;
- (d) Other assets, if any, shall be distributed in accordance with the provisions of the Articles of Incorporation or the Bylaws incorporating the plan of dissolution; and
- (e) Any remaining assets may be distributed to such persons, societies, organizations, or domestic or foreign Non-profit Corporations, whether for profit or not for profit, or to the Tribe, as may be specified if the plan of distribution has been adopted, or as the Court may direct.

(4) The Court shall have power to allow, from time to time, as expenses of the liquidation, compensation to the receiver or receivers and to attorneys in the proceeding, and to direct the payment thereof out of the assets of the Non-profit Corporation or the proceeds of any sale or disposition of such assets.

(5) A receiver of a Non-profit Corporation appointed under the provisions of this section shall have authority to sue and defend in all Courts in his own name as receiver of such Non-profit Corporation. The Court appointing such receiver shall, for the purposes of this chapter, have exclusive jurisdiction of the Non-profit Corporation and its property, wherever situated.

SECTION 40 QUALIFICATION OF RECEIVERS.

A receiver shall in all cases be a natural person or a domestic Non-profit Corporation authorized to act as receiver, and shall in all cases give such bond as the Court may direct with such sureties as the Court may require.

SECTION 41 FILING OF CLAIMS IN LIQUIDATION PROCEEDINGS.

In proceeds to liquidate the assets and affairs of a Non-profit Corporation, the Court may require all creditors of the Non-profit Corporation to file with the Clerk of Court or with the receiver, in such form as the Court may prescribe, proofs under oath of their respective claims; it shall fix a date, which shall be not less than four months from the date of the order, as the last day for the filing of claims, and shall prescribe the notice that shall be given to creditors and claimants of the date so fixed. Prior to the date so fixed, the Court may extend the time for the filing of claims. Creditors and claimants failing to file proofs or claims on or before the date so fixed may be barred, by order of the Court, from participating in the distribution of the assets of the Non-profit Corporation.

SECTION 42 DISCONTINUANCE OF LIQUIDATION PROCEEDINGS.

The liquidation of the assets and affairs of a Non-profit Corporation may be discontinued at any time during the liquidation proceedings when it is made to appear that cause for liquidation no longer exists. In such event the Court shall dismiss the proceedings and direct the receiver to redeliver to the Non-profit Corporation all its remaining property and assets.

SECTION 43 DECREE OF INVOLUNTARY DISSOLUTION.

In proceedings to liquidate the assets and affairs of a Non-profit Corporation, when the costs and expenses of such proceedings and all debts, obligations, and liabilities of the Non-profit Corporation shall have been paid and discharged and all of its remaining property and assets are not sufficient to satisfy and discharge such costs, expenses, debts, and obligations, and all the property and assets have been applied so far as they will go to their payment, the Court shall enter a decree dissolving the Non-profit Corporation, whereupon the existence of the Non-profit Corporation shall cease.

SECTION 44 FILING OF DECREE OF DISSOLUTION.

In case the Court shall enter a decree dissolving a Non-profit Corporation, it shall be the duty of the Clerk of Court to cause a certified copy of the decree to be delivered to the Tribal Secretary, who shall file the same. No fee shall be charged by the Tribal Secretary for the filing thereof.

SECTION 45 DEPOSITS WITH TRIBAL SECRETARY.

Upon the voluntary or involuntary dissolution of a Non-profit Corporation, the portion of the assets distributable to any persons who are unknown or cannot be found, or who are under disability and there is no person legally competent to receive such distributive portion, shall be reduced to cash and be deposited with the Tribal Secretary and shall be paid over to such person or to his legal representative upon proof satisfactory to the Court of his rights thereto.

SECTION 46 ANNUAL REPORT OF NON-PROFIT CORPORATIONS.

(1) Each domestic Non-profit Corporation shall prepare an annual report setting forth:

- (a) The name of the Non-profit Corporation;
- (b) The address of its registered office and the name of its registered agent;
- (c) A brief statement of the character of the affairs which the Non-profit Corporation is actually conducting; and
- (d) The names and respective addresses, including street and number, if any, of the Trustees and officers of the Non-profit Corporation.

(2) Such annual report shall be made on forms prescribed and furnished by the Tribal Secretary and the information therein contained shall be given as of the date of the execution of the report. It shall be executed by the Non-profit Corporation, by its Chairperson, a Vice-Chairperson,

Secretary, or Assistant Secretary, Treasurer, or Assistant Treasurer, or if the Non-profit Corporation is in the hands of a receiver or receivers, or Trustee, it shall be executed by such receiver, receivers, or Trustee.

SECTION 47 FILING OF ANNUAL REPORT OF NON-PROFIT CORPORATION.

Such annual report of a Non-profit Corporation shall be delivered to the Tribal Secretary. If the Tribal Secretary, between the first day of January and the first day of March of each year, finds that such report conforms to law, he shall file the same. If he or she finds that it does not so conform, he or she shall promptly return the same to the Non-profit Corporation for any necessary correction, in which event the penalties hereinafter prescribed for failure to file such report within the time hereinafter provided shall not apply, if such report is corrected to conform to the requirements of this chapter and returned to the Tribal Secretary in sufficient time to be filed prior to the first day of July of the year in which it is due.

SECTION 48 PENALTIES IMPOSED UPON NON-PROFIT CORPORATIONS.

Each Non-profit Corporation, foreign or domestic, that fails or refuses to file its annual report for any year within the time prescribed by this Chapter shall be subject to a penalty in amount to be set by the Tribe.

SECTION 49 FEES FOR FILING DOCUMENTS AND ISSUING CERTIFICATES.

The Executive Committee is authorized to make regulations providing for reasonable fees for other services not specifically stated in this Ordinance or to make changes in any and all fees for services set out in this Ordinance. These changes shall be available through the Office of the Secretary.

SECTION 50 CERTIFICATES AND CERTIFIED COPIES TO BE RECEIVED IN EVIDENCE.

All certificates issued by the Tribal Secretary in accordance with the provisions of this chapter and all copies of documents filed in his or her office in accordance with the provisions of this chapter, when certified by him or her, shall be taken and received in all Courts, public offices, and official bodies as prima facie evidence of the facts therein stated. A certificate by the Tribal Secretary under the seal of his or her office as to the existence or nonexistence of the facts relating to Non-profit Corporations which would not appear from a certified copy of any of the foregoing documents or certificates shall be taken and received in all Courts, public offices and official bodies as prima facie evidence of the existence or nonexistence of the facts therein stated.

SECTION 51 FORMS TO BE FURNISHED BY THE TRIBAL SECRETARY.

All reports required by this chapter to be filed in the office of the Tribal Secretary shall be made on forms which shall be prescribed and furnished by the Tribal Secretary. Forms for all other documents to be filed in the office of the Tribal Secretary shall be furnished by the Tribal Secretary on request therefor, but the use thereof, unless otherwise specifically prescribed in this chapter, shall not be mandatory.

SECTION 52 GREATER VOTING REQUIREMENTS.

Whenever, with respect to any action to be taken by the Trustees of a Non-profit Corporation, the Articles of Incorporation require the vote or concurrence of a greater proportion of the Trustees, as the case may be, than required by this chapter, with respect to such action, the provisions of the Articles of Incorporation shall control.

SECTION 53 WAIVER OF NOTICE.

Whenever any notice is required to be given to any Trustee or director of a Non-profit Corporation under the provisions of this chapter, under the provisions of the Articles of Incorporation, or Bylaws of the Non-profit Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Presence without objection also waives notice.

SECTION 54 ACTION BY TRUSTEES WITHOUT A MEETING.

Any action required by this chapter to be taken at a meeting of the Trustees of a Non-profit Corporation, or any action which may be taken at a meeting of the Trustees, may be taken without a meeting, if consent in writing, setting forth the action so taken, shall be signed by all of all of the Trustees, as the case may be. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any articles or documents filed with the Tribal Secretary under this chapter.

SECTION 55 EFFECT OF INVALIDITY OF PART OF THIS CHAPTER.

If a Court of competent jurisdiction shall adjudge to be invalid or unconstitutional any clause, sentence, paragraph, section, or part of this chapter, such judgment or decree shall not affect, impair, invalidate, or nullify the remainder of this chapter, but the effect thereof shall be confined to the clause, sentence, paragraph, section, or part of this chapter so adjudged to be invalid or unconstitutional.

SECTION 56 NO WAIVER OF SOVEREIGN IMMUNITY.

Nothing contained in this Ordinance shall be construed as creating any liability or waiving of the sovereign immunity of the Tribe in any manner; provided that the assets of the Non-profit Corporation in which the Tribe holds an interest may be subject to liabilities and claims unless otherwise provided herein. In no event shall any action taken by the Tribe as Owner concerning the exercise of any right or privilege or discharge of any duty with respect to an interest in a Non-profit Corporation be construed as a waiver of immunity or creation of a liability on the part of the Tribe separate and apart from its interests as an Owner of the Non-profit Corporation.