

NONPROFIT CORPORATIONS CODE

CONFEDERATED TRIBES  
OF THE  
UMATILLA INDIAN RESERVATION

**NONPROFIT CORPORATIONS CODE**

**TABLE OF CONTENTS**

CHAPTER 1.	GENERAL MATTERS .....	1
SECTION 1.01.	Title .....	1
SECTION 1.02.	Purpose.....	1
SECTION 1.03.	Definitions.....	1
CHAPTER 2.	FORMATION.....	1
SECTION 2.01.	Purposes of a Nonprofit Corporation.....	1
SECTION 2.02.	Incorporators .....	1
SECTION 2.03.	Articles of Incorporation.....	2
SECTION 2.04.	Corporate Name .....	2
SECTION 2.05.	Corporate Capacity and Powers.....	2
SECTION 2.06.	Filing of Articles .....	2
CHAPTER 3.	ADDITIONAL REQUIREMENTS.....	2
SECTION 3.01.	Amendment of Articles.....	2
SECTION 3.02.	Organizational Meeting. ....	3
SECTION 3.03.	Disposition of Assets .....	3
SECTION 3.04.	General Corporate Laws Applicable.....	3
SECTION 3.05.	Report to Board of Trustees.....	3
SECTION 3.06.	Revocation .....	3
SECTION 3.07.	Effective Date .....	4
SECTION 3.08.	Provisions as Cumulative.....	4
SECTION 3.09.	Severability .....	4

Appendix A. Legislative History

## **NONPROFIT CORPORATIONS CODE**

### **CHAPTER 1. GENERAL MATTERS**

#### **SECTION 1.01. TITLE**

This Code shall be known as the Confederated Tribes of the Umatilla Indian Reservation (Hereinafter "CTUIR") Nonprofit Corporations Code.

#### **SECTION 1.02. PURPOSE**

The purpose of this Code is to enable the CTUIR to form a nonprofit corporation and/or nonprofit corporations for the purpose of performing certain exclusive functions for the benefit of CTUIR members, and other residents of the Umatilla Indian Reservation, and enabling such nonprofit corporations to achieve tax-exempt status pursuant to the Internal Revenue Code, 26 U.S.C. § 501(c)(3).

#### **SECTION 1.03. DEFINITIONS**

Definitions, For the purpose of this Code, unless the context otherwise requires, the terms defined in this section shall have the meanings ascribed to them as follows:

- A. "Articles" means the original Articles of Incorporation as amended, articles of merger, or articles of consolidation and incorporation, as the case may be.
- B. "Board of Trustees" means the governing body of the CTUIR as set forth in Article VI of the CTUIR Constitution.
- C. "Bylaws" means the rules adopted for the regulations or management of the internal affairs of the Nonprofit Corporation, regardless of how designated.
- D. "CTUIR Nonprofit Corporation" or "Nonprofit Corporation" means a nonprofit corporation formed by those elected officials of the CTUIR specified in Section 501 herein for a tribal purpose not involving pecuniary gain to its shareholders or members, paying no dividends or other pecuniary remuneration directly or indirectly, to its shareholders or members as such, and having no capital stock.
- E. "Directors" means the persons vested with the general management of the affairs of the Nonprofit Corporation, regardless of how they are designated.
- F. "Member" means an entity, either corporate or natural, having any membership shareholder rights in a Nonprofit Corporation in accordance with its articles, bylaws, or both.
- G. "Secretary" means the Secretary of the Board of Trustees.

### **CHAPTER 2. FORMATION**

#### **SECTION 2.01. PURPOSES OF A NONPROFIT CORPORATION**

A Nonprofit Corporation may be formed under this Code for exclusive operations for one or more of the following purposes: charitable, educational, scientific, literary, or any other purpose allowed for organizations subject to federal income tax exemptions under Section 501(c)(3) of Title 26 of the United States Code.

#### **SECTION 2.02. INCORPORATORS**

The Chairman, Vice-Chairman and Treasurer of the Board of Trustees shall serve as the three incorporators of each CTUIR Nonprofit Corporation established under this Code.

**SECTION 2.03. ARTICLES OF INCORPORATION**

- A. Execution and Approval. Each Nonprofit Corporation authorized under this Code shall be established by Articles of Incorporation signed and acknowledged by each of the incorporators and shall be approved by resolution of the Board of Trustees.
- B. Contents. The articles of the Nonprofit Corporation organized under this Code shall state:
1. The name of the Nonprofit Corporation;
  2. The purpose of the Nonprofit Corporation;
  3. That the Nonprofit Corporation does not afford pecuniary gain, incidentally or otherwise, to its members;
  4. The period of the duration of corporate existence which may be perpetual;
  5. The location, by city, town, or other community, of the Nonprofit Corporation's principal office, which shall be located within the Umatilla Indian Reservation, and its registered office(s);
  6. The name and address of its registered agent;
  7. The name and address of each incorporator;
  8. The number of directors constituting the first board of directors, the name and address of each such director, and the tenure in office of the first directors, in accordance with Section 3.04 of this Code, and setting forth the authority of the Board of Trustees to appoint and remove such directors and to fill director vacancies.
  9. Any other provision, consistent with CTUIR law for regulating the business of the Nonprofit Corporation or the conduct of the corporate affairs.

**SECTION 2.04. CORPORATE NAME**

A Nonprofit Corporation organized pursuant to this Code may use any corporate name authorized by the Board of Trustees, provided, that it shall not be necessary for a Nonprofit Corporation to use the word "corporation", "company", "incorporated," or "limited" or an abbreviation of one of those words in its corporate name.

**SECTION 2.05. CORPORATE CAPACITY AND POWERS**

A Nonprofit Corporation incorporated under this Code shall have general corporate capacity, and shall have and possess all of the general powers of a domestic corporation.

**SECTION 2.06. FILING OF ARTICLES**

The Articles of Incorporation shall be filed in the Office of the Board of Trustees Secretary, with a copy to the Tribal Attorney General. If the articles conform to law, the Office of the Secretary shall record the Articles and issue and record a certificate of incorporation. The certificate shall state the name of the Nonprofit Corporation and the fact and date of incorporation. Corporate existence shall begin upon the issuance by the Secretary of the certificate of incorporation.

**CHAPTER 3. ADDITIONAL REQUIREMENTS**

**SECTION 3.01. AMENDMENT OF ARTICLES**

Every Nonprofit Corporation wishing to change its name or otherwise amend its Articles of Incorporation shall make such change or Amendment subject to the approval of the Board of

Trustees, which approval shall be granted so long as the amendment conforms to the requirements of this Code and is consistent with the purpose for which the Nonprofit Corporation was established. The Articles of Incorporation shall be deemed effective upon issuance of the certificate of incorporation, and shall be deemed amended upon issuance of the certificate of amendment by the Board of Trustees Secretary.

#### SECTION 3.02. ORGANIZATIONAL MEETING.

After commencement of corporate existence, the first meeting of the board of directors shall be held at the call of the incorporators or the directors, after notice, for the purpose of adopting the initial bylaws, electing officers, performing other acts in the internal organization of the Nonprofit Corporation, and for such other purposes as shall be stated in the notice of the meeting. Such meeting shall be held within thirty (30) days after the issuance of a certificate of incorporation by the Secretary. The initial bylaws adopted by the board of directors shall remain effective until legally amended or repealed at a board of directors meeting duly called for the specific purpose of amending or repealing the bylaws.

#### SECTION 3.03. DISPOSITION OF ASSETS

Notwithstanding any other provision of CTUIR law, or the Articles of Incorporation of a Nonprofit Corporation established pursuant to this Code, the Articles of Incorporation of each Nonprofit Corporation which is an exempt charitable, literary, educational, or scientific organization as described in Section 501(c)(3) of the Federal Revenue Code of 1954, as amended, shall be conclusively deemed to contain the following provision: Upon the dissolution of the Nonprofit Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Nonprofit Corporation, dispose of all of the assets of the Nonprofit Corporation exclusively for the purposes of the Nonprofit Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue Law, as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the courts of the CTUIR, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### SECTION 3.04. GENERAL CORPORATE LAWS APPLICABLE

The provisions of CTUIR law applicable to corporations shall generally apply to Nonprofit Corporations organized pursuant to this Code except where a different rule is provided in this Code. Provided, that Nonprofit Corporations formed exclusively for charitable, literary, educational, or scientific purposes which qualify as a Nonprofit Corporation exempt from federal taxation pursuant to Section 501(c)(3) of Title 26 of the United States Code, as amended, or any successor provision to this section, shall be exempt from payment of any filing fees, franchise fees or license fees.

#### SECTION 3.05. REPORT TO BOARD OF TRUSTEES

Each Nonprofit Corporation shall file an annual report with the Secretary of the Board of Trustees, with a copy to the Treasurer of the Board of Trustees, within 90 days following the end of each calendar year, which shall be subject to review of the Board of Trustees. Such report shall incorporate information that meets or exceeds the reporting requirements imposed by the Internal Revenue Service on nonprofit corporations exempt from federal taxation pursuant to Section 501(c)(3) of Title 26 of the USC, as amended or any success or provision to this section. The annual report shall be made available to the public upon request.

#### SECTION 3.06. REVOCATION

The Board of Trustees retains the authority to revoke any Articles of Incorporation issued pursuant to this Code. Revocation shall only be for cause, which shall require a finding by the Board of Trustees that the Nonprofit Corporation has engaged in conduct, operations or activities that violate this

*STATUTES of the CONFEDERATED TRIBES of the UMATILLA INDIAN RESERVATION  
As Amended through Resolution No. 09-093 (July 6, 2009)*

Nonprofit Corporations Code, the Articles of Incorporation of the Nonprofit Corporation, the law or regulations relevant to the 501 (c)(3) status of such Nonprofit Corporation, or that involve financial impropriety by or on behalf of the Nonprofit Corporation. Revocation of the Articles of Incorporation of a Nonprofit Corporation by the Board of Trustees shall be by resolution approved by at least six (6) members of the Board of Trustees

**SECTION 3.07. EFFECTIVE DATE**

This Code shall be in full force and effect according to its terms from and after the date of enactment by the Board of Trustees.

**SECTION 3.08. PROVISIONS AS CUMULATIVE**

The provisions of this Code shall be cumulative to existing law.

**SECTION 3.09. SEVERABILITY**

The provisions of this Code are severable and if any part ~~of~~ provision hereof shall be held void the decision of the court so holding shall ~~not~~ affect or impair any of the remaining parts or provisions of this Code.

## APPENDIX A

### LEGISLATIVE HISTORY

**NONPROFIT CORPORATIONS CODE**

**LEGISLATIVE HISTORY**

The Board of Trustees of the Confederated Tribes of the Umatilla Indian Reservation enacted the Nonprofit Corporations Code in Resolution No. 06-123 on December 18, 2006. In Resolution 09-093 (7-6-09), the Board of Trustees amended section 3.09 of the Code to correct a clerical error that had been present in the Code as originally enacted. Resolution 09-093 made no substantive changes to the Code.