Washoe Tribe of Nevada and California

Law & Order Code

TITLE 35 – WASHOE NONPROFIT CORPORATIONS CODE

[Enacted on 1/27/15 — Resolution 2015-WTC-04. Effective Date 3/1/15. Current Through Date: 4/13/15]

TABLE OF CONTENTS

35-10 AUTHORITY, FINDINGS AND SCOPE 1
35-20 DEFINITIONS 2
35-30 NONPROFIT CORPORATE PURPOSES 3
35-40 WHO MAY CREATE A NONPROFIT UNDER THIS TITLE 3
35-50 CORPORATE NAME 4
35-60 CORPORATE POWERS AND LIMITATIONS 4
35-70 INCORPORATORS 5
35-80 ARTICLES OF INCORPORATION 6
35-90 AMENDMENT OF ARTICLES OF INCORPORATION 7
35-100 DIRECTORS 8
35-110 MEMBERS 10
35-120 MEETINGS 10
35-130 CORPORATE RECORDS 12
35-140 DISSOLUTION 13
35-150 NONPROFIT FILING AND LICENSE FEES 17
35-160 DEFENSE OF ULTRA VIRES 17
35-170 INDEMNIFICATION 18
35-180 GOVERNING LAW AND VENUE 18
35-190 REGULATORY AUTHORITY AND GUIDANCE 18
35-200 NO WAIVER OF SOVEREIGN IMMUNITY 19
35-210 SEVERABILITY 19
35-220 EFFECTIVE DATE 19

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35-10 AUTHORITY, FINDINGS AND SCOPE

35-10-010 Authority. The Washoe Tribal Council is the recognized governing body of the Washoe Tribe of Nevada and California ("Tribe" or "Washoe") with the responsibility to exercise the privileges and powers of self-government, to conserve and develop Tribal resources, and to secure the social and economic wellbeing of our Tribe. This Title is enacted on the basis of inherent sovereign tribal powers delegated to the Washoe Tribal Council under Article VI of the Tribe's Constitution and Bylaws.

35-10-020 Findings and Purpose. The Washoe Tribal Council hereby finds that:

1. The Tribe has a primary interest in exercising its inherent sovereign authority to provide for the establishment of a statutory framework for the creation of Nonprofit Corporations subject to the statutory and regulatory jurisdiction of the Washoe Tribe.

2. The specific purpose of this Title is to permit the Washoe Tribal government and Washoe Tribal Members to create Nonprofit Corporations, for the benefit of the Tribal government or its adult Tribal Members and subject to Tribal jurisdiction.

3. The Tribal Council wishes to make it possible for the Tribe, instrumentalities of the Tribe and its Tribal Members to be able to secure nonprofit corporate charters under Washoe Tribal law and also adopts provisions the same or similar to the Internal Revenue Service, such that if the Nonprofit Corporation formed under Washoe law desires to also seek an exemption from federal income tax, pursuant to 26 U.S.C. 501 (c) (3), (4) and (6) (and if the Internal Revenue Code is amended, any future corresponding provision of the Internal Revenue Code) the Nonprofit Corporation would also qualify for such exemption.

4. As a sovereign government, the Washoe Tribal Council finds that it is in the Tribe's best interest to allow for the chartering of corporations independently of the State of Nevada and the State of California, in order to promote Washoe governmental sovereign authority.

35-10-030 This Title shall be known as the Washoe Nonprofit Corporations Code and shall be codified as Title 35 of the Washoe Law and Order Code.

35-10-040 The provisions of this Title shall apply to the Washoe Tribe of Nevada and California, its Tribal Council, any and all Tribal Entities, and any Nonprofit Corporation created pursuant to this Title, including those that exist after the adoption of this Title.

35-20 DEFINITIONS

35-20-010 For the purposes of this Title, the following definitions apply:

1. "Articles" means the Articles of Incorporation, in their original form or as amended.

2. "Bylaws" means the rules adopted for the regulation or management of the internal affairs of a Nonprofit Corporation.

3. A "(c)(3) Nonprofit Corporation" means a religious, educational, charitable, scientific, literary, or testing organization by the same or similar to provisions found at 26 U.S.C. § 501(c)(3) of the Internal Revenue Code as amended.

4. A "(c)(4) Nonprofit Corporation" means a civic league, social welfare organization or local association of employees by the same or similar provisions found at 26 U.S.C. § 501(c)(4) of the Internal Revenue Code as amended.

5. A "(c)(6) Nonprofit Corporation" means a business league, chamber of commerce, real estate board or similar organization denoted by the same or similar provisions found at 26 U.S.C. § 50 1(c)(6) of the Internal Revenue Code as amended.

6. "Council" or "Tribal Council" means the Tribal Council of the Washoe Tribe of Nevada and California.

7. "Director" means a person vested with the general management of the affairs of a Nonprofit Corporation, regardless of how the person is designated.

8. "Member" means (without regard to what a person is called in the Articles or Bylaws) any entity or person, either corporate or natural, having any membership or participation rights in a Nonprofit Corporation in accordance with its Articles or Bylaws.

9. "Tribe" or "Washoe Tribe" means the Washoe Tribe of Nevada and California and its authorized officials, agents, agencies, subdivisions, corporate entities, and representatives.

10. "Nonprofit Corporation" means a Nonprofit Corporation formed pursuant to this Title for a 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.

11. "Washoe Tribal Member" means a validly enrolled adult member of the Washoe Tribe of Nevada and California pursuant to the Washoe Constitution and Bylaws.

12. "Within the Jurisdiction of the [Washoe] Tribe" means within the exterior boundaries of the Washoe Reservation and includes all territory within these limits whether held in fee or trust and includes, to the fullest extent permissible under Nevada Revised Statutes Section 372.805, as now written or subsequently amended, those places "on an Indian reservation or Indian colony."

35-30 NONPROFIT CORPORATE PURPOSES

35-30-010 (c)(3) Nonprofit Corporations. A Nonprofit Corporation may be properly formed pursuant to this Title for charitable, educational, scientific, literary or other purposes allowed for similar organizations claiming exemption under section 501(c)(3) of the Internal Revenue Code as amended.

35-30-020 (c)(4) Nonprofit Corporations. A Nonprofit Corporation may be properly formed pursuant to this Title for the establishment of civic leagues, social welfare organizations or local associations of employees or other purposes allowed for similar organizations claiming exemption under section 501(c)(4) of the Internal Revenue Code as amended.

35-30-030 (c)(6) Nonprofit Corporations. A Nonprofit Corporation may be properly formed pursuant to this Title for the establishment of business leagues, chambers of commerce, real estate boards or other purposes allowed for similar organizations claiming exemption under section 501(c)(6) of the Internal Revenue Code as amended.

35-40 WHO MAY CREATE A NONPROFIT UNDER THIS TITLE

35-40-010 Washoe Tribal Government. Authorized officers of the Washoe Tribal government and instrumentalities of the Washoe Tribal government are authorized to create Nonprofit Corporations pursuant to the provisions of this Title. A Nonprofit Corporation wholly owned by the Washoe Tribal government or any instrumentality of the Washoe Tribe shall retain the sovereign immunity and all other privileges and immunities of the Washoe Tribe.

35-40-020 Washoe Tribal Members. Adult Washoe Tribal Members may create Nonprofit Corporations pursuant to the provisions of this Title. Non-Washoe Indians and non-Indians may not organize under the provisions of this Title.

35-40-030 Approval of Nonprofit Corporate Filings. The Secretary of the Tribal Council is authorized to review and approve or deny corporate filings pursuant to the provisions of this Title subject to the provisions of 35-150-030.

35-50 CORPORATE NAME

A Nonprofit Corporation organized pursuant to this Title may use any corporate name authorized by the Secretary of the Tribal Council or its designee. It shall not be necessary for a Nonprofit Corporation to use the words "corporation," "company," "incorporated," "limited," or an abbreviation of these words in its corporate name.

35-60 CORPORATE POWERS AND LIMITATIONS

35-60-010 Powers. Unless its Articles of Incorporation provide otherwise, every Nonprofit Corporation has perpetual duration and succession in its corporate name and has the same powers as an individual to do all things necessary or convenient to carry out its affairs including, without limitation, power:

1. To sue and be sued, complain and defend in its corporate name;

2. To have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;

3. To make and amend Bylaws, not inconsistent with its Articles of Incorporation or with the laws of the Washoe Tribe, for managing and regulating the affairs of the corporation;

4. To purchase, receive, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located;

5. To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its property;

6. To purchase, receive, subscribe for, or otherwise, acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with shares or other interests in, or obligations of, any other entity;

7. To make contracts and guarantees, incur liabilities, borrow money, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of any of its property or income;

8. To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

9. To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust, or other entity;

10. To conduct its activities, locate offices, and exercise the powers granted by this Title within or without the Washoe Reservation;

11. To elect Directors and appoint Officers, employees, and agents of the corporation, define their duties, and fix their compensation;

12. To pay pensions and establish pension plans, pension trusts, and benefit or incentive plans for any or all of its current or former Directors, Officers, employees, and agents;

13. To make donations for charitable purposes;

14. To impose dues, assessments, admission, and transfer fees on its Members;

15. To establish conditions for admission of Members, admit Members, and issue memberships;

16. To carry on a business;

17. To make payments or donations; and

18. To do any other act, not inconsistent with law, that furthers the purposes, activities, and affairs of the Nonprofit Corporation.

35-60-020 Limitations. A Nonprofit Corporation:

1. Shall not have or issue shares of stock;

2. Shall not pay dividends or make any disbursement of income to its Members, Directors or Officers;

3. Shall not loan money or credit to its Officers or Directors;

4. May pay compensation only up to a reasonable amount to its Members, Directors, Officers or agents for services rendered; and

5. May confer benefits upon its Members only in conformity with its purposes.

35-70 INCORPORATORS

35-70-010 One or more persons may serve as incorporators of a Nonprofit Corporation under this Title. When the corporation paperwork is filed by the Washoe Tribal government on its own behalf, such acts shall be accompanied by an authorizing resolution of the Washoe Tribal Council. The incorporator of record for the Washoe Tribe shall be the Tribal Chairperson or Vice-Chairperson.

35-70-020 When the incorporation is submitted by or on behalf of Washoe Tribal Members, the incorporators must be members of the Washoe Indian Tribe.

35-80 ARTICLES OF INCORPORATION

35-80-010 Content of the Articles. The Articles of Incorporation of Nonprofit Corporations organized under this Title shall state:

1. The name of the Nonprofit Corporation;

2. The purpose or purposes of the Nonprofit Corporation;

3. Whether the Nonprofit Corporation is electing to incorporate and register with the Washoe Tribe as a (c)(3), (c)(4), or (c)(6) Nonprofit Corporation under this Title;

4. That the Nonprofit Corporation does not afford pecuniary gain, incidentally or otherwise to its Officers, Directors or Members;

5. The period of duration of the corporate existence, which may be perpetual;

6. The name and address of the Nonprofit Corporation's registered agent, and the street address of its registered office within the Washoe Tribe's jurisdiction;

7. The name and address of each incorporator;

8. The number of Directors constituting the initial board of Directors, together with their names, addresses and initial tenure of office;

9. Whether the corporation will have Members; and

10. Any other provision or information consistent with this Title or the laws of the Washoe Tribe regulating the business of Nonprofit Corporations and the conduct of corporate affairs encompassed by this Title or regulation of the Washoe Tribe.

35-80-020 Mandatory Statement. Notwithstanding any provision of Washoe Tribal law, or in a Nonprofit Corporation's Articles of Incorporation to the contrary, the Articles of Incorporation for every Nonprofit Corporation organized under this Title shall be conclusively deemed to contain the following provision concerning private benefit, political activities and devotion to charitable purposes:

> "No part of the net earnings of the Nonprofit Corporation shall inure to the benefit of, or be distributable to its Directors, Members, trustees, Officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Nonprofit Corporation shall be the carrying on of political propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or

intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future federal tax code."

35-80-030 Execution and Approval. The Articles of Incorporation shall be signed by each incorporator, acknowledged, and approved by resolution of the Washoe Tribal Council.

35-80-040 Filing of Articles of Incorporation. The Articles of Incorporation shall be filed in the office of the Secretary of the Tribal Council. If the Articles conform to law and the authorized filing procedures, the Secretary of the Tribal Council shall record the Articles and issue and record a certificate of incorporation. The provisions of Section 25-150-030 apply if the filing is not conformity with this Title or if the Secretary does not timely file the Articles of Incorporation. The certificate of incorporation shall state the name of the Nonprofit Corporation, the fact that the corporation is nonprofit and the date of the incorporation. Nonprofit corporate existence shall begin upon issuance of the certificate of incorporation by the Secretary of the Tribal Council or its designee.

35-90 AMENDMENT OF ARTICLES OF INCORPORATION

35-90-010 Amendments Permitted. A Nonprofit Corporation established pursuant to this Title may amend its Articles of Incorporation from time to time, in any and as many respects as may be desired including without limitation, change of name, change in period of duration, and change to enlarge or diminish its purposes; provided that its Articles of Incorporation as amended contain only such provision as might be lawfully contained in original Articles of Incorporation at the time of making such amendments.

35-90-020 Amendment Procedures. Amendments to the Articles of Incorporation shall be adopted by the affirmative vote of a majority of the Directors at which a quorum is present. The Articles of Amendment shall be executed in duplicate original by the Board President and Secretary and verified by one other officer of the Nonprofit Corporation.

35-90-030 Form of Amendments. The Articles of Amendment shall set forth the name of the Nonprofit Corporation, the amendments so adopted, the date of adoption by the Board of Directors, together with a statement of the Directors voting for and against the amended Articles.

35-90-040 Filing and Approval of Amendments.

1. Duplicate originals of the Articles of Amendment shall be filed in the office of the Secretary of the Tribal Council or his or her designee. If the Tribal Secretary finds the Articles of Amendment conform to law, the Secretary shall record the Articles of Amendment and issue and record a Certificate of Amendment by returning the certificate and the duplicate original of the amended Articles to the corporation or its designated representative.

2. The Articles of Incorporation shall be deemed amended upon the issuance of the Certificate of Amendment by the Secretary of the Tribal Council or his or her designee, or on a later date as stated in the amendments, provided that the later date shall not be greater than thirty (30) days after the date of filing with the Secretary of the Tribal Council.

35-90-050 Amendment Limitations. No amendment shall affect any existing causes of action in favor or against the Nonprofit Corporation, any pending suit to which such corporation shall be a party, or the existing rights of persons; and in the event the corporate name shall be changed by amendment, no suit brought by or against such corporation under its former name shall abate for that reason.

35-100 DIRECTORS

35-100-010 Board of Directors Required; Duties of the Board of Directors. A Nonprofit Corporation must have a Board of Directors. Except as otherwise provided in this Title, the Articles, or the Bylaws, all nonprofit corporate powers shall be exercised by or under the authority of the Board of Directors.

35-100-020 Qualifications of Directors. The Articles or Bylaws may prescribe qualifications for Directors. A Director must be an individual. A Director need not reside on the Washoe Reservation or be a Member of the Nonprofit Corporation unless the Articles or Bylaws so prescribe. Directors may also be Officers of the Nonprofit Corporation.

35-100-030 Number and Terms of Directors. The number of Directors governing a Nonprofit Corporation created under this Title shall not be less than three (3). Every Nonprofit Corporation formed under this Title shall have a President, Vice-President, Secretary and Treasurer as Directors of the corporation except that the office of Secretary and Treasurer may be combined if the Articles or Bylaws so provide. The Articles or Bylaws shall specify the length of terms of office for Directors, but if a term is not specified in the Articles or Bylaws the term of Director shall be one year.

35-100-040 Selection of Directors. The Directors shall be elected, appointed, or designated as provided in the Articles or Bylaws.

35-100-050 Removal of Directors. Unless otherwise specified in the Nonprofit Corporation's Articles or Bylaws, a Director may be removed, with or without cause by a two-thirds (2/3) vote of the Board of Directors.

35-100-060 Resignation of Directors. A Director may resign at any time by delivering a signed notice to the President or the Secretary of the Board of Directors. A resignation is effective when the notice is delivered, unless the notice specifies a later effective date.

35-100-070 Standards of Conduct for Directors. Each member of the Board of Directors, when discharging the duties of a Director, shall act in good faith, in manner the Director reasonably believes to be in the best interests of the Nonprofit Corporation, and with the care that a person in a like position would reasonably believe appropriate under similar circumstances.

35-100-080 Compensation of Directors. Unless the Articles or Bylaws provide otherwise, the Board of Directors may fix the compensation of the Directors.

35-100-090 Director Conflicts of Interest.

1. A conflict of interest transaction is a transaction with the Nonprofit Corporation in which a Director of the Nonprofit Corporation has a direct or indirect interest.

2. A Director has a duty to disclose to the Board of Directors when the Director has a conflict of interest with a transaction due to the Director's association with:

    a. Another entity in which the Director has a material financial interest or in which the Director is a Director, Officer or trustee; or

    b. Another entity in which a person in the Director's immediate family has a material financial interest, or is a Director, Officer or trustee (immediate family being parents, step-parents, siblings (and or their spouse), step- or half-siblings (or their spouse), children, step-children, grandparents, aunts or uncles, and first cousins).

3. A transaction in which a Director has a conflict of interest may be approved by a majority vote of Directors who have no direct or indirect interest in the transaction, if the material facts of the transaction and the Director's interest are disclosed or known to the Board of Directors. The presence of a Director with a direct or indirect interest in the transaction does not affect the validity of an action taken by the uninterested Directors.

4. The Articles or Bylaws may impose additional requirements on conflict of interest transactions.

35-110 MEMBERS

35-110-010 Admission of Members. A Nonprofit Corporation is not required to have Members. A Nonprofit Corporation may admit any person as a Member. The Articles or Bylaws shall establish criteria and/or procedures for the admission of Members; provided, however, that no person shall be admitted as a Member without his or her consent.

35-110-020 Membership Fees. Except as provided in its Articles or Bylaws, a Nonprofit Corporation may admit Members for no consideration or for such consideration as is determined by the Nonprofit Corporation's Board of Directors. The consideration may take any form, including but not limited to, promissory notes, intangible property, or past or future services. Payment of the consideration may be made at such times and upon such terms as are set forth in or authorized by the Articles or Bylaws.

35-110-030 Rights and Obligations of Members. Except as otherwise provided in the Articles or Bylaws, each Member of a Nonprofit Corporation has the same rights and obligations as every other Member with respect to voting, dissolution, membership transfer, and other matters.

35-110-040 Transfers of Memberships. Except as provided in the Articles or Bylaws, a Member may not transfer his or her membership or any right arising therefrom.

35-110-050 Member's Liability to Third Parties. A Member of a Nonprofit Corporation is not, as such, personally liable for the acts, debts, liabilities, or obligations of the Nonprofit Corporation.

35-110-060 Resignation. A Member of a Nonprofit Corporation may resign at any time. The resignation of a Member does not relieve the Member from any obligations incurred or commitments made prior to resignation.

35-110-070 Termination and suspension. A membership in a Nonprofit Corporation may be terminated or suspended for the reasons and in the manner provided in the Articles or Bylaws. The termination or suspension of a Member does not relieve the Member from any obligations incurred or commitments made prior to the termination or suspension.

35-120 MEETINGS

35-120-010 Organization Initial Meeting of Directors. After the issuance of a Certificate of Incorporation, the first meeting of the Board of Directors shall be held at the call of the initial incorporators or Directors, after notice, for the purpose of adopting the initial Bylaws, electing Officers, performing other internal organizational acts of the Nonprofit Corporation, and for other purposes stated in the meeting notice. Such initial meeting shall be held within thirty (30) days after the receipt of a certificate of incorporation from the Secretary of the Tribal Council.

35-120-020 Meetings of the Board of Directors.

1. The Board of Directors may hold regular or special meetings in or out of the Washoe Reservation.

2. Unless the Articles or Bylaws provide otherwise, regular meetings of the Board of Directors may be held without prior notice of the date, time, place, or purpose of the meeting.

3. Unless the Articles or Bylaws provide otherwise, special meetings of the Board of Directors must be preceded by at least two (2) calendar days' notice of the date, time, place and purpose of the meeting.

4. Unless the Articles or Bylaws provide otherwise, the Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by the means is considered to be present in person at the meeting.

5. A Director may waive any notice required by this Title, the Articles, or the Bylaws by submitting a written waiver of notice to the Nonprofit Corporation's Secretary.

6. A Director's attendance at a meeting waives objection as to lack of notice or defective notice of the meeting, unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

35-120-030 Action of the Board of Directors Without a Meeting. Except to the extent that the Articles or Bylaws require that action by the Board of Directors be taken at a meeting, action required or permitted by this Title to be taken by the Board of Directors may be taken without a meeting if each Director consents in writing to a record describing the action to be taken.

35-120-040 Initial Membership Meeting for Nonprofits with Members. If the Nonprofit Corporation has Members, the initial meeting of the membership shall be held within thirty (30) days following the receipt of the Certificate of Incorporation from the Secretary of the Tribal Council. The initial meeting of the membership shall be duly noticed and held in accord with the provisions of the Articles of Incorporation or the initial Bylaws adopted by the Board of Directors. The initial Bylaws of the Board of Directors shall remain effective until approved or amended at a meeting of the membership duly called for the purpose of adopting, amending or repealing the Bylaws.

35-120-050 Annual Meeting of Members. A Nonprofit Corporation with Members shall establish in its Articles or Bylaws a date at which an annual meeting of Members

shall be held, if called. Unless otherwise provided in the Articles or Bylaws, no annual meeting need be held unless a written request therefore is delivered to the Nonprofit Corporation by any Member not less than thirty (30) days before the date specified for the meeting.

35-120-060 Special Meetings of Members. A Nonprofit Corporation shall hold a special meeting of Members on call of its Board of Directors or as otherwise provided in the Articles or Bylaws, or if at least ten percent (10%) of all the Members entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Nonprofit Corporation's Secretary one or more written demands for the meeting, describing the purposes for which it is to be held.

35-120-070 Notice of Members' Meetings. A Nonprofit Corporation shall notify its Members of the date, time and place of each annual and special meeting of Members no fewer than fifteen (15) calendar days before the meeting, unless the Articles or Bylaws specify otherwise.

1. Notice of Members' meetings may be given by mail, electronic mail, or telephone.

2. A Member may waive any notice required by this Title, the Articles, or the Bylaws by submitting a written waiver of notice to the Nonprofit Corporation's Secretary.

3. A Member's attendance at a meeting waives objection as to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

35-130 CORPORATE RECORDS

35-130-010 Recordkeeping. A Nonprofit Corporation shall keep at least the following records:

1. Minutes of all meetings;

2. Records of actions of Members or of the Board of Directors taken without a meeting;

3. Detailed records of income, expenses, and money donated by the Nonprofit Corporation;

4. Names and addresses of all Members and the class of voting rights held be each;

5. Current Articles of Incorporation and Bylaws; and

6. Resolutions adopted by the Board of Directors.

35-130-020 Inspection of Records. Upon five (5) calendar days written notice, the Secretary of the Tribal Council or its duly authorized representative, or a Member of the Nonprofit Corporation, is entitled to inspect and copy the records referred to in subsection 35-130-010. The Nonprofit Corporation may charge a reasonable fee to cover the cost of labor and materials for copies of documents. In the case of inspection by a Member, the right is subject to the following requirements:

1. The Member's demand must be made in good faith and for a proper purpose;

2. The Member must describe with reasonable particularity his or her purpose and the records he or she desires to inspect; and

3. The records must be directly connected with his or her purpose.

35-140 DISSOLUTION

35-140-010 Dissolution of Corporations Without Members. The Board of Directors of a Nonprofit Corporation that has no Members may, subject to any approval required by the Articles or Bylaws, dissolve the Nonprofit Corporation by delivering Articles of Dissolution to the Secretary of the Tribal Council.

1. The Nonprofit Corporation shall give notice of any meeting at which dissolution will be approved. The notice must also state that a purpose of the meeting is to consider dissolution of the corporation.

2. Dissolution shall be approved by a vote of the majority of the Directors in office at the time the transaction is approved.

3. The Directors, in approving dissolution, shall adopt a plan of dissolution indicating to whom the assets owned or held by the Nonprofit Corporation will be distributed after all creditors have been paid.

35-140-020 Voting on Dissolution by Directors and Members.

1. Unless the Articles, or Bylaws specify otherwise, dissolution of a Nonprofit Corporation with Members is authorized if the dissolution is approved:

   a. By a majority vote of the Board of Directors; and

   b. By two-thirds of the votes cast by Members or a majority of the total members, whichever is less.

2. The Nonprofit Corporation shall give notice of any meeting at which dissolution will be approved. The notice must also state that a purpose of the meeting is to consider dissolution of the Nonprofit Corporation.

3. The Directors, in approving dissolution, shall adopt a plan of dissolution indicating to whom the assets owned or held by the Nonprofit Corporation will be distributed after all creditors have been paid.

35-140-030 Articles of Dissolution.

1. Within thirty (30) calendar days after the dissolution is approved, the Nonprofit Corporation shall deliver to the Secretary of the Tribal Council Articles of Dissolution setting forth:

   a. The name of the Nonprofit Corporation;

   b. The date the dissolution was authorized;

   c. A statement that the dissolution was approved by a sufficient vote of the Board of Directors and/or Members;

   d. If approval of Members was not required, a statement to that effect;

   e. The effective date of the Articles of Dissolution.

2. After its Articles of Dissolution have been accepted for filing by the Secretary of the Tribal Council, the Nonprofit Corporation shall be dissolved upon the effective date stated in its Articles of Dissolution.

35-140-040 Winding Up Affairs. A dissolved Nonprofit Corporation continues its corporate existence but may not carry on any business except that appropriate to wind up and liquidate its business and affairs.

35-140-050 Notice to Known Claimants.

1. A dissolved Nonprofit Corporation must notify its existing claimants of the dissolution in writing at any time after the effective date of the dissolution. The written notice shall include all of the following:

   a. A description of the information that must be included in a claim (the Nonprofit Corporation may demand sufficient information to permit it to make a reasonable judgment whether the claim should be accepted or rejected);

   b. A mailing address where a claim may be sent;

   c. The deadline, which may not be less than six (6) months after the effective date of the written notice, by which the dissolved Nonprofit Corporation must receive the claim; and

   d. A statement that the claim will be barred if not received by the deadline.

2. The giving of notice provided for in subsection (1) does not constitute recognition that a person to whom the notice is directed has a valid claim against the Nonprofit Corporation.

3. A claim against the dissolved Nonprofit Corporation is barred if either of the following applies:

    a. If a claimant who was given written notice under subsection (1) does not deliver the claim to the dissolved Nonprofit Corporation by the deadline.

    b. If a claimant whose claim was rejected by a written notice of rejection by the dissolved Nonprofit Corporation does not commence a proceeding to enforce the claim within ninety (90) days after the effective date of the written notice of rejection.

4. For purposes of this section, "existing claim" means any claim or right against the Nonprofit Corporation, liquidated or unliquidated. "Existing claim" does not mean a contingent liability or a claim based on an event occurring after the effective date of dissolution.

5. For purposes of this section, the effective date of the written notice is the earliest of the following:

    a. The date it is received.

    b. Five days after its deposit in the United States mail, as evidenced by the postmark, if it is mailed postpaid and correctly addressed.

    c. The date shown on the return receipt, if the notice is sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

35-140-060 Notice to Unknown Claimants.

1. A dissolved Nonprofit Corporation must also publish notice of dissolution and request that persons with claims against the company present them in accordance with the notice.

2. The notice shall be in accord with all the following:

    a. Be published at least one (1) time in a newspaper of general circulation in the county in which the dissolved Nonprofit Corporation's principal office is or was last located and in a newspaper of general circulation on the Washoe Reservation;

b. Describe the information that must be included in a claim and provide a mailing address where the claim may be sent (the Nonprofit Corporation may demand sufficient information to permit it to make a reasonable judgment whether the claim should be accepted or rejected);

c. State that a claim against the Nonprofit Corporation will be barred unless a proceeding to enforce the claim is commenced within one (1) year after the publication date of the newspaper notice.

3. If the dissolved Nonprofit Corporation publishes a newspaper notice in accordance with subsection (2), the claim of each of the following claimants is barred unless the claimant commences a proceeding to enforce the claim against the dissolved company within 1 year after the publication date of the newspaper:

a. A claimant who did not receive written notice under section 35-140-050.

b. A claimant whose claim was timely sent to the dissolved Nonprofit Corporation but not acted on.

c. A claimant whose claim is contingent or based on an event occurring after the effective date of dissolution.

4. Notwithstanding subsection (3), a claimant having an existing claim known to the Nonprofit Corporation at the time of publication in accordance with subsection (2) and who did not receive written notice under section 35-140-050 is not barred from suit until 6 months after the claimant has actual notice of the dissolution.

35-140-070 Distribution of Assets. Upon the winding up of a Nonprofit Corporation, the assets shall be distributed in the following order:

1. All liabilities and obligations of the Nonprofit Corporation shall be paid, satisfied, and discharged, or adequate provisions shall be made therefore.

2. Assets held by the Nonprofit 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 Nonprofit 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 the of dissolution, shall be transferred, or conveyed to one or more domestic or foreign corporations, societies, or organizations engaged in activities substantially similar to those of the dissolving Nonprofit Corporation, pursuant to a plan of distribution.

4. Other assets, if any, shall be distributed in accordance with the provisions of the Articles or Bylaws.

5. Any such assets not so disposed of shall be disposed of by the courts of the Washoe Indian Tribe exclusively to organizations properly organized under Washoe law for purposes found at Sections 35-30-010 through 35-30-030.

35-150 NONPROFIT FILING AND LICENSE FEES

35-150-010 Filing and License Fees Permitted. At its discretion, the Washoe Tribe may impose filing fees and/or license fees for the organizing of any Nonprofit Corporations pursuant to this Title.

35-150-020 Exemptions for Certain Charitable Corporations. Nonprofit Corporations formed and organized pursuant this Title exclusively for charitable, literary, educational or scientific purposes which would qualify as exempt from taxation pursuant to 26 U.S,C. § 501(c)(3) of the Internal Revenue Code, as amended, or any successor provision to this section, shall be exempt from payment of filing fees and license fees.

35-150-030 Failure to Promptly File Documents; Notice of Refusal to File.

1. If the Secretary of the Tribal Council does not file a document submitted under this Title within twenty (20) days after receipt of the document for filing, then the Secretary of the Tribal Council shall mail to the Person who submitted the document for filing written notice of the refusal to file that states the reasons the document could not be filed. The notice must be postmarked at most twenty (20) days after receipt of the document for filing.

2. Any Person receiving a notice of refusal may appeal the Secretary's decision not to file the document(s) to the Tribal Council by submitting the refused document(s) and the notice of refusal to the Chairperson of the Tribal Council within ten (10) days after receipt of the notice of refusal. Within ninety (90) days after receipt of an appeal from a Person, the Tribal Council shall review the document(s) for compliance with this Title and any other applicable law and shall issue a written decision affirming or overturning the Secretary's refusal to file the document(s). If the Tribal Council decides to overturn the Secretary's refusal to file, then the Tribal Council's written decision shall contain a directive ordering the Secretary to file the document(s).

35-160 DEFENSE OF ULTRA VIRES

35-160-010 Except as provided in subsection 35-160-020, the validity of nonprofit corporate action may not be challenged on the ground that the Nonprofit Corporation lacks or lacked power to act.

35-160-020 The power of a Nonprofit Corporation to act may be challenged:

1. In a derivative proceeding by a Member, Director, or member of a designated body against the Nonprofit Corporation to enjoin the act;

2. In a proceeding by the Nonprofit Corporation, directly, derivatively, or through a trustee or other legal representative, against an incumbent or former Director or member of a designated body, Officer, employee, or agent of the Nonprofit Corporation; or

3. In a proceeding brought by the Secretary of the Tribal Council.

35-160-030 In a proceeding by a Member, Director, or member of a designated body under subsection 35-160-020(1) to enjoin an unauthorized corporate act, the court may enjoin or set aside the act, if equitable and if all affected persons are parties to the proceeding, and may award damages for loss (other than anticipated profits) suffered by the corporation or another party because of enjoining the unauthorized act.

35-170 INDEMNIFICATION

Unless limited by its Articles or Bylaws, a Nonprofit Corporation shall indemnify a Director or Officer who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director or Officer of the Nonprofit Corporation, against reasonable expenses incurred by him or her in connection with the proceedings. A Nonprofit Corporation may pay for or reimburse reasonable expenses of a Director or Officer who is a party to a proceeding prior to the final disposition of the proceedings.

35-180 GOVERNING LAW AND VENUE

35-180-010 Governing Law. All activities of all Nonprofit Corporations chartered under this Title shall be governed by the laws of the Washoe Tribe of Nevada and California and applicable federal law, if any.

35-180-020 Jurisdiction of the Washoe Tribal Court. All actions brought against a Nonprofit Corporation chartered under this Title shall be brought in the Washoe Tribal Court. All Nonprofit Corporations chartered under this Title submit themselves to the personal and subject matter jurisdiction of the Washoe Tribal Court. In no circumstances shall any state law or state court, forum or tribunal, apply or govern any suit, action, claim, controversy or process brought under this Title.

35-190 REGULATORY AUTHORITY AND GUIDANCE

The Secretary of the Tribal Council is authorized to adopt reasonable regulations and guidance documents to carry out the requirements of this Title. Such

regulations and guidance documents shall first be approved by the Tribal Council before they become effective.

35-200 NO WAIVER OF SOVEREIGN IMMUNITY

Nothing in this Title shall be deemed or construed to be a waiver of the sovereign immunity of the Tribe or any Tribal Entity from suit, action, claim, controversy or process, or operate to consent the Tribe or any Tribal Entity, to the jurisdiction of the United States, any State, or the Tribal Court with regard to the business or affairs of the Tribe or any Tribal Entity or to any cause of suit, action, claim, controversy or process.

35-210 SEVERABILITY

If any part of this Title or the application thereof to any person or circumstance is declared to be invalid by any court of competent jurisdiction, such invalidity shall not affect any other provisions or applications of this Title which may be given effect without the invalid provision. To these ends, the provisions of this Title are declared to be severable.

35-220 EFFECTIVE DATE

This Title shall become effective immediately upon its adoption by the Tribal Council.