

TITLE IX - CHITIMACHA TRIBAL GOVERNMENTAL CORPORATIONS ORDINANCE

ARTICLE 1. GOVERNMENTAL CORPORATIONS CODE - CHITIMACHA TRIBE - CORPORATIONS AUTHORIZED

This ordinance shall be known as the Tribal Governmental Corporations Code. There are hereby authorized to be created by duly adopted resolutions of the Chitimacha Tribal Council, corporations which will be agencies and instrumentalities of the Chitimacha Tribal Government. The corporations organized and created under this Code shall be subject to tribal law, this Code and, to the extent consistent with this Code and other tribal law, the Chapters ID, 2, 3, 4, 5, 6, 7, 8, 12, 13, 14 and 16 of the 1983 Revised Model Business Corporation Act, Annotated, as adopted by the Committee on Corporate Laws of the American Bar Association. The right to repeal, alter or amend this Code at any time is expressly reserved by the Chitimacha Tribal Council.

ARTICLE 2. PURPOSE, CONSTITUTIONAL AUTHORITY

(a) Indian tribes have been consistently recognized throughout the history of the United States of America to retain as governmental powers, where consistent with the trusteeship of the United States, all powers, necessary to commercially utilize their undivided resources for the economic benefit of the tribe and organize corporations to do so. This Code is intended to exercise, implement and further tribal corporate, economic, and commercial powers, which are hereby declared by the tribes to be of the same nature as all other tribal powers, pursuant to the provisions of the Constitution of the Tribe.

(b) The Constitution of the Tribe, in its Preamble and Article VII, Section I, provides for the exercise of corporate, economic and commercial powers by the Tribe and its Council to further the economic advancement of the Chitimacha people.

(c) The Tribe and its members have endured a century of economic deprivation and oppression. This fact has been recognized by the Congress of the United States through numerous Acts intended to assist in the development of Indian resources. There is now a need and an opportunity to develop Chitimacha natural resources and human resources to provide a standard of

living and education to all tribal members equal to that of all citizens of the United States. The Tribe adopts this Code in order to meet the following independent goals;

- (1) carry out a constitutional mandate;
- (2) develop and manufacture tribal natural resources to obtain the highest value possible for those resources;
- (3) to raise the standard of living and education for all tribal members;
- (4) to enter into and take advantage of other business and commercial opportunities available to the Tribe.

(d) To accomplish the goals set out in "c" above, this Code is designed to further the development of all the tribal resources including, but not limited to:

- (1) the tribal labor force on or near the Chitimacha Indian Reservation;
- (2) timber;
- (3) minerals, oil, and gas;
- (4) waters;
- (5) lands;
- (6) fish and wildlife;
- (7) agricultural products and livestock;
- (8) hydroelectric and other electric power.

(e) To accomplish the goals set out above, the Council hereby finds that for purposes of efficiency and wide stewardship, it is necessary for the management of the economic development of tribal resources to be separated from other governmental functions of the Tribe and placed within the responsibility of persons or entities different from the Council, in order that commercial development may take place within, and be based upon, the sphere of the economic marketplace rather than within the sphere of tribal political concerns. Corporations created under this Code shall not limit participation of Council members as corporate board members, the conditions of seating Council members as board members shall be defined in the corporate charter.

(f) The Tribe operates and maintains programs to protect the economic and social welfare of tribal members and to protect the health and security of all persons on and near the Reservation. To support these programs, the Tribe has depended upon grants and appropriations from the

Federal Government. It is intended that the corporations created under this Act will increase the revenues to the Tribe from the sale and utilization of tribal natural resources by adding value to those resources through manufacturing, processing, exporting and other means. Such surplus and additional revenues may be used to fund governmental programs for the protection and security of tribal members and residents of this Reservation.

ARTICLE 3. PRIVILEGES AND IMMUNITIES

The corporations established under this Code shall be considered to be governmental agencies and instrumentalities of the Tribe, and their officers and employees considered officers and employees of the Tribe, notwithstanding the fact that their work rules and conditions may differ from that of other tribal employees, for the reason that corporations created under this Code shall carry out responsibilities imposed upon the Council for economic advancement of the Tribe and their members by the Constitution and Bylaws of the Chitimacha Tribe. Such operations, their officers and employees shall, therefore, be entitled to all of the privileges and immunities enjoyed by the Tribe, including but not limited to, immunities from suit in Federal and State courts, and Federal and State taxation, or regulation, except as specifically set out in the corporate charters granted pursuant to this Code.

ARTICLE 4. TRIBAL TAXATION

All activities of corporations created under this Act shall be subject to taxation by the Tribe.

ARTICLE 5. SUBSIDIARY CORPORATION

Any corporation created pursuant to this Act may, by obtaining a charter from the Council pursuant to this Act, establish a subsidiary corporation which the Tribe or the parent corporation retain not less than fifty-one percent of the voting stock of the subsidiary corporation. A subsidiary corporation and its officers and employees have all the same purposes, powers, privileges and immunities, as any other corporation established pursuant to this Code.

ARTICLE 6. OWNERSHIP

Every corporation created pursuant to this Code shall have at all times at least fifty-one percent of its voting stock owned by the Tribe or a tribal corporation created pursuant to this Code.

ARTICLE 7. VOTING STOCK - ALIENATION

No voting stock in any corporation created pursuant to this Code and owned by a corporation created pursuant to this Code may be alienated.

ARTICLE 8. ORGANIZATION

The Council shall by resolution appoint the initial, incorporating directors of all corporations created pursuant to this Code. The election or appointment of corporate officers and the election of subsequent directors shall be governed by the provisions of the charter of the corporation.

ARTICLE 9. POWERS, DURATION

The powers of corporations created pursuant to this Code shall be set out in the charters of the corporations. The duration of corporations created under this Code shall be perpetual unless a different duration is stated in the charter.

ARTICLE 10. LANDS

Immovable property acquired by a corporation created pursuant to this Code may be transferred where permitted by the federal law governing the ability of the Tribe to make such a transfer, to the ownership of the United States in trust for the Tribe and shall be by appropriate, lawful transfer be placed into the control of the corporation by the Tribe.

ARTICLE 11. AGENT

All corporations created under this Code shall publicly designate and maintain a registered agent for service of documents at Charenton on the Chitimacha Indian Reservation. The

designation and appointment of such an agent shall not be deemed to waive any immunity possessed by a corporation created under this Code.

ARTICLE 12. ASSETS

The assets of each and every corporation created under this Code shall be separate and distinct from those of the Tribe. In no case shall tribal assets not specifically pledged in manner permitted by law be considered assets of a corporation created under this Code for any purpose.

ARTICLE 13. AUDIT

The Council, by duly adopted resolution, may require that any corporation created under this Code be audited by an independent auditor hired by the Council at any time and shall have the absolute right to require access to all corporate documents necessary for such an audit.

ARTICLE 14. ANNUAL MEETING, ANNUAL REPORT

The Board of Directors and management of each corporation created pursuant to this Code shall hold at least one meeting per year, on ten days' public notice, within the boundaries of the Chitimacha Indian Reservation, at which the Board shall answer any questions asked of them by members of the Council. Each Board shall also file a full report of the financial and production activities of the Corporation with the Council on an annual basis.