

COQUILLE INDIAN TRIBAL CODE

Chapter 215

Part 1-General Government Affairs

Nonprofit Corporations Ordinance

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NONPROFIT CORPORATIONS ORDINANCE**

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215.010 Purpose and Background

This Ordinance shall be known as and may be cited as the Coquille Tribal Nonprofit Corporations Ordinance. The purpose of this ordinance is to set forth uniform policies and procedures for the establishment and operation of nonprofit corporations under Coquille Tribal Law. The Tribal Council has determined that it will authorize the creation of nonprofit corporations under Coquille Tribal law.

215.020 Definitions

1. Corporation or Domestic Corporation—whether or not capitalized--means a nonprofit corporation chartered under the provisions of this Ordinance.
2. Articles of Incorporation means the original or reinstated articles of incorporation of a corporation, as amended from time to time.
3. By-laws means the Code or Codes of Rules adopted for the regulation or management of the affairs of a corporation.
4. Board of Directors means the group of persons vested with the governance of the affairs of a corporation irrespective of the name by which such group is designated.
5. Insolvent means that a corporation is unable to pay its debts as they become due in the usual course of its affairs.
6. Secretary means the Secretary of the Board of Directors or the agent or agents designated by her or him to perform any function vested in the Secretary by this Ordinance.
7. Reservation means the Coquille Indian Reservation.
8. The Court means except where otherwise specified, the Coquille Tribal Court.
9. Tribal Secretary means the Secretary Treasurer of the Coquille Indian Tribal Council, or a designee authorized by the Tribal Secretary to perform any function vested in the Tribal Secretary under this Ordinance.
10. Tribe means the Coquille Indian Tribe.

215.030 Applicability

The provisions of this Ordinance shall apply to all corporations organized under this Ordinance

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215.050 General Powers

1. Each 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 elect to sue and to be sued, complain and defend, in its corporate name;
 - (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 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, corporations, whether or not incorporated under this Ordinance 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 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 Ordinance;
 - (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation;
 - (l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws, ordinances, resolutions and regulations of the Coquille Indian Tribe and the United States, for the administration and regulation of the affairs of the corporation;
 - (m) Unless otherwise provided in the articles of incorporation, to support the Tribe and/or its members, for the public welfare or for religious, charitable, scientific research, or educational purposes, or for other purposes for which the corporation is organized;
 - (n) To conduct its affairs in any geographic location when doing so is not otherwise prohibited under applicable law; and
 - (o) To sue and to consent to be sued in courts of competent jurisdiction.

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215.070 Defense of Ultra vires

1. No act of a corporation and no conveyance or transfer of real or personal property to or by a corporation shall be invalid by reason of the fact that the 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:

(a) In a proceeding by a director against the corporation to enjoin the doing of any act, or the transfer of real or personal property by or to the corporation. If the act or transfer sought to be enjoined is being, or is to be, performed pursuant to any contract to which the 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.

Compensation for the loss or damages sustained by either of them which may result from the action of the Court in setting aside and enjoining the performance of the contract shall not be awarded by the Court as a loss or damages sustained.

(b) In a proceeding by the corporation, whether acting directly or through a receiver, trustee, or other legal representative against the incumbent or former officers or trustee of the corporation; and

(c) In a proceeding by the Tribe or Tribal Secretary as provided in this Ordinance, to dissolve the corporation or in a proceeding by the Tribe or Tribal Secretary to enjoin the corporation from the transaction or from taking action in violation of applicable law or other obligations of the corporation.

215.100 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 corporation or federally recognized Indian tribe, whether for profit or not for profit organized under this Ordinance or any other Ordinance or resolution of the Tribe to transact business or conduct affairs in the Reservation.

215.150 Registered Office and Registered Agent

Each corporation shall have and continuously maintain on this Reservation:

1. A registered office; and

2. A registered agent.

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215.170 Registered Agent as an Agent for Services

1. The registered agent appointed by a corporation shall be an agent upon whom a process, notice, or demand required or permitted by law to be served upon the corporation may be served.
2. If a corporation fails to appoint or maintain a registered agent in this Reservation or if a corporation's registered agent cannot, with reasonable diligence, be found at the registered office, then the Tribal Secretary may facilitate the delivery of process, notice or demand to a corporation by delivering to and leaving with them, or with any clerk having charge of their office, duplicate copies of such process, notice or demand. In the event that any such process, notice or demand is served on the Tribal Secretary, he or she may cause one of such copies thereof to be forwarded by registered or certified mail, addressed to the corporation at its registered office.
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 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 applicable law to be served upon a corporation in any other manner now or hereafter permitted by applicable law.

215.300 No Membership Corporations

A corporation may not have members.

215.350 By-laws

The initial by-laws of a corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the Board of Directors unless otherwise provided in the articles of incorporation or the by-laws.

215.400 Board of Directors

1. The affairs of a corporation shall be managed by a Board of Directors. Except as provided in this Ordinance, all directors must be members of the Coquille Indian Tribe. Directors need not be residents of the Reservation unless the articles of incorporation or the by-laws so require. The articles of incorporation or the by-laws may prescribe additional qualifications for directors.
2. Directors need not be Tribal members for corporations formed by the direction of the Tribal Council.

215.410 Number, Election, and Removal of Directors

1. The number of directors of a corporation shall be not less than three. Subject to such limitation, the number of directors shall be fixed by the by-laws, except as to the number of first Board of Directors, which number shall be fixed by the articles of incorporation. The number of directors may be increased or decreased from time to time by amendment to the by-laws unless the articles of incorporation proscribe or limit the Board of Director's authority to make this change by amendment to the by-laws. In the absence

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of a by-law fixing the number of directors, 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 Directors shall be stated in the articles of incorporation. Such persons shall hold office until the first annual election of directors or for such period as may be specified in the articles of incorporation or the by-laws. The articles and/or the bylaws may provide that a director will retain office until his or her successor is elected or appointed. Thereafter, directors shall be elected or appointed in the manner and for the terms provided in the articles of incorporation or the by-laws. In the absence of a provision fixing the term of office, the term of office of a director shall be one (1) year.

3. A director may be removed from office pursuant to any procedure as provided in the articles of incorporation or the by-laws, 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 or her election.

215.430 Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled through appointment by the affirmative vote of a majority of the then members of the Board of Directors, unless the articles of incorporation or the by-laws provide that a vacancy or directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected or appointed, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office.

215.440 Quorum of Directors

A majority of the number of directors fixed by the by-laws, or in the absence of a by-law fixing the number of directors, 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 by-laws, Except in a meeting called to elect or appoint directors to fill vacancies on the board of directors, in no event shall a quorum consist of less than one-third (1/3) of the number of directors so stated or fixed. The act of the majority of the directors voting at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by this Ordinance or by the articles of incorporation or by-laws.

215.445 Director Standard of Conduct

1. A director shall discharge the duties of a director, including the director's duties as a member of a committee:
 - (a) In good faith;
 - (b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
 - (c) In a manner the director reasonably believes to be in the best interests of the corporation.

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2. In discharging the duties of a director, a director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:
- (a) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;
 - (b) Legal counsel, public accountants or other persons professionally serving the corporation as to matters the director reasonably believes are within the person's professional or expert competence; or
 - (c) A committee of the board of which the director is not a member, as to matters within its jurisdiction, if the director reasonably believes the committee merits confidence.
 - (d) A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection b of this section unwarranted.
 - (e) The liability of a director for monetary damages to the corporation and its members may be eliminated or limited in the corporation's articles of incorporation to the extent provided in under this Ordinance.

215.447 Director Conflict of Interest

1. A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction is fair to the corporation at the time it was entered into or is approved as provided in subsection b. of this section. A conflict of interest
2. A transaction in which a director of a corporation has a conflict of interest may be approved:
- (a) By the vote of the board of directors if the material facts of the transaction and the director's interest is disclosed or known to the board of directors; or
 - (b) By obtaining approval of the:
 - (A) Tribal Council of the Coquille Indian Tribe; or
 - (B) The Coquille Indian Tribal Court.
3. For the purposes of this section, a director of the corporation has an indirect interest in a transaction if:
- (a) Another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction; or
 - (b) Another entity of which the director is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the corporation.
4. For purposes of subsection b. of this section, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the directors on the board of directors who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this section by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify the transaction, a quorum

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is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under subsection b(1) of this section if the transaction is otherwise approved as provided in subsection b. of this section.

5. The articles, bylaws or a resolution of the board may impose additional requirements on conflict of interest transactions.

215.450 Committees

Unless the articles of incorporation or the bylaws provide otherwise, the Board of Directors may by resolution establish committees and appoint committee members. Committees may not exercise any power greater than that possessed and delegated by the Board of Directors. Committees must be comprised of members of the Board of Directors. Committees must provide written notice of committee meetings to the members of the Board of Directors as required by the articles of incorporation or by-laws.

215.460 Place and Notice of Directors' Meetings

Meetings of the Board of Directors may be held at such place within or outside of the Reservation, and upon such notice as may be prescribed by the by-laws, or where not inconsistent with the by-laws, by resolution of the Board of Directors. A director's attendance at any meeting shall constitute a waiver of notice of such meeting; provided that a director attending a meeting for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened shall not be deemed to waive any defective notice.

The articles of incorporation and the bylaws may provide that board meetings can be conducted by any electronic means that allows participants to hear one another.

Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such notice of such meeting, unless otherwise provided in the articles of incorporation or the by-laws.

215.470 Officers

1. The officers of a corporation shall consist of a president, a secretary, and a treasurer, and may include one or more vice-presidents, and such other officers and assistant officers as the Board of Directors deems necessary, each of whom shall be elected or appointed at such time and in such manner and for such terms not exceeding three (3) years as may be prescribed in the articles of incorporation or the by-laws. In the absence of any such provision, all officers shall be elected or appointed annually by the Board of Directors. If the by-laws so provide, any two or more offices may be held by the same person, except the offices of president and secretary.

2. The officers of a corporation may be designated by such other titles as may be provided in the articles of incorporation or the by-laws.

3. All officers and agents of the corporation, as between themselves and the corporation, shall have such authority and perform such duties in the management of the property and affairs of the corporation as may be determined by resolution of the Board of Directors not inconsistent with the articles of incorporation or the by-laws.

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215.480 Removal of Officers

Any officer or agent elected or appointed may be removed by the persons authorized under the articles of incorporation or the bylaws to elect or appoint such officer or agent whenever, in their judgment, the best interest of the corporation will be served. Election or appointment of an officer or agent shall not itself create contract rights.

215.500 Books and Records

Each corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors.

215.550 Shares of Stock and Dividends Prohibited

A corporation organized under this Ordinance shall not authorize or issue shares of stock or any other form of corporate ownership interest. No dividend shall be paid and no part of the income of a corporation shall be distributed to its directors, or officers. A corporation may pay compensation, , in a reasonable amount to its directors or officers for services rendered, and upon dissolution or final liquidation, may make distribution to others as permitted by this Ordinance. Nothing in this section limits the authority of a corporation organized under this Ordinance from qualifying as a supporting organization under 26 USC 509.

215.570 Loans to Directors and Officers Prohibited

No loans shall be made by a corporation organized under this Ordinance to its directors or officers.

215.600 Incorporators

When authorized by the Coquille Indian Tribal Council an authorized official of the Coquille Indian Tribe may incorporate a corporation without regard to that official's Tribal membership status. Otherwise. Any Coquille Tribal member of the age of eighteen (18) years or more may act as incorporators of a corporation. To request formation of a corporation, the incorporator(s) must sign, certify and deliver to the Tribal Secretary duplicate articles of incorporation for such corporation. Except as authorized in this section, only Coquille Tribal members may act as incorporators of a corporation.

215.610 Articles of Incorporation

1. The articles of incorporation must include:
 - (a) The name of the corporation;
 - (b) The period of duration, which may be perpetual;
 - (c) The purpose or purposes for which the corporation is organized;

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- (d) A statement of the manner in which such directors shall be elected or appointed, or that the manner of such election or appointment of such directors shall be provided in the by-laws;
 - (e) The address, including street and number, if any, of its initial registered office, and the name of its initial registered agent at such address;
 - (f) The number of directors constituting the initial board of directors, 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
 - (g) The name and address, including street and number, if any of each incorporator.
 - (h) A statement that the Corporation consents to the jurisdiction of the Coquille Indian Tribe and the Coquille Indian Tribal Court.
2. It shall not be necessary to set forth in the articles of incorporation any of the corporate powers enumerated in this Ordinance.
3. Unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment to the articles of incorporation, a change in the number of directors made by amendment to the by-laws shall be controlling.
4. Whenever a provision of the articles of incorporation is inconsistent with the by-laws, the provision of the articles of incorporation shall be controlling.

215.620 Filing of Articles of Incorporation

1. Duplicate originals of the articles of incorporation shall be filed with the Tribal Secretary either by personal delivery or via USPS First Class Mail. The Tribal Secretary may by regulation set fees and rules for filing articles and other filings under this Ordinance.
2. If the Tribal Secretary finds that the articles of incorporation conform to law, he/she shall, when all fees and charges have been paid as under this Ordinance prescribed:
- (a) Endorse on each properly filed duplicate original the word "Filed" and the month, day, and year of filing thereof;
 - (b) File one of such duplicate original in her/his office;
 - (c) Issue a certificate of incorporation, including the date of incorporation, to which they shall affix the other duplicate original; and
 - (d) Deliver the certificate of incorporation, together with the duplicate original of the articles of incorporation affixed thereto, to the incorporators or their representatives at the address listed in the articles of incorporation.

215.630 Effect of Issuance of Certificate of Incorporation

Once a certificate of incorporation is issued, the corporate existence shall begin, and such certificate of incorporation shall be conclusive evidence that all conditions precedent required to be performed by the corporation have been complied with and that the corporation has been incorporated under this

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Ordinance, except as against the Coquille Indian Tribe in a proceeding to cancel or revoke the certificate of incorporation. A corporation organized under this Ordinance shall in all matters be subject to the jurisdiction of the Coquille Indian Tribe and the Coquille Tribal Court.

215.635 Organization Meeting

After the issuance of the certificate of incorporation, an organizational meeting of the Board of Directors named in the articles of incorporation shall be held within the Reservation at the call of a majority of the directors so named for the purpose of adopting by-laws, electing officers, and the transaction of such other business as may come before the meeting. The directors calling the meeting shall give at least five (5) days' notice thereof by mail to each director so named. The notice shall state the time and place of the meeting; provided, however, that if all the directors shall waive notice in writing and fix a time and place for said organization meeting, no notice shall be required of such meeting.

215.640 Right to Amend Articles of Incorporation

A corporation may amend its articles of incorporation in any and as many respects as 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.

215.645 Procedure to Amend Articles of Incorporation

An amendment to the articles of incorporation can be adopted at a meeting of the Board of Directors upon receiving the vote of a majority of the Directors in office.

215.650 Articles of Amendment

1. The articles of amendment shall be executed in duplicate by the corporation; by its president or vice-president, and the corporate seal shall be affixed to the articles of amendment, and attested by the corporation's secretary or an assistant secretary, and shall set forth:

- (a) The name of the corporation;
- (b) The amendment so adopted; and
- (c) A statement of such fact, the date that the Board of Directors adopted the amendment, and a statement of the fact that such amendment received the vote of a majority of the directors in office or was otherwise approved by the consent of all directors.

215.655 Filings 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 Ordinance prescribed:

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- (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, including the date 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 corporation or its representative.

215.660 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 corporation, or any pending suit to which such corporation shall be a party, 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.

215.700 Voluntary Dissolution

1. A corporation may dissolve and wind up its affairs in the following manner:
 - (a) The dissolution of the corporation shall be authorized at a meeting of the Board of Directors upon the adoption of a resolution to dissolve by the vote of a majority of the directors in office; and
 - (b) Upon adoption of such resolution by the Board of Directors the 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 corporation (as provided below) and shall proceed to collect its assets and apply and distribute them as provided in this Ordinance.

215.702 Notice to Coquille Tribal Secretary

A corporation shall give the Tribal Secretary written notice that it intends to dissolve at or before the time it delivers articles of dissolution to the Tribal Secretary, as provided below. The notice shall include a copy or summary of the plan of dissolution.

215.704 Notifying Known Claimants

For the purposes of this section a "Claimant" shall be a known creditor of the Corporation.

1. A corporation disposing of known claims pursuant to this section shall notify its known claimants in writing of the dissolution at any time after its effective date. The written notice must:
 - (a) Describe information that must be included in a claim;
 - (b) Provide a mailing address where a claim may be sent;

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- (c) State the deadline, which may not be fewer than 120 days from the effective date of the written notice, by which the dissolved corporation must receive the claim; and
 - (d) State that the claim will be barred if not received by the deadline.
2. A claim against the dissolved corporation is barred:
- (a) If a claimant who was given written notice under subsection (1) of this section does not deliver the claim to the dissolved corporation by the deadline; or
 - (b) If a claimant whose claim was rejected by the dissolved corporation does not commence a proceeding to enforce the claim within 90 days from the effective date of the rejection notice.
3. For purposes of this section, claim does not include a contingent liability or a claim based on an event occurring after the effective date of dissolution.

215.705 Unknown Claimants

A dissolved corporation may publish notice of its dissolution and request that persons with claims against the corporation present them in accordance with the notice.

1. The notice must:
- (a) Be published at least one time in the Coquille Tribal newsletter;
 - (b) Describe the information that must be included in a claim and provide a mailing address where the claim may be sent; and
 - (c) State that a claim against the corporation will be barred unless a Coquille Tribal Court proceeding to enforce the claim is commenced within five years after publication of the notice.

215.710 Distribution of Assets

1. The assets of a corporation in the process of dissolution shall be applied and distributed as follows:
- (a) All known liabilities and obligations of the corporation shall be paid, satisfied, and discharged, or adequate provisions shall be made therefor;
 - (b) Assets held by the 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;
 - (c) Assets received and held by the corporation subject to limitations, permitting their use only for charitable, religious, missionary, benevolent, education, 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 federally-recognized Indian tribes, domestic or foreign corporations, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation, pursuant to a plan of distribution adopted as provided in this Ordinance

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(d) Other assets, if any, shall be distributed in accordance with the provisions of the articles of incorporation or the by-laws to the extent that the articles of incorporation or by-laws provide for distribution to others; and

(e) Any remaining assets may be distributed to such governments, persons, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit, as may be specified if a plan of distribution is adopted as provided in this Ordinance.

215.720 Plan for Distribution

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

215.725 Revocation of Voluntary Dissolution Proceeding

1. A Board of Directors may revoke a voluntary dissolution proceeding as follows:

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

(b) The corporation may again conduct its affairs once the Board of Directors adopts a resolution identified in 215.725. If the articles of dissolution have been delivered to the Tribal Secretary, notice of such revocation shall be given to them in writing.

215.730 Articles of Dissolution

1. If voluntary dissolution proceedings have not been revoked; when all debts, liabilities, and obligations of the corporation shall have been made therefor, and all of the remaining property and assets of the corporation shall have been transferred, conveyed, or distributed in accordance with the provisions of this Ordinance, articles of dissolution shall be executed in duplicate by the corporation; by its president or a vice-president (if any), and the corporation seal shall be thereto affixed and attested by its secretary or an assistant secretary (if any), and such statement shall set forth:

(a) The name of the corporation;

(b) A statement of such fact, the date of the meeting of the Board of Directors at which the resolution to dissolve received the vote of a majority of the directors in office;

(c) That all debts, liabilities, and obligations of the corporation have been paid and discharged or that adequate provision has been made therefor;

(d) That all the remaining property and assets of the corporation have been transferred, conveyed, or distributed in accordance with the provisions of this Ordinance; and

(e) That there are no suits pending against the 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.

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215.735 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 / she shall, when all fees and charges have been paid as in this Ordinance prescribed:
 - (a) Endorse on each of such duplicate original the word "filed", and the month, day, and year of such filing thereof;
 - (b) File one of such duplicate original in her/his office;
 - (c) Issue a dated 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 corporation.
3. Upon issuance of such certificate of dissolution, the existence of the corporation shall cease, except for the purpose of suits, other proceedings, and appropriate corporate action by directors, and officers as provided in this Ordinance.

215.740 Involuntary Dissolution

1. A corporation may be dissolved involuntarily by a decree of the Court in action instituted by the Tribal Secretary in the name of the Coquille Indian Tribe, when it is made to appear to the Court that:
 - (a) The franchise of the corporation was procured through fraud; or
 - (b) The corporation has continued to exceed or abuse the authority conferred upon it by this Ordinance; or
 - (c) The corporation has failed for ninety (90) days to appoint and maintain a registered agent as provided in this Ordinance; or
 - (d) The corporation has failed for ninety (90) days after change of its registered office or registered agent to deliver to the Tribal Secretary statement of such change.
2. At least thirty (30) days before any action for the involuntary dissolution of a corporation shall be filed by the Tribal Secretary, he/she shall notify the corporation by certified or registered mail addressed to such corporation at its registered office, a notice of their intention to file such suit and the reasons therefor. If, before action filed, the corporation shall submit satisfactory evidence that said franchise was not procured through fraud or that the corporation has not exceeded or abused such authority or shall appoint or maintain a registered agent as provided in this Ordinance, or deliver to the Tribal Secretary, the required statement of change or registered agent, the Tribal Secretary shall not file an action against such a corporation for such cause. If, after action is filed, for a reason stated in paragraph 3 or 4 of the preceding subsection the corporation shall, as the case may be, appoint or maintain a registered agent as provided in this Ordinance, 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.

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215.750 Jurisdiction of Court to Liquidate Assets and Affairs of Corporation

The Coquille Tribal Court shall have full power to liquidate the assets and affairs of a corporation:

1. In any action by a director when it is made to appear:
 - (a) That the directors are deadlocked in the management of the corporate affairs and that irreparable injury to the corporation is being suffered or is threatened by that reason thereof, and either that the acts of the directors or those in control of the corporation are illegal, oppressive or fraudulent; or
 - (b) That the corporate assets are being misapplied or wasted; or
 - (c) That the 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 issued by a court of competent jurisdiction and an execution thereon has been returned unsatisfied and it is established that the corporation is insolvent; or
 - (b) When the corporation has admitted in writing that the claims of the creditor are due and owing and it is established that the corporation is insolvent;
3. Upon application by a corporation to have its own dissolution continued under the supervision of the Court;

When an action has been commenced by the Tribal Secretary to dissolve a corporation and it is made to appear that liquidation of its affairs should precede the entry of a decree of dissolution;

It shall not be necessary to make directors parties to any such action or proceeding unless relief is sought against them personally.

215.755 Procedure in Liquidation of Corporation by Court

In proceedings to liquidate the assets and affairs of a corporation, the Court shall have the power to issue injunctions, 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 required to preserve the corporate assets wherever situated, and carry on the affairs of the corporation until a full hearing can be had.

After a hearing held 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 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 corporation wherever situated, either at public or private sale. The order appointing such liquidating receiver or receivers shall state their powers and duties. Such power and duties may be increased or diminished at any time during the proceedings.

1. The assets of the corporation or the proceeds resulting from a sale, conveyance, or other disposition of corporate assets shall be applied and distributed as follows:

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- (a) All costs and expenses of the Court proceedings and all liabilities and obligations of the corporation shall be paid, satisfied, and discharged, or otherwise adequately addressed;
- (b) Assets held by the corporation upon conditions requiring return, transfer, or conveyance, which condition occurs by reason of dissolution or liquidation, shall be returned, transferred, or conveyed in accordance with such statements;
- (c) Assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary benevolent, education, 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 federally recognized Indian tribes, domestic or foreign corporations, societies, or organizations engaged in activities substantially similar to those of the dissolving or liquidating corporation as the Court may direct;
- (d) Other assets, if any, shall be distributed in accordance with the provisions of the articles of incorporation or the by-laws to the extent that the articles of incorporation or by-laws provide for distribution to others; and
- (e) Any remaining assets may be distributed to such persons, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit, as identified in a Court-approved plan of distribution.

2. The Court shall have power to allow, from time to time, as expenses of the liquidation, compensation to the receiver or receivers and to attorney in the proceeding, and to direct the payment thereof out of the assets of the corporation or the proceeds of any sale of disposition of such assets.

3. A receiver of a corporation appointed under the provisions of this Section shall have authority to sue and defend in all courts in his or her own name as receiver of such corporation. The Court appointing such receiver shall, for the purposes of this Ordinance have exclusive jurisdiction of the corporation and its property, wherever situated.

215.760 Qualification of Receivers

A receiver shall in all cases be a natural person or a domestic 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.

215.770 Filing of Claims in Liquidation Proceedings

In proceedings to liquidate the assets and affairs of a corporation, the Court may require all creditors of the 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. In such proceedings the Court shall fix a date which shall be not less than four (4) 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 corporation.

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215.780 Discontinuance of Liquidation Proceedings

The liquidation of the assets and affairs of a 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 corporation all its remaining property and assets.

215.785 Decree of Involuntary Dissolution

In proceedings to liquidate the assets and affairs of a corporation, when the costs and expenses of such proceedings and all debts, obligations, and liabilities of the 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 corporation, whereupon the existence of the corporation shall cease.

215.787 Filing of Decree of Dissolution

When the Court enters a decree dissolving a 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.

215.789 Deposits with Tribal Secretary

Upon the voluntary or involuntary dissolution of a 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 this rights thereto.

215.800 Annual Report of Domestic Corporations

1. Each domestic corporation shall prepare an annual report setting forth:
 - (a) The name of the 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 corporation is actually conducting; and
 - (d) The names and respective addresses, including street and number, if any, of the directors and officers of the 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 corporation; by its president, a vice-president (if any), secretary, or assistant secretary (if

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any), treasurer, or assistant treasurer (if any), or if the corporation is in the hands of a receiver or receivers, or trustee, it shall be executed by such receiver, receivers, or trustee.

215.810 Filing of Annual Report of Corporation

Such annual report of a corporation shall be delivered to the Tribal Secretary. If the Tribal Secretary, finds that such report conforms to law, he / she 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 corporation for any necessary correction. 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 Ordinance and promptly returned to the Tribal Secretary. The Tribal Secretary may adopt rules imposing deadlines for filing annual reports.

215.820 Penalties Imposed Upon Corporations

Each corporation that fails or refuses to file its annual report for any year within the time prescribed by this Ordinance shall be subject to a penalty of fifty dollars (\$50.00), to be assessed by the Tribal Secretary.

215.830 Fees for Filing Documents and Issuing Certificates

1. Unless the request for a service is made by the Tribe, The Tribal Secretary shall charge and collect for:
 - (a) Filing articles of incorporation and issuing a certificate of incorporation (\$100.00);
 - (b) Filing articles of amendment and issuing a certificate of amendment; (\$100.00);
 - (c) Filing a statement of change of address of registered office or change of registered agent, or both; (\$25.00);
 - (d) Filing articles of dissolution; (\$100.00);
 - (e) Filing a statement of election to accept this Ordinance and issuing certificate of acceptance; (\$25.00);
 - (f) Filing any other statement or report, including an annual report of a domestic or foreign corporation; (\$15.00);
 - (g) Indexing each document filed, except an annual report (\$5.00);
 - (h) Furnishing a certified copy of any document, instrument, or paper relating to a corporation; (\$10.00).
 - (i) Furnishing a certificate as to the existence of a fact relating to a corporation; (\$10.00).
2. The Tribal Secretary is authorized to adopt rules prescribing reasonable fees for other services not listed in this Section or changing any and all fees for services set out in this Ordinance.

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215.840 Certificates and Certified Copies to be Received in Evidence

All certificates issued by the Tribal Secretary in accordance with the provisions of this Ordinance and all copies of documents filed in his or her office in accordance with the provisions of this Ordinance, when certified by him or her, shall be taken and received in all Court, 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 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.

215.850 Forms to be Furnished by the Tribal Secretary

All reports required by this Ordinance 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 Ordinance, shall not be mandatory.

215.900 Greater Voting Requirements

Whenever, with respect to any action to be taken by the directors of a corporation, the articles of incorporation requires the vote or concurrence of a greater proportion of the directors, as the case may be, than required by this Ordinance, with respect to such action, the provisions of the articles of incorporation shall control.

215.910 Waiver of Notice

Whenever any notice is required to be given to any director of a corporation under the provisions of this Ordinance, under the provisions of the articles of incorporation, or by-laws of the 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. Except as otherwise provided in this Ordinance presence without objection also waives notice.

215.920 Action by Directors Without a Meeting

Any action required by this Ordinance to be taken at a meeting of the directors of a corporation, or any action which may be taken at a meeting of the directors, may be taken without meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors, 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 document filed with the Tribal Secretary under this Ordinance.

215.950 Tribal Secretary May Adopt Rules

The Tribal Secretary may adopt rules governing the Tribal Secretaries duties and powers described under this Ordinance; *provided*, that such rules may not conflict with any Tribal ordinance, including this Nonprofit Corporations Ordinance.

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215.990 Effect of Invalidity of Part of This Ordinance

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

Legislative History

January 10, 2015-Approval of Adoption of Nonprofit Corporations Ordinance Resolution CY1504

February 17, 2015-Adoption of Nonprofit Corporations Ordinance Resolution CY1525