

Oneida Tribe of Indians of Wisconsin



Oneidas bringing several hundred bags of corn to Washington's starving army at Valley Forge, after the colonists had consistently refused to aid them.



UGWA DEMOLUM YATEHE
Because of the help of
this Oneida Chief in
cementing a friendship
between the six nations
and the colony of
Pennsylvania, a new
nation, the United States
was made possible.

BC Resolution 12-24-13-A Reorganization of Oneida Seven Generations Corporation

WHEREAS, the Oneida General Tribal Council is the duly recognized governing body of the Oneida Tribe of Indians of Wisconsin, and

WHEREAS, the General Tribal Council has been delegated the authority of Article IV, Section I of the Oneida Tribal Constitution, and

WHEREAS, the Oneida Business Committee may be delegated duties and responsibilities by the Oneida General Tribal Council and is at all times subject to the review powers of the Oneida General Tribal Council, and

WHEREAS, the General Tribal Council met on December 15, 2013, at a duly called meeting with a quorum of 1875 members in attendance and by a vote of 814 in favor and 689 against adopted the following motion –

“Motion...to dissolve Seven Generations Corporation and for Frank Cornelius to assist and work with the Business Committee on the dissolution[.]”

WHEREAS, Oneida Seven Generations Corporation is a tribally chartered corporation created under the authority of the Oneida Business Committee as delegated by the General Tribal Council whose charter contains the following process for dissolution –

“Adoption of a Business Committee resolution dissolving the Corporation. Upon dissolution of the Corporation, the assets of the Corporation remaining are for the payment of debts and liabilities of the Corporation to be distributed to creditors in the following order: (1) third parties perfected security interest; (2) security interests of the Oneida Nation; (3) third parties unperfected security interest.” *Corporate Charter, Article XV, Section (B).*

WHEREAS, the General Tribal Council and the Oneida Business Committee have been informed that dissolution of Oneida Seven Generations Corporation may take up to or exceed 10-12 months in order to minimize negative financial consequences and wind up the activities of the corporation in a business-like manner, and

WHEREAS, the Chairman of the Oneida Business Committee, acting under his authority set forth in Article III, section 4 of the Constitution of the Oneida Tribe of Indians of Wisconsin, has called a special General Tribal Council meeting to reconsider the actions at the December 15, 2013, General Tribal Council meeting, and

WHEREAS, the Oneida Business Committee, who is charged with carrying out the lawful actions of the General Tribal Council, presents this resolution to begin the process of dissolution of the Oneida Seven Generations Corporation in a business-like manner, and

WHEREAS, the Oneida Business Committee also recognized the request made by the Chairman of the Oneida Business Committee under his constitutional authority to call a special General Tribal Council meeting regarding the December 15, 2013, meeting action, and the petitioner Loretta V. Metoxen having filed a petition to reconsider the December 15, 2013, meeting action and should take action to respect those requests as is consistent with prior Oneida Business Committee actions, and

WHEREAS, the corporate charter for the Oneida Seven Generations Corporation, "...may be amended by [the Oneida] Business Committee resolution pursuant to Oneida tribal laws and ordinances," and has been amended in the past by resolution passed by the Oneida Business Committee,

NOW THEREFORE BE IT RESOLVED, the Oneida Business Committee does hereby modify Article VI of the corporate charter in the introductory paragraph as follows –

The purpose of this Corporation is to engage in any lawful activity within the purposes for which the corporation may be organized under the Oneida Constitution and Oneida tribal laws, ordinances and jurisdiction *activities related solely to the purposes of commercial leasing.*

IT IS FURTHER RESOLVED, the Oneida Business Committee does hereby modify Article III of the corporate charter by deleting all of Article VII and inserting the following –

Article VII. Agent.

The business and affairs of the Corporation will be managed by an Agent who shall be appointed by the Oneida Business Committee and will exercise the authority and management of the Corporation to carry-out the restructure of the Corporation.

The corporate charter should be read in all other sections to conform to this amendment.

IT IS FURTHER RESOLVED, that the appointed Agent shall be Sage Stone Management, LLC, who shall remain in office until such time as the dissolution of the corporation has been completed or amendments to the corporate charter are made. During such period the Agent shall devote the necessary time to the corporation and shall be compensated at a rate set forth in a separate written agreement approved by the Oneida Business Committee.

IT IS FURTHER RESOLVED, that the Agent is directed to perform two primary actions upon appointment.

1. To stabilize the corporate relationships between tenants, banking, vendors, and business partnerships; and
2. To review the corporate structure in light of the reviewed corporate goals and to prepare a report and recommendations to be presented to the Oneida Business Committee regarding how to structure a business organization to meet the commercial leasing goals, and that the report shall be delivered no later than 45 days after appointment.

IT IS FURTHER RESOLVED, that the Oneida Business Committee directs that the Agent shall meet in a timely manner with the Chief Counsel and Chief Financial Officer of the Tribe in order to update on the progress of the Agent in taking steps to conform the business activities of the corporation to the amended corporate charter.

IT IS FURTHER RESOLVED, that the Agent shall send weekly confidential reports to the Secretary of the Oneida Business Committee who shall disperse such reports to the members of the Oneida Business Committee and that such reports shall remain confidential and not subject to release.

IT IS FURTHER RESOLVED, that the Agent shall send weekly public reports to the Secretary of the Oneida Business Committee who shall disperse such reports to the members of the Oneida Business Committee and Frank Cornelius which shall be placed in a public location as identified by the Secretary.

CERTIFICATION

I, the undersigned, as Secretary of the Oneida Business Committee, hereby certify that the Oneida Business Committee is composed of 9 members of whom 5 members constitute a quorum; 5 members were present at a meeting duly called, noticed and held on the 24th day of December, 2013; that the forgoing resolution was duly adopted at such meeting by a vote of 4 members for; 0 members against; 0 members not voting; and that said resolution has not been rescinded or amended in any way.



Patricia Hoeft, Tribal Secretary
Oneida Business Committee

*According to the By-Laws, Article I, Section 1, the Chair votes "only in the case of a tie."