

IN THE CIRCUIT COURT OF COOK COUNTY, ILLINOIS
COUNTY DEPARTMENT, LAW DIVISION

ACF LEASING, LLC, ACF SERVICES,
LLC, GENERATION CLEAN FUELS, LLC,

Plaintiffs,

v.

GREEN BAY RENEWABLE ENERGY,
LLC, ONEIDA SEVEN GENERATIONS
CORPORATION and THE ONEIDA TRIBE
OF INDIANS OF WISCONSIN,

Defendants.

Case No. 14 L 002768

FILED-9
2014 MAY -5 PM 12:15
DOROTHY BROWN
CLERK OF CIRCUIT COURT
LAW DIVISION

**AFFIDAVIT OF PATRICIA NINHAM HOEFT
IN SUPPORT OF MOTION TO DISMISS**

STATE OF WISCONSIN)
) ss.
COUNTY OF OUTAGAMIE)

Patricia Ninham Hoeft states under oath and on personal knowledge:

1. I am the Secretary of the Business Committee of the Oneida Tribe of Indians of Wisconsin ("Tribe"). I have held this position since July 2005.
2. The Tribe is the political successor in interest to the Oneida Tribe, first recognized by the United States in the 1794 Treaty of Canandaigua, 7 Stat. 44. The Tribe's Reservation was established by the Treaty with the Oneida, dated February 3, 1838, 7 Stat. 566. The Tribe's reservation and principal governmental offices are located in Brown and Outagamie Counties, Wisconsin. The Tribe is listed in the Federal Register, 79 Fed. Reg. 19, 4751 (Jan. 29, 2014), as a federally recognized Indian tribe.

3. In 1934, Congress enacted the Indian Reorganization Act, U.S.C. § 461 *et seq* , 48 Stat. 984 (“IRA”), which provided Indian tribes the ability to organize under federal law for the tribe’s common welfare and adopt a constitution and by-laws subject to approval by the Secretary of the Interior. Pursuant to the IRA, the Tribe adopted its Constitution and By-Laws “to reestablish our tribal organization, to conserve and develop our common resources and to promote the welfare of ourselves and our descendants....” The Secretary of the Interior approved the Tribe’s Constitution and By-Laws on December 21, 1936. Attached hereto as Exhibit 1 is a true and correct copy of the Tribe’s Constitution and By-Laws.

4. Pursuant to Article III, Sec. 1 of the Constitution, the governing body of the Tribe is the General Tribal Council, which is comprised of all qualified voters of the Tribe. *See* Exh. 1.

5. Article IV, Sec. 1(e) of the Oneida Constitution provides that the General Tribal Council has the power “[t]o manage all economic affairs and enterprises of the Oneida Nation of Wisconsin” *See* Exh. 1.

6. Article IV, Sec. 1(h) of the Constitution provides that the General Tribal Council has the power “[t]o ***charter subordinate organizations for economic purposes*** and to delegate to such organizations, or to any subordinate boards or officials of the tribe, any of the foregoing powers, reserving the right to review any action taken by virtue of such delegated power.” *See* Exh. 1 (emphasis added).

7. Pursuant to Article III, Sec. 3 of the Constitution, the General Tribal Council shall elect a Business Committee, comprised of the following elected officials from the General Tribal Council: (1) a chair; (2) a vice-chair; (3) a secretary; (4) a treasurer; and (5) five council members. *See* Exh. 1.

8. The Business Committee has been delegated the Article IV, Sec. 1 powers of the General Tribal Council, including the power to create subordinate organizations for economic purposes described in paragraph no. 6, *supra*.

9. The Tribe provides healthcare, wellness, education, elder services, child services, energy assistance, food assistance and a variety of other services to its members. Recognizing that relying on one or two sources of income to support the governmental services of the Tribe is potentially problematic, over the last 25 years the Tribe has been diversifying its investments to create additional sources of income.

10. Consistent with the Tribe's goal of investment diversification, the Oneida Seven Generations Corporation ("OSGC") was created and chartered in accordance with Article IV, Sec. 1(h) of the Constitution as a subordinate organization of the Oneida Tribe by Resolution # 12-4-96-B, a true and correct copy of which is attached hereto as Exhibit 2. OSGC was created to "enhance the business and economic development of the Oneida Tribe." Exh. 2.

11. Attached hereto as Exhibit 3 is a true and correct copy of the Corporate Charter of the OSGC ("Charter"). The Tribe "confer[red] on [OSGC] all rights, privileges *and immunities* existing under federal and Oneida tribal laws." Exh. 3, Charter, Art. I (emphasis added).

12. OSGC was "created under, and is subject to the laws, ordinances and jurisdiction of the Oneida Nation The General Tribal Council expressly reserve[d] to the Oneida Nation all its inherent rights as an Indian nation with regard to the activities of [OSGC]." Exh. 3, Charter, Article V.

13. OSGC is expressly precluded from waiving any "rights, privileges or immunities of the Oneida Nation." Exh. 3, Charter, Art. XVII(F).

14. Article VI of the Charter, entitled Purpose and Powers, provides in part:

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. The powers of the Corporation are;

(A) To promote and enhance the business and economic diversification directly or as a holding company for real estate and other business ventures of the Nation.

* * *

(C) To buy, sell, mortgage, pledge, lease, hold, transfer and assign all or any part of the Corporation's property and assets, PROVIDED, that title to all trust or restricted real or personal property of the Oneida Nation must be and remain in its trust or restricted status for the Oneida Nation which includes the necessary approval of the Oneida Land Commission or its successor.

* * *

(E) To waive only the sovereign immunity the Corporation possesses for the purposes of dispute resolution or contract enforcement in contracts, agreements or other similar documents for the furtherance of the Corporation's business and/or purpose.

* * *

(J) To sue and be sued in its Corporate name as herein specifically provided to the extent allowed by Oneida tribal, state or federal law upon any contract, claim or obligation of the Corporation arising out of the accomplishment of its purposes. Recovery against the Corporation is limited to the assets of the Corporation. The Oneida Nation will not be liable and its property or assets will not be expended for the debts or obligations of the Corporation.

* * *

(O) To set up separate corporate business systems and processes; i.e. LLC's and LLP's, etc.

Exh. 3, Charter, Art. VI.

15. The principal place of business of OSGC “must be on the Oneida Indian reservation.” Exh. 3, Charter, Art. IV. In accordance with its Charter, OSGC’s business offices are located on the Tribe’s Reservation.

16. All profits of OSGC must be used to carry out the purposes of OSGC and all profits not so utilized “will revert to and be designated for use by” the Tribe. Exh. 3, Charter, Article X. Profits of OSGC reverted to the Tribe in 2004 and 2006, and the Tribe receives approximately \$400,000 - \$500,000 annually in lease revenues from OSGC and its subsidiaries. *See* paragraph 21, *infra*. The lease payments are used to fund the Tribe’s Division of Land Management (“DLM”), which manages the Tribe’s residential, commercial and agricultural leases, easements and land use in general. The DLM also uses the lease payments to pay for property maintenance and to make home loans to tribal members. On occasion, profits of OSGC were not sufficient for it to meet its purpose of enhancing the business and economic development of the Tribe, and the Tribe appropriated funds to assist OSGC. Additionally, in 2004-2005 the Tribe invested \$4,000,000 in the OSGC business venture referred to as Nature’s Way Tissue Paper.

17. OSGC’s board members are appointed by the Business Committee. Exh. 3, Charter, Article VII(D)b. and e., p. 4. The OSGC board consists of seven members, and board members “shall be members of the Oneida Tribe ... age 21 or older,” although two board members may be non-members of the Oneida Tribe. Charter, Art. VII(D).

18. The OSGC board members and officers in 2012 and 2013 were as follows:

William Cornelius—Board President and member of the
Tribe

Mike Metoxen—Board Treasurer, Board Secretary and
member of the Tribe

Nathan King—Board Member and member of the Tribe

Tsyosha aht C Delgado—Board Member and member of
the Tribe

Shannon Hill—Board Member and member of the Tribe

Paul Linzmeyer—Board Member and only Board Member
not a member of the Tribe

Todd VanDen Heuvel—Board Member (term beginning
June 2013) and member of the Tribe

Owen Summers—Board Member (term beginning June
2013) and member of the Tribe

Kevin Cornelius—Chief Executive Officer (resigned in
August 2013) and member of the Tribe

Bruce King—Chief Financial Officer and member of the
Tribe

19. Attached hereto as Exhibit 4 is a true and correct copy of the Bylaws of OSGC. Pursuant to the Bylaws of OSGC, the Business Committee acts on behalf of the Oneida Nation in the role similar to shareholders of a corporation. Exh. 4, Bylaws, Art. 2.

20. OSGC must file detailed reports annually with the Business Committee and the General Tribal Council describing the development activities and financial condition of OSGC and disclosing relationships between OSGC, board members and key management to other business entities. Exh. 3, Charter, Art. XIII. While the report *must* be filed annually, OSGC does so quarterly.

21. As a result of OSGC's reporting to the Business Committee, I know that OSGC manages thirteen commercial properties located in Brown and Outagamie Counties, Wisconsin.

Of those thirteen properties, the Tribe is the owner of eleven of those properties: six properties are held in trust by the federal government for the benefit of the Tribe, and five properties are held in fee title by the Tribe. One of the properties managed by OSGC is owned by North Packerland, LLC. OSGC is the owner of only one of the thirteen commercial properties that it manages.

22. The Business Committee has the authority to dissolve OSGC. Exh. 3, Charter Art. XV(B). On December 15, 2013, the General Tribal Council voted to dissolve OSGC. On December 24, 2013, the Business Committee adopted a resolution dissolving OSGC in accordance with OSGC Charter, Art. XV(B).

23. In 2004, the Tribe, by the Business Committee, adopted a Sovereign Immunity Ordinance. The Ordinance prescribes who has the authority to waive immunity and the process for waiver:

14.6 Waiver of Sovereign Immunity

14.6-1. All waivers of sovereign immunity shall be made in accordance with this law.

14.6-2. *Waiver by Resolution.* The sovereign immunity of the Tribe or a Tribal Entity may be waived:

- (a) by resolution of the General Tribal Council;
- (b) by resolution or motion of the Oneida Business Committee; or
- (c) by resolution of a Tribal Entity exercising authority expressly delegated to the Tribal Entity in its charter or by resolution of the General Tribal Council or the Oneida Business Committee, provided that such waiver shall be made in strict conformity with the provisions of the charter or the resolution governing the delegation, and shall be limited to the assets and property of the Tribal Entity.

Ordinance § 14.6. "Tribal Entity" is defined as "a corporation or other organization which is wholly owned by the Oneida Tribe of Indians of Wisconsin, is operated for governmental or

commercial purposes, and may through its charter or other document by which it is organized be delegated the authority to waive sovereign immunity.” Ordinance § 14.3-1(d). Attached hereto as Exhibit 5 is a true and correct copy of the Sovereign Immunity Ordinance § 14.

24. The Tribe’s Constitution and Bylaws, OSGC’s Charter, the Sovereign Immunity Ordinance § 14.6 and the Tribe’s other ordinances and resolutions are publicly available online and have been publicly available online for several years.

25. I am aware that Green Bay Renewable Energy, LLC (“GBRE”) and ACF Leasing, LLC executed: a) a Master Lease Agreement, dated May 24, 2013, (“Lease”) for the lease of three, forty-ton liquefaction machines and pretreatment equipment for purposes of processing waste plastic to generate electricity and create oil-based fuel products at locations in Monona, Wisconsin and Cheboygan, Michigan (the “Project”); and b) a First Amendment to Schedule 1 of the Lease, dated June 10, 2013.

26. I am also aware that GBRE and ACF Services, LLC executed: a) an Operation and Maintenance Agreement, dated May 24, 2013, (“O&M Agreement”) for the operation and maintenance of the Project; and b) a First Amendment to the O&M Agreement, dated June 10, 2013.

27. Neither the Tribe nor OSGC are parties to the Lease or the O&M Agreement. In fact, the Business Committee had no knowledge regarding, and had never seen, the Lease or the O&M Agreement until after the Business Committee passed a resolution dissolving OSGC on December 24, 2013.

28. Neither the General Tribal Council nor the Business Committee passed a resolution authorizing waiver of the Tribe’s or OSGC’s sovereign immunity in connection with

the Lease or O&M Agreement, nor did the Business Committee pass such a motion, as is required by the Sovereign Immunity Ordinance § 14.6 for a valid waiver of sovereign immunity.

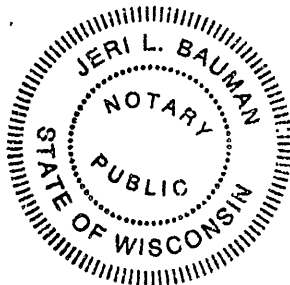
29. The Tribe and OSGC do not own, use or possess real property or any asset in Illinois, have no business offices, address, post office box or telephone listing in Illinois, and have no employees conducting tribal business in Illinois. To the extent that the Tribe or OSGC may have contracted with an entity located in Illinois, the contract was for the performance of services or delivery of goods in Wisconsin. No member of the Business Committee nor anyone authorized to act on behalf of the Tribe visited Illinois in connection with an ACF entity, the Project, Lease or the O&M Agreement.

Dated this 30th day of April, 2014.

Patricia Ninham Hoeft
Patricia Ninham Hoeft

Sworn to and subscribed before me
this 30th day of April, 2014

Jeri L. Bauman
Notary Public, State of 8-27-2012



CONSTITUTION AND BY-LAWS OF THE ONEIDA TRIBE
OF INDIANS OF WISCONSIN

We, the people of the Oneida Tribe of Indians of Wisconsin, grateful to Almighty God for his fostering care, in order to reestablish our tribal organization, to conserve and develop our common resources to promote the welfare of ourselves and our descendants, do hereby ordain and establish this Constitution.

ARTICLE I-TERRITORY

Territory

The jurisdiction of the Oneida Tribe of Wisconsin shall extend to the territory within the present confines of the Oneida Reservation and to such other lands as may be hereafter added thereto within or without said boundary lines under any law of the United States, except as otherwise provided by law.

Jurisdiction
of Tribe

ARTICLE II-MEMBERSHIP

Membership

Amendment V
10/18/69

Section 1. The membership of the Oneida Tribe of Wisconsin shall consist of:

- (a) All persons of Indian blood whose names appear on the membership roll of the Oneida Tribe of Indians of Wisconsin in accordance with the Act of September 27, 1967 (81 Stat. 229), Public Law 90-93.
- (b) Any child of a member of the tribe, born between September 28, 1967, and the effective date of this amendment, who is of at least one-fourth degree Indian blood, provided, that such member is a resident of the reservation at the time of the birth of said child.
- (c) All children who possess at least one-fourth degree Oneida blood and are born after the effective date of this amendment to members of the tribe who are residents of the reservation at the time of said children's birth.

Section 2. The General Tribal Council shall have the power to promulgate ordinances subject to review by the Secretary of the Interior covering future membership and the adoption of new members.

ARTICLE III-GOVERNING BODY

Amendment VI
6/14/69

Section 1. The governing body of the Oneida Tribe of Indians of Wisconsin shall be the General Tribal Council composed of all the qualified voters of the Oneida Tribe of Wisconsin.

Governing body
consistency of

Section 2. All enrolled members of the Oneida Tribe of Indians of Wisconsin who are 21 years of age or over shall be qualified voters provided they present themselves in person at the polls on the day of the election.

age for voting

Amendment 1
6/14/39/
Superceded by
Amendment VI

Section 3. The qualified voters of the Oneida Tribe of Indians of Wisconsin shall elect from among the qualified voters who physically reside in either Brown or Outagamie Counties of Wisconsin by secret ballot (a) a chairman; (b) a vice-chairman; (c) a secretary; (d) a treasurer; (e) and five councilmen. These shall constitute the Business Committee and shall perform such duties as may be authorized by the General Tribal Council.

positions
elected

Amendment 2
6/10/39/
Superceded by
Amendment VI

A majority of the Business Committee including the chairman or vice-chairman shall constitute a quorum of this body. Regular meetings of the Business Committee may be established by resolution of the Business Committee. Special meetings of the Business Committee shall be held upon a three-day advance notice by the chairman to all members thereof or upon written request of a majority of the Business Committee stating the time, place, and purpose of the meeting.

quorum
special meetings

The General Tribal Council may at any regular or special meeting fill any vacancies that occur on the Business Committee for the unexpired term.

filling
vacancies

The General Tribal Council may at its discretion remove any official on the Busi-

ness Committee by a two-thirds majority vote at any regular or special meeting of the Tribal Council, pursuant to a duly adopted ordinance. Such ordinance shall fix the specific causes for removal and insure that the rights of the accused are protected, including his receiving in writing a statement of the charges against him and assurance on sufficient notice thereof where he shall be afforded every opportunity to speak in his own defense.

Business
Committee
official
removal of

Amendment 3
6/14/69

Section 4. The General Tribal Council shall meet on the first Monday of January and July. The officials provided for in Section 3 of this Article shall be elected every three years in the month of July on a date set by the General Tribal Council. The General Tribal Council shall enact necessary rules and regulations governing the election of tribal officials. The first election under this amendment is to be held in the month of July immediately following the approval of this amendment by the Secretary of the Interior. The chairman or fifty (50) qualified voters may, by written notice, call special meetings of the General Tribal Council. Seventy-five (75) qualified voters shall constitute a quorum at any regular or special meeting of the General Tribal Council.

General Tribal
Council
meeting time

special meetings

quorum

ARTICLE IV-POWERS OF THE GENERAL TRIBAL COUNCIL

Section 1. Enumerated Powers. The General Tribal Council of the Oneida Tribe of Wisconsin shall exercise the following powers, subject to any limitations imposed by the statutes or the Constitution of the United States:

Powers of General
Tribal Council

- (a) To negotiate with the Federal, State, and local governments.
- (b) To employ legal counsel, the choice of counsel and fixing of fees to be subject to the approval of the Secretary of the Interior.
- (c) To veto any sale, disposition, lease or encumbrance of tribal lands, interests in lands, or other tribal assets of the tribe.

to negotiate with
governments

to employ legal
counsel

to veto sales

- | | | |
|-----|--|---|
| (d) | To advise with the Secretary of the Interior with regard to all appropriation estimates or Federal projects for the benefit of the Oneida Tribe of Wisconsin prior to the submission of such estimates to the Bureau of the Budget and to Congress. | to advise Secretary of Interior regarding appropriation estimates |
| (e) | To manage all economic affairs and enterprises of the Oneida Tribe of Wisconsin in accordance with the terms of a Charter that may be issued to the tribe by the Secretary of the Interior. | to manage economic affairs of Tribe |
| (f) | To promulgate and enforce ordinances, which shall be subject to review by the Secretary of the Interior, governing the conduct of members of the Oneida Tribe of Wisconsin, providing for the manner of making, holding, and revoking assignments of tribal land or interests therein, providing for the levying of taxes and the appropriation of available tribal funds for public purposes, providing for the licensing of non-members coming upon the reservation for purposes of hunting, fishing, trading, or other business, and for the exclusion from the territory of the tribe of persons not so licensed and establishing proper agencies for law enforcement upon the Oneida Reservation. | to promulgate ordinances |
| (g) | To appoint committees, delegates, and officials deemed necessary for the proper conduct of tribal business or relations. | to appoint committees, delegates, officials |
| (h) | To charter subordinate organizations for economic purposes and to delegate to such organizations, or to any subordinate boards or officials of the tribe, any of the foregoing powers, reserving the right to review any action taken by virtue of such delegated power. | to charter subordinate organizations |
| (i) | To adopt resolutions not inconsistent with this Constitution and the attached By-laws, regulating the procedure of the Council itself and of other tribal agencies, tribal officials, or tribal organizations of the Oneida Reservation. | to adopt resolutions |

Amendment VII
6/14/69

Section 2. Future Powers. The General Tribal Council may exercise such further powers as may in the future be delegated to the Council by the Secretary of the Interior or any other duly authorized official or agency of the State or Federal Government.

future powers

Section 3. Reserved Powers. Any rights and powers heretofore vested in the Oneida Tribe of Indians of Wisconsin but not expressly referred to in this Constitution shall not be abridged by this Article, but may be exercised by the people of the Oneida Tribe of Wisconsin through the adoption of appropriate By-laws and constitutional amendments.

reserved powers
held by Tribe

Section 4. Manner of Review. Any resolution or ordinance which by the terms of this Constitution is subject to review by the Secretary of the Interior, shall be presented to the Superintendent of the Reservation, who shall, within ten days thereafter, approve or disapprove the same.

manner of
review
resolutions subject
to review by
Secretary of
Interior to be
presented to
Superintendent

If the Superintendent shall approve any ordinance or resolution, it shall thereupon become effective, but the Superintendent shall transmit a copy of the same, bearing his endorsement, to the Secretary of the Interior, who may, within 90 days from the date of enactment, rescind the said ordinance or resolution for any cause, by notifying the Tribal Council of such decision.

if
Superintendent
refuse approval

If the Superintendent shall refuse to approve any ordinance or resolution submitted to him, within ten days after its enactment, he shall advise the Council of his reasons therefore. If these reasons appear to the Council insufficient, it may, by a majority vote, refer the ordinance or resolution to the Secretary of the Interior, who may, within 90 days from the date of its enactment, approve the same in writing, whereupon the said ordinance or resolution shall become effective:

ARTICLE V-AMENDMENTS

Amendments

This Constitution and By-laws may be

amended by a majority vote of the qualified voters of the Tribe voting at an election called for that purpose by the Secretary of the Interior, provided that at least thirty (30) per cent of those entitled to vote shall vote in such election, but no amendment shall become effective until it shall have been approved by the Secretary of the Interior.

by majority
at least
thirty per cent
subject to
approval by
Secretary of Interior.

It shall be the duty of the Secretary of the Interior to call an election on any proposed amendment upon receipt of a petition signed by one-third (1/3) of the qualified voters of the Tribe.

When
one-third
voters petition

ARTICLE VI-BILL OF RIGHTS

Bill of Rights

Amendment VIII
6/14/69

All members of the Tribe shall be accorded equal opportunities to participate in the economic resources and activities of the tribe. All members of the tribe may enjoy, without hindrance, freedom of worship, conscience, speech, press, assembly, association and due process of law, as guaranteed by the Constitution of the United States.

equal
opportunities
basic freedoms
are rights of all
members of
Tribe

BY-LAWS OF THE ONEIDA TRIBE OF INDIANS OF WISCONSIN

By-laws

ARTICLE I-DUTIES OF OFFICERS

Duties of Officers

Section 1. Chairman of Council. The chairman of the Council shall preside over all meetings of the Council, shall perform the usual duties of a Chairman, and exercise any authority delegated to him by the Council. He shall vote only in the case of a tie.

Chairman

Section 2. Vice-Chairman of the Council. The Vice-Chairman shall assist the Chairman when called upon to do so and in the absence of the Chairman, he shall preside. When so presiding, he shall have all the rights, privileges and duties as well as the responsibilities of the Chairman.

Vice-
Chairman

Section 3. Secretary of the Council. The Secretary of the Tribal Council shall conduct all tribal correspondence and shall

Secretary

keep an accurate record of all matters transacted at Council meetings. It shall be his duty to submit promptly to the Superintendent of the jurisdiction, and the Commissioner of Indian Affairs, copies of all minutes of regular and special meetings of the Tribal Council.

Section 4. Treasurer of Council.

Treasurer

The Treasurer of the Tribal Council shall accept, receive, receipt for, preserve and safeguard all funds in the custody of the Council, whether they be tribal funds or special funds for which the Council is acting as trustee or custodian. He shall deposit all funds in such depository as the Council shall direct and shall make and preserve a faithful record of such funds and shall report on all receipts and expenditures and the amount and nature of all funds in his possession and custody, at each regular meeting of the General Tribal Council, and at such other times as requested by the Council or the Business Committee.

Amendment IX
6/14/69

He shall not pay out or otherwise disburse any funds in his possession or custody, except in accordance with a resolution duly passed by the Council.

The Treasurer shall be required to give a bond satisfactory to the Council and to the Commissioner of Indian Affairs.

Section 5. Appointive Officers. The duties of all appointive boards or officers of the Community shall be clearly defined by resolutions of the Council at the time of their creation or appointment. Such boards and officers shall report, from time to time as required, to the Council, and their activities and decisions shall be subject to review by the Council upon the petition of any person aggrieved.

Appointive
officers

report to council

ARTICLE II-RATIFICATION OF CONSTITUTION AND BY-LAWS

This Constitution and these By-laws, when adopted by a majority vote of the voters of the Oneida Tribe of Indians or Wisconsin voting at a special election called by the Secretary of the Interior, in which at least thirty (30) per cent of those entitled to vote shall vote, shall

be submitted to the Secretary of the Interior for his approval, and shall be effective from the date of such approval.

CERTIFICATE OF ADOPTION

Pursuant to an order, approved October 14, 1936, by the Secretary of the Interior, the attached Constitution and By-laws were submitted for ratification to the members of the Oneida Indian Tribe of the Oneida Reservation and were on November 14, 1936, duly adopted by a vote of 790 for and 16 against, in an election in which over thirty (30) percent of those entitled to vote cast their ballots, in accordance with section 16 of the Indian Reorganization Act of June 18, 1934 (48 Stat. 984), as amended by the Act of June 15, 1935 (49 Stat. 378).

MORRIS WHEELOCK
Chairman of Election Board
KATIE CORNELIUS
Secretary of Election Board

FRANK CHRISTY, SUPERINTENDENT

I Harold L. Ickes, the Secretary of the Interior of the United States of America, by virtue of the authority granted me by the act of June 18, 1934 (48 Stat. 984), as amended, do hereby approve the attached Constitution and By-laws of the Oneida Tribe of Indians of Wisconsin.

All rules and regulations heretofore promulgated by the Interior Department or by the Office of Indian Affairs, so far as they may be incompatible with any of the provisions of the said Constitution and By-laws are hereby declared inapplicable to the Oneida Tribe of Indians of Wisconsin.

All officers and employees of the Interior Department are ordered to abide by the provisions of the said Constitution and By-laws.

Approval recommended December 16, 1936.

WILLIAM ZIMMERMAN, Jr.,
Acting Commissioner of Indian Affairs
HAROLD L. ICKES,
Secretary of the Interior
(SEAL)

WASHINGTON, D.C., DECEMBER 21, 1936

Oneida Tribe of Indians of Wisconsin

Post Office Box 365

Phone: (414) 869-2214

Oneida, WI 54155



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

RESOLUTION # 12-4-96-B

GRANT OF CORPORATE CHARTER TO ONEIDA SEVEN GENERATIONS CORPORATION

- WHEREAS, the Oneida Tribe of Indians of Wisconsin is a federally recognized Indian government and a treaty tribe recognized by the laws of the United States, and
- WHEREAS, the Oneida General Tribal Council is the governing body of the Oneida Tribe of Indians of Wisconsin, and
- WHEREAS, the Oneida Business Committee has been delegated the authority of Article IV, Section 1 of the Oneida Tribal Constitution by the Oneida General Tribal Council, and
- WHEREAS, Article IV, Section 1(h) authorizes the Oneida Business Committee "to charter subordinate organizations for economic purposes"; and
- WHEREAS, It is in the best interest of the Oneida Tribe of Indians of Wisconsin to charter a tribal corporation to promote and enhance the business and economic development of the Oneida Tribe.

NOW THEREFORE BE IT RESOLVED that the Oneida Business Committee on behalf of the Oneida Tribe of Indians of Wisconsin hereby grants a Corporate Charter to Oneida Seven Generations Corporation with said duties, powers and responsibilities as outlined in the Corporate Charter.

BE IT FURTHER RESOLVED that the following be the initial Board of Directors for a term which will expire on May 31, 1997: Keith Summers, Chris Latrell and Henrietta Oudenhoven.

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. 7 members were present at a meeting duly called, noticed and held on the 4th day of December, 1996; that the foregoing resolution was duly adopted at such meeting by a vote of 6 members for; 0 members against, and 0 members not voting; and that said resolution has not been rescinded or amended in any way.

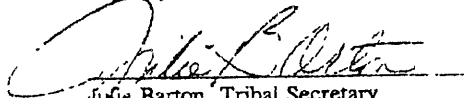

Julie Barton, Tribal Secretary
Oneida Business Committee

Exhibit 2

CORPORATE CHARTER
OF
ONEIDA SEVEN GENERATIONS CORPORATION

ARTICLE I. NAME

The name of the tribal chartered corporation is the Oneida Seven Generations Corporation ("Corporation"). The Oneida Tribe of Indians of Wisconsin ("Oneida Nation") confers on the Corporation all rights, privileges and immunities existing under federal and Oneida tribal laws.

ARTICLE II. AUTHORITY

The Oneida Business Committee ("Business Committee") grants this Charter based upon authority vested in it by the Oneida General Tribal Council ("General Tribal Council"), pursuant to Article IV, Section 1(h) of the Constitution and By-laws of the Oneida Nation ("Oneida Constitution"), and pursuant to the exercise of the sovereign rights, future and reserved, of the Oneida Nation in Article IV, Section 2 and 3 of the Constitution and Bylaws of the Oneida Nation, duly approved by the Secretary of the Interior of the United States of America on December 21, 1936.

ARTICLE III. DURATION

The period of existence of the Corporation will be perpetual until it is dissolved, pursuant to Article XV of this Charter.

ARTICLE IV. REGISTERED OFFICE/AGENT, PLACE OF BUSINESS

The principal place of business and the registered office of the Corporation must be on the Oneida Indian Reservation, Wisconsin. The registered agent is Chief Executive Officer. The registered office and place of business is 1239 Flight Way, DePere, Wisconsin 54115. The mailing address will be P.O. Box 257, Oneida, WI 54155. The Corporation may have other places of business, on or off the Oneida Indian Reservation, as the Board of Directors of the Corporation may elect.

ARTICLE V. JURISDICTION

The Corporation is created under, and is subject to the laws, ordinances and jurisdiction of the Oneida Nation and banking commitment letter. The General Tribal Council expressly reserves to the Oneida Nation all its inherent sovereign rights as an Indian nation with regard to the activities of the Corporation.

ARTICLE VI. PURPOSES AND POWERS

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. The powers of the Corporation are:

- (A) To promote and enhance the business and economic diversification directly or as a holding company for real estate and other business ventures of the Nation.
- (B) To purchase, take, receive, lease, solicit, take by gift, devise or bequest or to otherwise acquire, hold, improve, use and otherwise deal in and with money, real and personal property, rights and services of any kind and description, or any interest therein.
- (C) To buy, sell, mortgage, pledge, lease, hold, transfer and assign all or any part of the Corporation's property and assets, PROVIDED, that title to all trust or restricted real or personal property of the Oneida Nation must be and remain in its trust or restricted status for the Oneida Nation which includes the necessary approval of the Oneida Land Commission or its successor.
- (D) To enter into, make, perform and carry out contracts, and to receive financial assistance from any governmental or private source and to expend its funds in furtherance of its purpose.
- (E) To waive only the sovereign immunity the Corporation possesses for the purposes of dispute resolution or contract enforcement in contracts, agreements or other similar documents for the furtherance of the Corporation's business and/or purpose.
- (F) To develop business development opportunities, PROVIDED that such activities comply with the laws the Oneida Nation and policies of the Corporation.
- (G) To hire, discharge, train and supervise all labor and employees required for the purpose of the Corporation through consensus of the OSGC Board of Directors.
- (H) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation, PROVIDED that such elections or appointments comply with the laws of the Oneida Nation and the policies of the Corporation.
- (I) To amend and alter by-laws, consistent with the charter or the executing of the affairs of the Corporation.
- (J) To sue and be sued in its Corporate name as herein specifically provided to the extent allowed by Oneida tribal, state or federal law upon any contract, claim or

obligation of the Corporation arising out of the accomplishment of its purposes. Recovery against the Corporation is limited to the assets of the Corporation. The Oneida Nation will not be liable and its property or assets will not be expended for the debts or obligations of the Corporation.

- (K) To purchase insurance for any property, real or personal, or person against any risks or hazards.
- (L) To establish and maintain bank accounts as may be necessary or convenient.
- (M) To borrow money and to issue temporary or long term evidence of indebtedness of the Corporation and repay the same.
- (N) To pledge and otherwise encumber the assets of the Corporation as security for debts; and to acquire, sell, lease, exchange, transfer or assign personal property and interests therein.
- (O) To set up separate corporate business systems and processes; i.e. LLC's and LLP's, etc.
- (P) To take further actions as are commonly engaged in by corporate bodies, as the Board of Directors may deem reasonably necessary to effectuate the purposes of the Corporation.

ARTICLE VII. BOARD OF DIRECTORS

The business and affairs of the Corporation will be managed by a Board of Directors which will exercise its authority and responsibility for the management of the Corporation as follows:

- (A) Determine the manner and the extent to which such powers will be delegated to committees of the Board of Directors or to officers, agents and employees of the Corporation.
- (B) Establish the overall policies and objectives for the management of the affairs and assets of the Corporation.
- (C) Periodically review and evaluate management results.
- (D) Appointment, Number, Term of Office
 - a. The Board of Directors will be made up of seven (7) members or such number as set by Oneida Business Committee resolution, who shall serve five (5) year terms.

- b. Board members shall be members of the Oneida Tribe of Indians of Wisconsin age 21 or older, provided that at least two Board members may be non-members of the Tribe.
 - c. All members may serve unlimited terms of office, provided that if nonmembers are appointed in accordance with this Article they shall be limited to a single five (5) year term.
 - d. All Board members must have experience in one or more of the following areas: real estate, commercial development, business management, risk management, finance, tribal government or accounting.
 - e. The Chair of the Oneida Business Committee shall make recommendations to appoint Board members who shall be approved by vote of the Oneida Business Committee at an Oneida Business Committee meeting in accordance with rules or processes as may be set forth by the Oneida Business Committee.
 - f. Board members shall take an oath of office given by an officer of the Oneida Business Committee member; such oath shall not be required to be given during an Oneida Business Committee meeting.
 - g. Vacancies on the Board of Directors shall be filled by either appointment of the Oneida Business Committee in accordance with the processes set forth this section for either the remainder of the vacant term of office or for a full five (5) year term as may be necessary to stagger terms of office or qualifications of Board members.
 - h. A Board member shall hold office until his or her replacement is appointed by the Oneida Business Committee, provided that such holdover period shall not last longer than three months.
- (E) The term of office for all members is five (5) years. Oneida members are limited to five (5) terms of office while non-Oneida members are limited to one (1) term.

ARTICLE VIII. INDEMNIFICATION

Each present, former and future board member, officer, agent or employee of the Corporation is entitled, without prejudice to any other rights the person may have, to be reimbursed and indemnified from assets of the Corporation for all legal and other expenses, including attorney's fees, fines, judgments, and amounts paid in settlement, actually and reasonably incurred by the director, officer, agent or employee in connection with any claim, action, suit or proceeding, civil, criminal, administrative or investigative in nature in which the director, officer, agent or employee may be involved as a party or other by reason of having served as a director, officer, agent or employee of the Corporation to the extent that such person is not otherwise indemnified.

ARTICLE IX. DISTRIBUTION OF PROFITS

This Charter is granted upon the condition that profits of the Corporation are allocated in the manner set forth as follows:

- (A) The Corporation shall, as soon as practical, make a determination of the net profits income of the Corporation for each fiscal year. Net income will be based upon Generally Accepted Accounting Principles.
- (B) The Corporation shall establish a cash reserve for debt service which will be set as an amount equal to six (6) months debt payments and one (1) year working capital. Debt payments are defined as payments on principal and interest for all current debts of the Corporation. Working capital is defined as current assets minus current liabilities.
- (C) Distribution of earnings or profits may be made at the discretion of the Shareholders, which will be mutually agreed upon at the Annual Shareholder's Meeting.

ARTICLE X. USE OF PROFITS

Profits must be used to carry out the purposes and powers of the Corporation as enumerated in Article VI and Article IX of this Charter. Profits not utilized in the furtherance and continuance of the Corporation will revert to and be designated for use by the Oneida Nation.

ARTICLE XI. ANNUAL MEETING

The Annual Meeting is subject to the following:

- (A) The annual business meeting of the Corporation with the Business Committee will be held on the second Tuesday of December for the purpose of receiving reports on the operations of the Corporation, election of board members, and transaction of any other business of the Corporation. In the event of failure, through oversight or otherwise, to hold the annual business meeting on the second Tuesday in December, a subsequent meeting, upon due notice, may be held in place of the regularly scheduled annual meeting. Any action taken at such subsequent meeting will be as valid as if the action was taken at the regular annual meeting.
- (B) Written notice stating the place, day and hour of the meeting, the purpose or purposes of the meeting will be delivered to the Secretary of the Business Committee. Such notice will be mailed, e-mailed or delivered in person not less than five (5) nor more than thirty (30) days before the date of the meeting.

- (C) The President of the Corporation or the Board of Directors will designate the place of the meeting and hour.

ARTICLE XII. SPECIAL MEETINGS

Special Business Meetings are those meetings other than the annual or regular meeting of the Corporation which are subject to the following:

- (A) May be called by the Corporation president, written request of two board members or by written request of a quorum of the Business Committee. A request for a special meeting by a quorum of the Business Committee is limited to the business of vacant position(s) on the Board or dissolution of the Corporation.
- (B) Once a request of anyone or more of the above is made for a special business meeting with the Business Committee, the Corporation Secretary must give written notice stating the place, day, and hour of the meeting, the purpose or purposes of the meeting, to the Secretary of the Business Committee.

ARTICLE XIII. REPORTS

The Secretary or other designated reporting officer of the Corporation shall file reports with the Oneida Business Committee and General Tribal Council in accordance with this Article. Reports shall be prepared at least annually to coincide with the annual meeting of General Tribal Council, with other reports quarterly to the Oneida Business Committee or as required by the Business Committee as the shareholder/member of the corporation.

Section I: Narrative Report

- (A) Definition: Narrative report is defined generally as contextual and non-financial information reported with financial information in order to provide understanding of the corporation's business done, market position, strategies, performance and future expectations. The Narrative report should include topics and information covering four broad categories of information, including 1) Market overview; 2) Strategy and Structure of the Corporation; 3) Management of value of the Corporation; and 4) Performance of the Corporation over the reporting period.
- (B) Components of Report: Narrative reports should include, but are not limited to, at a minimum, the following components in a comprehensive means for easy distribution and understanding:
 - a. Explanation of the core of the Corporation's business practices and market overview.
 - b. Explanation of the Corporation's current place within the market.
 - c. Explanation of the outlines of strategies by the Corporation for improved value in the market.

- d. Explanation of the Corporation's relative performance vs. competitors and identification of key competitors within the market.
- e. Explanation of any material changes or developments in the market or nature of business the Corporation is primarily engaged in since the last reporting period.
- f. Identification of the primary goals and targets of the Corporation and progress made towards accomplishment of the same.
- g. Identification of key elements for success in strategies given, including risks, resources and relations available and needed in order to successfully fulfill outlined strategies.
- h. Identification of medium (two to five year) and long (greater than five year) prospects and sustainability of the Corporation given present status, strategies and risks.
- i. Explanation of market growth (if any) experienced by the Corporation, identifying sources of growth (i.e. organic growth through market share increase, volume of business increase, acquisition of competition or other assets, etc.).
- j. Summary of the assets of the Corporation, including but not limited to its financial, physical, employee, customer, brand or intellectual property, and supply assets.
- k. Summary and status update of any pending legal action to which the Corporation is a party and any relevant government regulation to which the Corporation may be subject.

(C) Report Due Date: Narrative reports are due in time for the annual meeting of General Tribal Council generally held in July of each year, meaning it should be submitted no later than May 31st of each year unless GTC changes its meeting date or some other date is issued by the Business Committee.

(D) Narrative Report Access: The Narrative report is one submitted to the Business Committee and General Tribal Council of the Oneida Tribe. It is considered a public report and shall be made available to the public through the office of the Secretary and/or the Oneida website or other available means.

Section 2: Financial Report

(A) Financial Report Defined: The Financial report is the formal record of the financial activities of the Corporation. Such statements shall be presented in a structured and understandable manner consistent with Generally Accepted Accounting Principles (GAAP).

(B) Financial Report Content: the Financial report shall include information in the following broad categories including but not limited to: 1) an executive summary or broad overview; 2) a balance sheet of the Corporation's financial position listing assets and liabilities; 3) income statement reporting the income, expenses and

general profit over the reporting period; 4) statement of retained earnings; and 5) statement of cash flow.

- (C) **Financial Report Due:** Financial Reports are due quarterly to the Oneida Business Committee with copies to the Oneida Treasurer and Chair of the Oneida Audit Committee and as otherwise demanded by the Oneida Business Committee as the representative owner of the Corporation.
- (D) **Financial Reports** are subject to an annual audit by auditors from the Oneida Tribe or by third party auditors as hired by the Oneida Tribe at the Corporation's expense detailing the fairness and accuracy of the financial reports. The audit reports shall be submitted as attachments to the financial reports as they are done and completed with each applicable reporting period.
- (E) **Financial Report Access:** Financial reports are proprietary and considered confidential information owned by the Oneida Tribe of Indians of Wisconsin, to be retained by the Secretary's office. Financial reports are accessible only to those authorized officers, officials and personnel of the Oneida Tribe of Indians of Wisconsin with a legal or legitimate need to know such report information. They may be disclosed with permission of the Corporation's Board and/or the Owner for economic solicitation purposes or as demanded by the Owner.

Section 3: Disclosure Report

- (A) **Disclosure Report Defined:** Disclosure reports financial and familial relationships and connections between the Corporation and other entities, as well as members of the Corporation's Board and key management personnel. Any financial or legal relationship, ownership interest, or any blood kinship within the Corporation and its financial practices or partnerships shall be detailed in a structured and easy to understand format.
- (B) **Disclosure Report Content:** The Disclosure report shall include, but not be limited to, the following detailed information:
 - a. Names and title of all of the Corporation's Board members' names, time in the position, and date when position shall be up for renewal or replacement (if applicable).
 - b. Names and title of all of the Corporation's key management personnel, with length of service in that position, and if under contract, when that position is up for renewal or expiration of the contract term.
 - c. Summary of any financial or familial relationship between any of the people in part a. or part b. in this Section, as well as any relationship, financial or familial with any current member of the Oneida Business Committee or any member of any regulatory body within Oneida such as a board committee or commission charged with regulating the Corporation's industry or activities.
 - d. Names of any other person, whether it be a business in any legal form or an individual, doing business with the Corporation for purposes of mutual

- enterprise (i.e. including but not limited to: joint ventures; membership in an LLC together; acquisition as a subsidiary; partnership).
- e. Summary of the financial transactions or relationship between those listed in d. above in this Section and the Corporation, including the purpose of the mutual enterprise, legal relationship, or other connection between the Corporation, its Board or its key management personnel and this other named entity or person.
- (C) Disclosure Report Due: An annual report to the Oneida Business Committee is due concurrently with the narrative report, as well as whenever there is a change to the Corporation's Board membership, turnover to key management personnel, or a business venture creating a new partnership, LLC, subsidiary, or any other legal entity connected to the Corporation for any purpose.
- (D) Disclosure Report Access: Disclosure reports are proprietary and considered confidential information owned by the Oneida Tribe of Indians of Wisconsin, to be retained by the Secretary's office. Disclosure reports are submitted to the Oneida Business Committee and accessible only to those authorized officers, officials and personnel of the Oneida Tribe of Indians of Wisconsin with a legal or legitimate need to know such report information.

ARTICLE XIV. AUDITS

An annual audit must be submitted to the Business Committee by the Secretary of the Corporation for the annual business meeting. Said audit is to be performed by an Independent Certified Accounting Firm pursuant to generally accepted auditing procedures. Audits of the Corporation may be conducted by the Oneida Nation with reasonable notice to the Treasurer of the Corporation.

ARTICLE XV. DISSOLUTION

The Corporation may be dissolved by:

- (A) Recommended adoption of a resolution providing for dissolution of the Corporation by the affirmative vote of two-thirds (2/3) of the board members.
- (B) 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.

- (C) The Corporation agrees that when all loans, liens and other monies guaranteed by the Oneida Nation are paid in full, the corporation will execute and deliver to the Oneida Nation all interest it may have in any property, real or personal, on demand, free of all encumbrances.

ARTICLE XVI. AMENDMENTS

This Charter may be amended by Business Committee resolution pursuant to Oneida tribal laws and ordinances.

ARTICLE XVII. LIMITATION OF POWERS

Unless expressly authorized under this Charter, the Corporation may not:

- (A) Expressly or impliedly enter into agreements on behalf of the Oneida Nation.
- (B) Pledge the credit of the Oneida Nation.
- (C) Dispose, pledge, or otherwise encumber real or personal property of the Oneida Nation.
- (D) Secure loans or incur indebtedness requiring obligation, contribution or guarantee on the part of the Oneida Nation.
- (E) Waive any right of, or release any obligation owed to the Oneida Nation.
- (F) Waive any other rights, privileges or immunities of the Oneida Nation.
- (G) Exercise governmental functions, such as taxing, zoning, licensing or police powers, with respect to Oneida tribal lands. Such powers are exclusively reserved and may be exercised by the Business Committee through the enactment of codes, ordinances and regulations; however, the Corporation shall comply with and abide by such tribal enactments.

ARTICLE XVIII. BANKING COMMITMENT

The Business Committee grants this charter subject to the Commitment to the Board of Governors of the Federal Reserve System ("Board") and the Corporation is created subject to the Commitments by the Oneida Tribe of Indians of Wisconsin to the Board. The Corporation shall, within ten days of the granting of this charter, pass a resolution committing itself to abide by and comply with the Commitment Letters to the Board. Failure to execute and submit the Commitment Letters shall result in the immediate dissolution of the Corporation.

BC Resolution 10-25-1995-B approved a grant application to the Education Foundation of America for the
"development of ventures which have long-range "Seventh Generation" potential.
BC Resolution 10-16-1996 granted a Corporate Charter to Oneida Seven Generations Corporation which was
dissolved by BC Resolution 12-04-1996-A
Adopted by BC Resolution 12-04-1996-B
Amended by BC Resolution 01-29-1997-H
Amended by BC Resolution 07-09-1997-B
Amended by BC Resolution 07-13-2005-P
Amended by BC Resolution 09-27-2006-H
Amended by BC Resolution 01-26-2011-A
Amended by BC Resolution 02-08-2012-A
Amended by BC Resolution 02-22-2012-A

BY-LAWS OF
ONEIDA SEVEN GENERATIONS CORPORATION

ARTICLE 1. CORPORATE OFFICE/REGISTERED AGENT

Section 1. Principle and Business Office. The principle business office of Oneida Seven Generations Corporation ("Corporation") will be on the Oneida Reservation in Wisconsin. The Corporation may have other offices, on or off the Oneida Indian Reservation, as the Board of Directors designates or as the business of the Corporation may require.

Section 2. Registered Agent and Office. The Corporation's registered agent may be changed by or under the authority of the Board of Directors. The Corporation's registered office will be the business office of the Corporation's registered agent.

Section 3. Corporate Records. The records and documents required by law will be kept at the Corporation's principle business office.

ARTICLE 2. ONEIDA NATION REPRESENTATIVES

The Oneida Business Committee ("Business Committee") will act on behalf of the Oneida Tribe of Indians of Wisconsin ("Oneida Nation"), in a role similar to the role of shareholders in a Wisconsin corporation.

Section 1. Annual Business Meeting. The annual business meeting with the Business Committee will be held the second Tuesday in December, or at such other date and time as may be fixed by or under the authority of the Board of Directors, for the purpose of electing board members and transacting such other business as may come before the meeting.

Section 2. Special Business Meetings. Special business meetings may be called by the Corporation President, two board members of the Board of Directors or by two members of the Business Committee. Upon delivery of said request to the Corporation President or Secretary, stating the purpose(s) of the special business meeting, dated and signed by the person(s) entitled to request such meeting, it is the duty of the officer to whom the request is delivered to give, within 30 days of such delivery, notice of the meeting to the Secretary for the Business Committee.

Section 3. Place of Meeting. The Corporation President or the Board of Directors may designate any place and hour, within or outside of the Oneida Reservation, as the place of meeting for any annual or special business or adjourned meeting with the Business Committee.

Section 4. Notice of Meetings. The Corporation will deliver written notice stating the place, day and hour of the meeting and the purpose or purposes of the meeting to the

Secretary of the Business Committee. Notice will be mailed or delivered in person not less than ten (10) nor more than thirty (30) days before the date of the meeting.

Section 5. Quorum. The quorum at the annual or special business meeting will be the quorum of the Business Committee.

Section 6. Order of Business at Meetings. The order of business for annual meetings with the Business Committee will be as follows, unless changed by the majority vote of Business Committee members: roll call; proof of proper notice of meeting or receipt of waiver of notice; approval of minutes of preceding meeting unless dispensed with by unanimous consent; board of directors' report, if any; officers' reports, if any; committee reports, if any; election of directors; unfinished business, if any; and new business, if any.

ARTICLE 3. BOARD MEMBERS

Section 1. General Powers. The Corporation's powers will be exercised by or under the authority of, and its business and affairs will be managed under the direction of its Board of Directors, subject to the limitations set forth in the Corporate Charter.

Section 2. Duties and Powers. The Board of Directors is responsible for establishing the overall policies and objectives for the management of affairs and assets of the Corporation. The Board of Directors will in all instances act as a Board and may adopt rules and regulations for the conduct of its meetings as it deems necessary, but not inconsistent with these By-laws, the Corporate Charter, and/or Oneida tribal law.

Section 3. Election, Number and Tenure. The initial Board of Directors, as established by the Corporate Charter, will consist of three (3) members. The membership of the Board will consist of a minimum of two (2) persons from the Oneida General Tribal Council who are voting members of that body, and a maximum of two (2) non-Oneida tribal members and members of the regional business community. The non-Oneida tribal members are limited to a one (1) term appointment. All board members must have extensive experience in medical, banking, business, economics, marketing, finance and accounting. The Business Committee will appoint the Board of Directors and one trainee who has no voting power. Terms of office are for a period of three (3) years for staggered terms. The Board of Directors by a two-thirds (2/3) majority vote may change the number of directors, but the non-Oneida tribal members must never exceed two (2).

Section 4. Compensation. Compensation will be set by a resolution of the Board of Directors. Board members will be paid actual and reasonable expenses, if any, for attendance at meetings or other activities of the Board of Directors. Nothing herein contained will be construed to preclude any board member from serving the Corporation in any other capacity and receiving compensation.

Section 5. Quorum. A majority of the Board of Directors constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors. The act

of the majority of Directors present at a meeting for which a quorum is present will be the act of the Board of Directors. If less than a majority of the Directors are present at a meeting, a majority of the Directors present, may adjourn the meeting without further notice.

Section 6. Regular Meetings. Regular meetings will be held quarterly.

Section 7. Special Meetings. Special meetings may be called by the Chairperson of the Board, the President or written request of at least two (2) members of the Board of Directors.

Section 8. Notice of Meetings. Notice of any meeting must be written and given at least forty-eight (48) hours prior to the regular or special meeting and delivered personally or mailed to each board member at his/her address for such notice. Any board member may waive the right to notice of the meeting. The business to be transacted at any regular or special meeting of the Board of Directors must be specified in the notice or waiver of notice of such meeting.

Section 9. Election of Board of Directors. Board members will be elected by the Business Committee at each annual meeting. The Business Committee will each collectively cast one (1) vote per position or vacancy on the Board of Directors. The candidates receiving the most votes for the amount of positions available will be seated as board members.

Section 10. Vacancies. Any vacancy occurring on the Board of Directors may be filled on an interim basis by a majority vote of the Board of Directors. An interim appointee will function in the capacity of a board member until the next annual meeting, at such time as the Business Committee elects a person to fill the vacancy for the remainder of that position's term.

Section 11. Resignation. A board member may resign at any time. Resignation must be in writing and will take effect immediately without acceptance.

Section 12. Removal. A board member may be removed with cause by a majority vote of the Business Committee or Board of Directors. Prior to removal, the board member will be given the opportunity to request a hearing with the Oneida Appeals Commission in order to object to the proposed removal.

Section 14. Voting Requirement. The affirmative vote of the majority of the board members at a meeting at which a quorum is present will be the act of the Board of Directors or a committee of the Board of Directors, unless otherwise specified by these by-laws.

Section 15. Board Members' Assent. A board member, announced as present at a duly-noticed meeting of the Board of Directors or a committee of the Board of Directors of which he/she is a member, will be deemed to have assented to an action unless the board member objects at the beginning of the meeting (or promptly upon his or her arrival) to holding the meeting or transacting business at the meeting; or minutes of the meeting are prepared, and reflect the board member's dissent to or abstention from the action taken.

Section 16. Committees. The President and/or the Board of Directors may create one (1) or more committees. The President will appoint to each committee two (2) or more board members and/or advisors.

ARTICLE 4. CORPORATE OFFICERS

Section 1. Appointments. The Board of Directors will appoint corporate officers at the first regular meeting of the Board after the annual meeting. If an officer is not appointed by the Board of Directors at such meeting, the appointment will be held as soon as possible. Each officer holds office until a successor is appointed and qualified, or until removed as provided by these by-laws.

Section 2. Number. The Board of Directors will appoint the offices of President, Vice President and Secretary/Treasurer.

Section 3. Resignations. An officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Resignation will take effect when the notice of resignation is delivered, unless the notice specifies a later effective date and the Board of Directors or President accepts the later effective date.

Section 4. Removal. An officer of the Corporation may be removed by a majority of the Board of Directors, with cause, when in the judgment of the Board of Directors, it would be in the best interest of the Corporation. Removal will be without prejudice to the contract rights of the person removed, and subject to Oneida tribal law.

Section 5. Vacancies. A vacancy in any corporate office because of death, resignation, removal, disqualification or otherwise must be promptly filled by the Board of Directors at a regular or special meeting specifically called for that purpose.

Section 6. Duties of Officers. The duties and powers of the officers of the Corporation are specified in these by-laws and may include any additional responsibilities, duties and powers which are set by resolution of the Board of Directors.

Section 7. President. The duties and powers of President are as follows:

- A. Be the principal executive officer of the Corporation who supervises and controls the activities of the Corporation.
- B. Preside at all meetings of the Board of Directors.
- C. Present an annual report on the conditions and the activities of the Corporation to the Board of Directors.
- D. Sign and execute all contracts, deeds, mortgages, assignments, leases, notes, drafts or other orders for payment of money, or other instruments in the name of

the Corporation for which the Board of Directors authorized execution or is other permitted by these by-laws, except where the signing and execution is expressly delegated to some other officer or agent of the Corporation, or required by Oneida tribal law to be otherwise signed and executed.

- E. Cause all books, reports, statements, audit reports and certificates to be properly kept and filed as required by Oneida tribal law.
- F. Enforce the by-laws and perform all duties incident to this office which are required by law, and generally, perform all duties as may be prescribed by the Board of Directors.

Section 8. Vice President. The powers and duties of Vice President are as follows:

- A. In the absence of the President, perform the duties of the President, and when so acting, will have all the powers, duties and responsibilities of the office of the President.
- B. Perform all other such duties and have other powers as may be assigned by the Board of Directors or President which fall within the purposes of this Corporation.

Section 9. Secretary/Treasurer. The powers and duties of Secretary/Treasurer are as follows:

- A. Keep minutes of the Board of Directors meetings in an appropriate book set aside and used exclusively for such purpose.
- B. Give notice of regular and special meetings of the Board of Directors.
- C. Custodian of the records and seal of the Corporation and will affix seal on corporate papers when required.
- D. Attest to the execution of instruments on behalf of the Corporation by a proper officer and affixing the corporate seal to instruments on behalf of the Corporation.
- E. Attend to all correspondence and present to the Board of Directors at its meetings all official communications received by the Secretary.
- F. Perform all duties incident to the office of the Secretary and such other duties as may be assigned by the President or the Board of Directors.
- G. Make, sign and endorse or cause to be made, signed or endorsed on behalf of and in the name of the Corporation, all checks, drafts, notes and other orders for the payment of money, any pay out and disposal of such under the direction of the

President or Board of Directors, subject to banking resolutions of the Corporation.

- H. Keep and maintain at the principal office of the Corporation, accurate books of accounts of all transactions and activities, and at all reasonable hours exhibit books and accounts to any Director upon application during business hours.
- I. Report on the condition of the finances of the Corporation at each regular meeting of the Board of Directors and at other times as required, and at times prescribed by Oneida tribal law.
- J. Give bond, if required by the Board of Directors, in the amount so determined by the Board of Directors.
- K. Maintain all records and accounting methods of the Corporation in accordance with Oneida tribal law and standard business practice.
- L. Be aware of and have primary knowledge of all funds and securities of the Corporation, and deposit of such funds and securities in the appropriate account in banks, trust companies, or other depositories as designated by the Board of Directors.
- M. Perform all duties incident to the office of Treasurer of the Corporation.

ARTICLE 5. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority is subject to those limitations designated in the Corporate Charter. Any contract or other instrument over Fifteen Thousand Dollars (\$15,000) must be approved by resolution of the Board of Directors.

Section 2. Loans. No loans greater than Fifteen Thousand Dollars (\$15,000) may be taken on behalf of the Corporation, unless authorized by a resolution of the Board of Directors and subject the purposes for which this Corporation was formed.

Section 3. Checks, Drafts, and Other Orders for Payment. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, must be signed by such officer(s) or agent(s) of the Corporation in such manner as determined by resolution of the Board of Directors, subject to the purposes for which this Corporation was formed.

Section 4. Deposits. All funds of the Corporation, not otherwise employed, will be deposited in banks, trust companies or other depositories as the Board of Directors elect.

ARTICLE 6. FISCAL YEAR

The Corporation will have the fiscal year as determined by the Board of Directors. Such fiscal year will end the last day of any one calendar month, and will begin the first day of the next succeeding calendar month.

ARTICLE 7. INDEMNIFICATION

The Corporation will indemnify any board member or officer, present, past or future, of the Corporation, against expenses actually and reasonably incurred in connection with the defense of any action, suit or proceeding, civil or criminal in which the board member or officer is made a party by reason of being or having been a board member or officer, except in relation to matters as to which the board member or officer is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation.

ARTICLE 8. TRIBAL SERVICES

The Corporation may contract for services offered by the Oneida Nation that will serve the best interests of the Corporation, whenever feasible.

ARTICLE 9. TAXES

The Corporation will be subject to the taxing authority, if applicable, of the Oneida Nation, the federal government and/or the State of Wisconsin and its local governmental units, if applicable.

ARTICLE 10. AMENDMENTS

These by-laws may be altered, amended, repealed or new by-laws adopted by a majority of the entire Board of Directors at a regular or special meeting of the Board of Directors, subject to approval by the Oneida Business Committee.

CERTIFICATION

I certify that the above By-laws of the Oneida Seven Generations Corporation consisting of seven (7) pages, this page included, are the by-laws of this Corporation, adopted by the Board of Directors at a duly noticed meeting on the 9th day of December, 1996.



Chris Luttrell, Secretary
Oneida Seven Generations Corporation

Chapter 14
SOVEREIGN IMMUNITY
Yukwatatwani'yó
we are free from foreign powers

14.1 Purpose and Policy
14.2 Adoption, Amendment, Repeal
14.3 Definitions

14.4 Sovereign Immunity of the Tribe
14.5 Sovereign Immunity of Tribal Entities
14.6 Waiver of Sovereign Immunity

14.1. Purpose and Policy

14.1-1. The purpose of this Law is to protect and preserve the sovereign immunity of the Oneida Tribe of Indians of Wisconsin, to define the entities and individuals entitled to the protection of such immunity, and to specify the manner in which such immunity may be waived.

14.1-2. It is the policy of the Oneida Tribe of Indians of Wisconsin to exercise its sovereign immunity, and to grant limited waivers of such immunity, as dictated by the best interests of the Oneida Tribe of Indians of Wisconsin and its citizens. The Oneida Tribe of Indians of Wisconsin recognizes that Tribal sovereign immunity, as defined in numerous federal court decisions, is an inherent and indispensable aspect of Tribal sovereignty. The Oneida Tribe of Indians of Wisconsin also recognizes that Tribal sovereign immunity affords necessary protection of Tribal resources, and necessary protection for Tribal officers, employees, and agents in both governmental and commercial settings.

14.2. Adoption, Amendment, Repeal

14.2-1. This Law is adopted by the Oneida Business Committee by resolution # BC-10-20-04-C, and amended by resolution #BC-02-12-14-D.

14.2-2. This Law may be amended or repealed by the Oneida Business Committee and/or the Oneida General Tribal Council pursuant to the procedures set out in the Legislative Procedures Act.

14.2-3. Should a provision of this Law or the application thereof to any person or circumstances be held as invalid, such invalidity shall not affect other provisions of this Law which are considered to have legal force without the invalid portions.

14.2-4. In the event of a conflict between a provision of this Law and a provision of another law, the provisions of this Law shall control.

14.2-5. This Law is adopted under authority of the Constitution of the Oneida Tribe of Indians of Wisconsin.

14.3. Definitions

14.3-1. This section shall govern the definitions of words and phrases used within this Law. All words not defined herein shall be used in their ordinary and everyday sense.

(a) "Agent" shall mean a person who is authorized to act on behalf of the Oneida Tribe of Indians of Wisconsin with respect to a specific transaction or transactions.

(b) "Employee" shall mean any individual who is employed by the Tribe and is subject to the direction and control of the Tribe with respect to the material details of the work performed, or who has the status of an employee under the usual common

law rules applicable to determining the employer-employee relationship. For the purposes of this Policy, employee shall include elected or appointed officials, individuals employed by a Tribally Chartered corporation, and, individuals employed under an employment contract as a limited term employee are employees of the Tribe, not consultants.

(c) "Officer" shall mean a person elected or appointed to serve on a board, committee, or commission of the Oneida Tribe of Indians of Wisconsin.

(d) "Tribal Entity" shall mean a corporation or other organization which is wholly owned by the Oneida Tribe of Indians of Wisconsin, is operated for governmental or commercial purposes, and may through its charter or other document by which it is organized be delegated the authority to waive sovereign immunity.

(e) "Tribal property" shall mean property that is owned by the Oneida Tribe in fee, or property that is held in trust for the Oneida Tribe by the United States of America.

(e) "Tribe" shall mean the Oneida Tribe of Indians of Wisconsin, and includes all departments, divisions, business units, and other subdivisions of the Tribe.

14.4. Sovereign Immunity of the Tribe

14.4-1. The sovereign immunity of the Tribe, including sovereign immunity from suit in any state, federal or Tribal court, is hereby expressly reaffirmed. No suit or other proceeding, including any Tribal proceeding, may be instituted or maintained against the Tribe unless the Tribe has specifically waived sovereign immunity for purposes of such suit or proceeding. No suit or other proceeding, including any Tribal proceeding, may be instituted or maintained against officers, employees or agents of the Tribe for actions within the scope of their authority, unless the Tribe has specifically waived sovereign immunity for purposes of such suit or proceeding.

14.5. Sovereign Immunity of Tribal Entities

14.5-1. The sovereign immunity of Tribal Entities, including sovereign immunity from suit in any state, federal or Tribal court, is hereby expressly reaffirmed. No suit or other proceeding, including any Tribal proceeding, may be instituted or maintained against a Tribal Entity unless the Tribe or the Tribal Entity has specifically waived sovereign immunity for purposes of such suit or proceeding. No suit or other proceeding, including any Tribal proceeding, may be instituted or maintained against officers, employees or agents of a Tribal Entity for actions within the scope of their authority, unless the Tribe or the Tribal Entity has specifically waived sovereign immunity for purposes of such suit or proceeding.

14.6. Waiver of Sovereign Immunity

14.6-1. All waivers of sovereign immunity shall be made in accordance with this law.

14.6-2. *Waiver by Resolution.* The sovereign immunity of the Tribe or a Tribal Entity may be waived:

- (a) by resolution of the General Tribal Council;
- (b) by resolution or motion of the Oneida Business Committee; or
- (c) by resolution of a Tribal Entity exercising authority expressly delegated to the Tribal Entity in its charter or by resolution of the General Tribal Council or the

Oneida Business Committee, provided that such waiver shall be made in strict conformity with the provisions of the charter or the resolution governing the delegation, and shall be limited to the assets and property of the Tribal Entity.

14.6-3. *Automatic Waiver to Allow Testimony and Production of Documents.* The Tribe hereby waives sovereign immunity to permit Tribal officers, employees and agents to testify as witnesses and to produce documents in the following circumstances:

(a) a court of competent jurisdiction or a duly authorized official has issued a subpoena requiring the Tribal officer, employee or agent to appear as a witness and/or to produce documents with respect to the prosecution of a juvenile or criminal offense committed on Tribal property; or with respect to the prosecution of a juvenile or criminal offense committed against the Tribe; against or by a member of the Tribe, an employee of the Tribe, a business owned or operated by the Tribe, or a patron of a business owned or operated by the Tribe.

(b) a court of competent jurisdiction or a duly authorized official has issued a subpoena require the Tribal officer, employee or agent to appear as a witness and/or to produce documents with respect to an emergency detention or the prevention and control of alcoholism in accordance with Chapter 51 of the Wisconsin State Statutes.

This automatic waiver of sovereign immunity shall not extend to and shall not be deemed to include any testimony or the production of any documents which are not directly relevant to the aforementioned purposes.

14.6-4. Waivers of sovereign immunity shall not be general but shall be specific and limited as to duration, grantee, transaction, property or funds subject to the waiver, the court having jurisdiction and applicable law.

14.6-5. No waiver of sovereign immunity shall be deemed to be consent to the levy of any judgment, lien, or attachment upon the property of the Tribe or a Tribal Entity other than property specifically pledged, assigned or identified.

End

Emergency Adoption	BC# 5-04-04-D
Adopted	BC# 10-20-04-C
Amended	BC# 02-12-14-D