

**TRIBAL COUNCIL ACT 8.6**

**AN ACT RELATING TO  
NON PROFIT CORPORATIONS**

**BE IT ENACTED BY THE SNOQUALMIE TRIBAL COUNCIL**

**SECTION 1.0 - TITLE AND CODIFICATION**

This Chapter shall be known as the Snoqualmie Tribal Nonprofit Corporations Act and shall be codified as Title 8, Chapter 6 of the Snoqualmie Tribal Code.

**SECTION 2.0 - STATUTORY AUTHORIZATION**

The Snoqualmie Indian Tribe desires to establish a statutory and regulatory structure for the creation of nonprofit corporations under its Tribal laws. The aboriginal and inherent sovereign powers of the Snoqualmie Indian Tribe to govern are vested in the Snoqualmie Tribal Council. The Snoqualmie Tribal Council has the authority to enact legislation for its own benefit and that of its members. Snoq. Tr. Const. Art. VIII, Section 1(o).

**SECTION 3.0 - PURPOSE AND FINDINGS OF FACT**

The Snoqualmie Tribal Council finds, as a matter of Tribal public policy, that the objectives of this Chapter include:

- (a) The Tribe has a primary interest in exercising its inherent sovereign authority to provide for the establishment of a statutory framework for the creation of nonprofit corporations subject to the statutory and regulatory jurisdiction of the Snoqualmie Indian Tribe.
- (b) The specific purpose of this Act is to permit the Snoqualmie Tribal government and its members to create nonprofit corporations subject to Tribal jurisdiction for the benefit of the Tribal government or its adult Tribal members.
- (c) The Tribe wishes to make it possible for the Tribe, instrumentalities of the Tribe and its Tribal members to be able to secure nonprofit corporate charters whose provisions are compatible with nonprofit corporations whose functions are recognized by the Internal Revenue Service as exempt pursuant to 26 U.S.C. 501 (c) (3) (4) and (6) if the Internal Revenue Code as amended or any future corresponding provision of the Internal Revenue Code.
- (d) As a sovereign government, the Snoqualmie Indian Tribe finds that it is in its own best interest to charter corporations independently of the State of Washington.

- (e) Chartering of nonprofit corporations promotes Tribal governmental sovereign authority and benefits made available to Indian tribes under the Indian Tax Status Act, 26 U.S.C. § 7871.

#### **SECTION 4.0 - DEFINITIONS**

The following words and terms, when used in this Chapter, shall have the following meanings, unless the context clearly indicates otherwise:

**APPLICANT** means any person who has filed an application with the Tribe's Secretary of Tribal Affairs for approval of any nonprofit corporate action authorized by the Act or regulation made under this Act.

**ARTICLES** means the original Article of Incorporation as amended, articles of merger, or articles of consolidation and incorporation, as the case may be.

**BYLAWS** means the code adopted for the regulation or management of the internal affairs of the nonprofit corporation, regardless of how designated.

**(C) (3) CORPORATION** means a religious, educational, charitable, scientific, literary, or testing organization denoted by 26 U.S.C. § 501(c)(3) of the Internal Revenue Code as amended.

**(C) (4) CORPORATION** means a civic league, social welfare organization or local association of employees denoted by 26 U.S.C. § 501(c)(4) of the Internal Revenue Code as amended.

**(C) (6) CORPORATION** means a business league, chamber of commerce, real estate board or similar organization denoted by 26 U.S.C. § 501(c)(6) of the Internal Revenue Code as amended.

**DIRECTORS** means the persons vested with the general management of the affairs of the nonprofit corporation, regardless of how they are designated.

**MEMBER** means an entity, either corporate or natural, having any membership or participation rights in a nonprofit corporation in accordance with its articles, or bylaws.

**MODEL NONPROFIT CORPORATION ACT** means the Revised Model Nonprofit Corporation Act of 1987 as amended or a successor Model Nonprofit Corporation Act.

**NOTICE** means written notice stating the place, day and hour of the meeting and in case of a special meeting, the purpose for which the meeting is called, which shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the president or secretary; provided that regular and special meetings of the board of directors may be held with or without notice as prescribed in the by-laws.

**SECRETARY OF TRIBAL AFFAIRS** means the Snoqualmie Constitutional Officer designated as such by Article IX, Section 1 of the Snoqualmie Tribal Constitution.

**SNOQUALMIE NONPROFIT CORPORATION OR NONPROFIT CORPORATION** means a nonprofit corporation formed by those elected officials of the Snoqualmie Tribe specified herein for a tribal purpose not involving pecuniary gain to its shareholders or members, paying no dividends or other pecuniary remuneration, directly or indirectly, to its shareholders or members as such, and having no capitol stock. These terms also encompass a nonprofit corporation formed by Snoqualmie Tribal members pursuant to the terms of this Act.

**SNOQUALMIE TRIBAL MEMBER** means a validly enrolled adult member of the Snoqualmie Indian Tribe pursuant to the Snoqualmie Tribal Constitution and the Snoqualmie Tribal Enrollment Act.

**WAIVER OF NOTICE MEANS** (1) a written waiver signed by the person or persons entitled to such notice, whether before or after the time stated therein, which shall be equivalent to the giving of such notice; or (2) attendance of a director at a meeting except where the director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### **SECTION 5.0 – NONPROFIT CORPORATE PURPOSES**

- (a) A nonprofit corporation formed for the purposes of compliance with 26 U.S.C. § 501(c)(3) of the Internal Revenue Code as amended shall operate exclusively for charitable, educational, scientific, literary or other purposes allowed for organizations claiming exemption under section 501(c)(3) of the Internal Revenue Code as amended.
- (b) A nonprofit corporation formed for the purposes of compliance with 26 U.S.C. § 501(c)(4) of the Internal Revenue Code as amended shall operate exclusively for the establishment of civic leagues, social welfare organizations or local associations of employees or other purposes allowed for organizations claiming exemption under section 501(c)(4) of the Internal Revenue Code as amended.
- (c) A nonprofit corporation formed for the purposes of compliance with 26 U.S.C. § 501(c)(6) of the Internal Revenue Code as amended shall operate exclusively for the establishment of business leagues, chambers of commerce, real estate boards or other purposes allowed for organizations claiming exemption under section 501(c)(6) of the Internal Revenue Code as amended.

#### **SECTION 6.0 – WHO MAY FILE UNDER THIS ACT**

Authorized officers of the Snoqualmie Tribal government and instrumentalities of the Snoqualmie Tribal government are authorized to create and file nonprofit corporations

pursuant to the provisions of this Act. Adult Snoqualmie Tribal members may create and file nonprofit corporations pursuant to the provisions of this Act. Non-Snoqualmie Indians and non-Indians may not organize under the provisions of this Act.

The Secretary of Tribal Affairs is authorized to review and approve or deny corporate filings pursuant to the provisions of this Act. The decision of the Secretary of Tribal Affairs is the final decision of the Snoqualmie Indian Tribe.

#### **SECTION 7.0 – INCORPORATORS**

One or more persons may serve as incorporators of a nonprofit corporation under this Act. When the corporation paperwork is filed by the Snoqualmie Tribal government on its own behalf, such acts shall be accompanied by an authorizing resolution of the Snoqualmie Tribal Council. The incorporator of record for the Snoqualmie Indian Tribe shall be the Tribal Chairman, Vice-Chairman or Treasurer.

When the incorporation is submitted by or on behalf of Snoqualmie Tribal members, at least one or more incorporators must be members of the Snoqualmie Indian Tribe. An attorney licensed in any State or an agent of an incorporating company authorized by the Tribal member or members may also file for a nonprofit corporate charter under this Act.

#### **SECTION 8.0 – ARTICLES OF INCORPORATION**

- (a) Execution and Approval. The articles shall be signed by each incorporator, acknowledged, and approved by resolution of the Snoqualmie Tribal Council.
- (b) Content of the Articles. The articles of nonprofit corporations organized under this act shall state:
  - (1) The name of the nonprofit corporation;
  - (2) The purpose of the nonprofit corporation;
  - (3) That the nonprofit corporation does not afford pecuniary gain, incidentally or otherwise to its officers, directors or members;
  - (4) The period of duration of the corporate existence which may be perpetual;
  - (5) The location by city, town or other community;
  - (6) The name of its registered agent, and registered office in the Snoqualmie Indian Tribe's jurisdiction;
  - (7) The name and address of each incorporator;
  - (8) The number directors constituting the initial board of directors together with their names, addresses and initial tenure of office;

- (9) Any other provision or information consistent with this Act or the laws of the Snoqualmie Indian Tribe regulating the business of nonprofit corporations and the conduct of corporate affairs encompassed by this Act or regulation of the Snoqualmie Indian Tribe.

#### **SECTION 9.0 – NUMBER OF DIRECTORS AND OFFICERS**

The number of directors governing a nonprofit corporation created under this Act shall not be less than three (3) nor more than eleven (11). Directors may also be officers. Every nonprofit corporation formed under this Act shall have a President, Vice-President, Secretary and Treasurer as officers of the corporation except that the office of Secretary and Treasurer may be combined if the articles of incorporation so provides.

#### **SECTION 10.0 – CORPORATE NAME**

A nonprofit corporation organized pursuant to this Act may use any corporate name authorized by the Secretary of Tribal Affairs or designee. It shall not be necessary for a nonprofit corporation to use the words “corporation”, “company”, “incorporated”, “limited”, or an abbreviation of these words in its corporate name.

#### **SECTION 11.0 – CORPORATE CAPACITY AND POWERS**

A nonprofit corporation incorporated under this Act shall have general corporate capacity, and shall have and possess all the general powers of a corporation provided in Section 3.02 of the Model Nonprofit Corporation Act.

#### **SECTION 12.0 – FILING OF ARTICLES**

The articles of incorporation shall be filed in the office of the Secretary of Tribal Affairs. If the articles conform to law and the authorized filing procedures, the Secretary of Tribal Affairs shall record the articles and issue and record a certificate of incorporation. The certificate of incorporation shall state the name of the nonprofit corporation, the fact that the corporation is nonprofit and the date of the incorporation. Corporate existence shall begin upon issuance of the certificate of incorporation by the Secretary of Tribal Affairs or designee.

#### **SECTION 13.0 – AMENDMENT OF ARTICLES**

- (a) A nonprofit corporation established under this Act may amend its articles of incorporation from time to time, in any and as many respects as may be desired including without limitation change of name, change in period of duration, and change to enlarge or diminish its corporate purposes; provided that its articles of incorporation as amended contain only such provision as might be lawfully contained in original articles of incorporation at the time of making such amendments.

- (b) Amendments to the articles of incorporation shall be adopted by the affirmative vote of a majority of the directors at which a quorum is present and that the notice and waiver of notice requirements of Section 4 (i) and (l) are also complied with. Amendments to nonprofit corporation articles proffered by the Snoqualmie Tribal government on behalf of itself, its instrumentalities or members shall first be approved by a majority vote of the Tribal Council. The articles of amendment shall be executed in duplicate original by the board President and Secretary and verified by one other officer of the corporation.
- (c) Articles of amendment shall set forth the name of the corporation, the amendments so adopted, the date of adoption by the board of directors together with a statement of the directors voting for and against the amended articles. In the case of amendments submitted by the Snoqualmie Tribal government or its instrumentalities, a copy of the Tribal Council Resolution shall be attached to each of the duplicate original amended articles submitted to the Secretary of Tribal Affairs.
- (d) Duplicate originals of the articles of amendment shall be filed in the office of the Secretary of Tribal Affairs or her designee. If the Tribal Secretary finds the articles of amendment conform to law, the Secretary shall record the articles of amendment and issue and record a certificate of amendment by returning the certificate and the duplicate original of the amended articles to the corporation or its designated representative.
- (e) The articles of incorporation shall be deemed amended upon the issuance of the certificate of amendment by the Secretary of Tribal Affairs or her designee, or on a later date as stated in the amendments provided that the later date shall not be greater than thirty (30) days after the date of filing with the Secretary of Tribal Affairs.
- (f) No amendment shall affect any existing causes of action in favor or against the corporation, or any pending suit to which such corporation shall be a party, or the existing rights of persons; and in the event the corporate name shall be changed by amendment, no suit brought by or against such corporation under its former name shall abate for that reason.

#### **SECTION 14.0 – ORGANIZATIONAL MEETING**

After commencement of corporate existence, the first meeting of the board of directors shall be held at the call of the initial incorporators or directors, after notice, for the purpose of adopting the initial by-laws, electing officers, performing other internal organizational acts of the nonprofit corporation, and for other purposes stated in the meeting notice. Such initial meeting shall be held within thirty (30) days after the receipt of a certificate of incorporation from the Secretary of Tribal Affairs. If the nonprofit corporation is a membership organization, the initial meeting of the membership shall be held within thirty (30) days following the receipt of the certificate of incorporation from

the Secretary of Tribal Affairs. The initial meeting of the membership shall be duly noticed and held in accord with the provisions of the articles of incorporation or the initial by-laws adopted by the board of directors. The initial by-laws of the board of directors of a membership organization shall remain effective until approved or amended at a meeting of the membership duly called for the purpose of adopting, amending or repealing the by-laws.

#### **SECTION 15.0 – DISPOSITION OF ASSETS**

Notwithstanding any provision of Snoqualmie Indian Tribal law, or in the articles of incorporation to the contrary, the articles of every nonprofit corporation organized under this Act shall be conclusively deemed to contain the following provision concerning disposition of assets: “Upon dissolution of the nonprofit corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the nonprofit corporation, dispose of all of the assets of the nonprofit corporation exclusively for the purposes of the nonprofit corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary or scientific purposes as shall at the time qualify as exempt organizations under section 501(c)(3) of Title 26 of the Internal Revenue Code as amended, or the corresponding provision of any future U.S. Internal Revenue Law, as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the courts of the Snoqualmie Indian Tribe exclusively to organizations organized for charitable, educational, literary or scientific purposes under section 501(c)(3) of Title 26 of the Internal Revenue Code as amended, or the corresponding provision of any future U.S. Internal Revenue Law. “

#### **SECTION 16.0 – SPECIAL PROVISIONS CONCERNING CHARITABLE 501 (C) (3) ORGANIZATIONS**

- (a) Nonprofit corporations formed and organized under this Act as exclusively for charitable, literary, educational or scientific purposes which qualify as exempt from taxation pursuant to 26 U.S.C. § 501(c)(3) of the Internal Revenue Code, as amended, or any successor provision to this section, shall be exempt from payment of filing fees, franchise fees or license fees. At its discretion, the Snoqualmie Indian Tribe may impose filing fees, franchise fees or license fees for the organizing of nonprofit corporations pursuant to section 5.0(b) and (c) of this Act.
- (b) Notwithstanding any provision of Snoqualmie Indian Tribal law, or in the articles of incorporation to the contrary, the articles of every nonprofit corporation organized under this Act shall be conclusively deemed to contain the following provision concerning private benefit, political activities and devotion to charitable purposes: “No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in

furtherance of its exempt purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.”

#### **SECTION 17.0 – REGULATORY AUTHORITY AND GUIDANCE**

The Secretary of Tribal Affairs is authorized to adopt reasonable regulations and guidance documents to carry out the requirements of this Act. Such regulations and guidance documents shall first be approved by the Tribal Council before they become effective.

#### **SECTION 18.0 – REPEAL OF PRIOR NONPROFIT CORPORATION ACT**

The Snoqualmie Nonprofit Corporations Act adopted on January 10, 2002 is repealed and superseded by this enactment.

#### **SECTION 19.0 – SEVERABILITY**

The provisions of this Act are severable and if any part or provision shall be held void by any court of competent jurisdiction, the decision of the court so holding shall not affect or impair any of the remaining parts or provisions of this Act.

#### **SECTION 6.0 – EFFECTIVE DATE**

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

**ENACTED BY THE SNOQUALMIE TRIBAL COUNCIL ON THE 31<sup>ST</sup> DAY OF JANUARY, 2002  
IN SESSION DULY MET. TRIBAL COUNCIL ACT 01-02.**

**AMENDED BY THE SNOQUALMIE TRIBAL COUNCIL ON THE 18<sup>TH</sup> DAY OF SEPTEMBER,  
2008 IN SESSION DULY MET WITH 8 FOR, 0 AGAINST AND 0 ABSTAINING. RESOLUTION  
No. 133-2008.**

**CODIFIED BY THE SNOQUALMIE TRIBAL SECRETARY ON THE 21 DAY OF October  
2008.**

  
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TRIBAL SECRETARY 10-21-08