



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

Oneida Tribe of Indians of Wisconsin

Post Office Box 365

Phone: 869-2214

Oneida, WI 54155



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 # 8-9-88


- 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, under the Constitution and By-Laws of the Oneida Tribe of Indians of Wisconsin the Oneida Business Committee is charged with the duty of protecting and enhancing the health, security, economic and general welfare and advancement of the Oneida Tribe of Indians of Wisconsin, and
- WHEREAS, the Oneida Business Committee has the power to charter organizations under Article IV, Section 1(g) of the Oneida Tribal Constitution, and,
- WHEREAS, the Oneida Business Committee desires to charter a Corporation, known as Oneida Environmental, Inc. to carry out certain purposes as set out in the Articles of Incorporation attached to this Resolution as Exhibit A.
- WHEREAS, the Oneida Business Committee desires to charter the Corporation known as Oneida Environmental, Inc. with an interim Board of Directors to serve 90-180 days (or until a permanent board is selected) from the effective date of this resolution, and
- WHEREAS, the initial Board of Directors names, addresses and titles are attached hereto, as Exhibit B, and incorporated by reference into this resolution and Corporate Charter of Oneida Environmental, Inc

NOW THEREFORE BE IT RESOLVED:

1. That the Oneida Business Committee shall and hereby does charter Oneida Environmental, Inc. pursuant to the attached Articles of Incorporation which is incorporated by reference herein.
2. The Oneida Business Committee hereby approves the interim Board of Directors to serve 90-180 (or until a permanent board is selected) days from the date of this resolution and they shall be replaced with Oneida Tribal Enrolled Members who shall have, among them, expertise and experience in business, education, finance and environmental matters.

C E R T I F I C A T I O N

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 constitutes a quorum. 8 members were present at a meeting duly called, noticed and held on the 9 day of August 1988; that the foregoing resolution was duly adopted at such meeting by a vote of 7 members for; 0 members against, 0 members not voting; and that said resolution has not been rescinded or amended in any way.



Anelia Cornelius, Tribal Secretary
Oneida Tribe of Indians of Wisconsin

CORPORATE CHARTER
OF
ONEIDA ENVIRONMENTAL, INC.

ARTICLE I.

NAME

The name of this tribally chartered corporation is the Oneida Environmental, Inc. The Oneida Tribe of Indians of Wisconsin confers on the Corporation all of the rights, privileges and immunities existing under federal and Oneida tribal laws.

ARTICLE II.

AUTHORITY

The Oneida Business Committee grants this Charter based upon authority vested in it by the Oneida General Tribal Council, Oneida Tribe of Indians of Wisconsin pursuant to Article IV, Section 1(g) of the Constitution and By-Laws of the Oneida Tribe of Indians of Wisconsin and pursuant to the exercise of the sovereign rights, future and reserved, of the Oneida Tribe of Indians of Wisconsin by Article IV, Section 2 and 3, of the Constitution and By-Laws of the Oneida Tribe of Indians of Wisconsin, duly approved by the Secretary of the Interior on December 21, 1936.

ARTICLE III.

DURATION

The period of existence of the Corporation shall be perpetual until it is dissolved, pursuant to Article XII, hereof.

ARTICLE IV.

REGISTERED OFFICE AND PLACES OF BUSINESS

The principal place of business and the Registered Office of the Corporation shall be on the Oneida Indian Reservation, Wisconsin. The registered office address of the Corporation and principal place of business is 2496 West Mason Street, Oneida Indian Reservation, Green Bay, Wisconsin, 54313. The Corporation may also have such other places of business as the Board of Directors of the Corporation may from time-to-time direct, as the operations of the Corporation shall require. The initial statutory agent shall be David Powless, Norbert Hill Center, 3000 Seminary Road, Oneida, Wisconsin, 54155.

ARTICLE V.

JURISDICTION

The Corporation is created under and is subject to the jurisdiction, laws and ordinances of the Oneida Tribe of Indians of Wisconsin. The actions hereby taken by the Oneida Business Committee and the Oneida General Tribal Council expressly reserve to the Oneida Tribe of Indians of Wisconsin all its inherent sovereign rights as an Indian Tribe with regard to the activities of the Corporation.

ARTICLE VI.

PURPOSES AND POWERS

The purpose for which the Corporation is organized are:

- (a) To promote the establishment and development of an environmental testing laboratory, in partnership with other entities.

(b) To promote education among the members of the Oneida Tribe in environmental matters.

(c) To provide training and education programs to prepare Tribal members for careers in the environmental business area.

(d) To protect and improve the environment on the Oneida Indian Reservation and to remedy existing environmental problems.

(e) To do any and all activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of environmental related business development, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

(f) To purchase, take, receive, lease, solicit, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with money, securities, real and personal property, rights and services of any kind and description, or any interest therein.

(g) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets, PROVIDED, that title to all trust or restricted real property of the Oneida Tribe of Indians of Wisconsin shall be and remain in its trust or restricted status.

(h) To borrow money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, guarantees, and other obligations of the Corporation for monies borrowed, or in payment for property acquired or for any such obligations be secured interest, mortgage, pledge deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of or agreement in regard to all or any part of the property, rights or privileges of the Corporation.

(i) To buy, own, sell, assign, mortgage or lease any interest in real or personal property for such periods as may be authorized by law and to hold, manage, mortgage, and sublease the same.

(j) To enter into, make, perform and carry out contracts, including contracts of employment, and to receive financial assistance from any governmental or private source and to expend its funds in furtherance of its purposes.

(k) To borrow money and to issue evidence of indebtedness in furtherance of the purposes of the Corporation and to secure the same by mortgage, pledge or other lien upon the property of the Corporation.

(l) To furnish management, administrative and other business advise, support, training and technical assistance.

(m) 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 hiring policies established by the Oneida Tribe of Indians of Wisconsin and the Corporation.

(n) To amend and alter By-Laws, not inconsistent with this Charter for the administration and regulation of the affairs of the Corporation, subject to being approved by the Oneida Business Committee.

(o) To sue and be sued in its Corporate name to the extent allowed by law, the Oneida Tribe of Indians of Wisconsin hereby giving its irrevocable consent to allowing the Corporation to sue and be sued upon any contract, claim or obligation of the Corporation arising out of the accomplishment of its purposes and hereby authorizing the Corporation to waive any immunity from suit which it might otherwise have and that any recovery against the Corporation shall be limited to the assets of the Corporation. PROVIDED, however, that neither the Oneida Tribe of Indians of Wisconsin, nor any of its property, shall be liable for the debts or obligations of the Corporation.

(p) All other such purposes as may be lawful under the laws of the Oneida Tribe of Wisconsin.

(q) The purposes specified herein shall be construed as both purposes and powers.

ARTICLE VII.

CONTROL OF OPERATIONS

(a) The Business, affairs, and property of the Corporation shall be managed by a Board of Directors consisting of five (5) members, whom shall be selected and appointed by the Oneida Business Committee. The term of office of a director shall be four (4) years. The Business Committee in selecting and

appointing members of the Board of Directors shall give due consideration to qualities of industry, responsibility, integrity and judgment, and shall have due regard for (1) the need for diversity of experience on the Board of Directors, (2) the need for adequate representation of the various areas, of expertise served and required by the Corporation, and (3) the guidelines of organizations providing financial assistance to the Corporation.

(b) The Board of Directors shall be responsible for the development, custody, management and operation of various businesses and activities of the Corporation; for the establishment and maintenance of effective operating policies; for the selection of the President of the Corporation and for the usual and ordinary duties of oversight of performance and advice to management traditionally performed by Boards of Directors.

(c) Directors appointed by the Oneida Business Committee may be removed, with reasonable cause, by the Oneida Business Committee by a vote of the majority of the members of the Oneida Business Committee present and voting at any duly called and held meeting of the Oneida Business Committee. The Board of Directors may adopt By-Laws governing the removal of Corporate Officers by the Board of Directors for cause. Prior to removal, any Corporate Officer, must be given the opportunity to request a hearing in order to object to the proposed removal.

(d) Tribal Treasurer shall be the ex-officio Board member who will not vote or participate in Oneida Environmental Inc., Board action.

ARTICLE VIII.

ASSETS

Subject to such contractual rights of others, including the Oneida Tribe, the Corporation shall have as its corporate assets and the authority to acquire, manage, own, use, pledge, encumber, assign the following:

(a) Tribal properties of a real or personal nature subject to any conditions set out in the Tribal Council's Resolution authorizing the transfer of such properties to the Corporation.

(b) All funds which the Corporation may acquire by grant, gift, loan or other means.

(c) All interests in real and personal property whether of a tangible or intangible nature, the Corporation may acquire by grant, gift, loan, purchase, lease or other means.

(d) All earnings, interest, dividends, accumulations, contract rights, claims and other proceeds arising from the above listed assets.

ARTICLE IX.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings either civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer, agent or employee acting on behalf of the Corporation against expenses (including attorney's fees), judgments, fines, and amounts paid in

Settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding to the extent that such person is not otherwise indemnified.

ARTICLE X.

PAYMENTS TO TRIBE

This Charter is granted upon the condition that the Corporation shall make semi-annual financial payments to the government of the Oneida Tribe of Indians of Wisconsin. No distribution of earnings or profit shall be made to any individual by the Corporation.

Cash flow shall be paid to the Oneida Tribe of Indians of Wisconsin annually at 80 percent of gross operating profit derived from the Corporation for each fiscal year. The following definitions shall be used in determining payment to the Oneida Tribe:

(a) The term "Gross Revenues" shall consist of all revenues or income or sale of any kind, whether derived directly or indirectly from any source over which Corporation has any direct or indirect responsibility.

(b) The term "Gross Operating Profit" shall mean that amount remaining after deducting all "expenses of operation" from all "gross revenues" as those terms are herein defined.

(c) The term "Expenses of Operation" shall include any cost of sales or direct costs and expenses or general expenses as those terms are defined by standard accounting procedures and principles. The term "Expense of Operation" shall include

payments (whether principal or interest) relating to financing of capital improvements or encumber the premises, land or building rental payments, depreciation, insurance premiums, reserve for replacement fund, expense amortization real estate, income or other taxes of any nature.

ARTICLE XI.

USES OF PROFITS

The 20 percent of the profits retained by the Corporation shall be used in the following manner and in descending order of priority:

- (a) Expansion of the business.
- (b) Training of Tribal members for employment in environmental related activities.
- (c) Improvement of the environment on the Oneida Indian Reservation.

ARTICLE XII.

REPORTS

The Corporation shall file monthly reports with the Oneida Business Committee which shall describe (1) the business done and intended to be done by the Corporation; (2) Material changes and developments since the last report in the business described, including a description of competitive conditions, research and development activities; (3) any material pending legal proceeding to which the Corporation is a party; and (4) financial statements of the Corporation, including a consolidated balance sheet and consolidated statements of income and source and application of

funds. The Corporation shall semi-annually prepare not less than thirty days prior to the semi-annual meeting of the Oneida General Council, a summary of the information contained in the report prepared pursuant to the preceding paragraph, showing its assets and liabilities and the results of its operations.

ARTICLE XIII.

DISSOLUTION

The Corporation may be dissolved upon:

(1) adoption of a resolution providing for dissolution of the Corporation by the affirmative vote of two thirds of the Directors or

(2) adoption by the Business Committee of a resolution proposing dissolution of the Corporation.

(3) Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining for payment of all debts and liabilities of the Corporation, shall be distributed to creditors in the following order:

(a) Third parties perfected security interests.

(b) Security interests of Oneida Tribe of Indians of Wisconsin.

(c) Third parties unperfected security interests.

ARTICLE XIV.

The initial Board of Directors shall be composed of five (5) directors. The names and addresses of the persons who are

to serve as directors of the Corporation until their successors are duly qualified and elected are as follows:

	<u>NAME</u>	<u>ADDRESS</u>
1.	William Gollnick	P.O. Box 37, Oneida, WI 54155
2.	Wayne Skenandore	3286 Davies Ave., Green Bay, WI 54311
3.	Christopher Johns	2018 N. Rankin, Appleton, WI 54911
4.	Lawrence Barton	1657 Freedom Road, DePere, WI 54115
5.	Loretta Metoxen	2198 Van Boxtel Rd., Oneida, WI 54155

BY-LAWS OF
ONEIDA ENVIRONMENTAL, INC.

ARTICLE ONE - CORPORATE OFFICE

The principal office of the Corporation shall be on the Oneida Indian Reservation. The Corporation may have such other offices, either within or without the Oneida Reservation as the business of the Corporation may require from time-to-time.

ARTICLE TWO - DIRECTORS

Section 1. General Powers - The business and activities of the Corporation shall be managed by the Board of Directors. The Board of Directors is hereby vested with all powers necessary to carry out the purpose of the Corporation, under the Corporate Charter of the Corporation.

Section 2. Duties and Powers - The Board of Directors shall have control and management of the business and activities of the Corporation. The Directors shall in all cases act as a Board. The Directors may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with law, these By-Laws, the Charter of Incorporation, Tribal Ordinances and/or the Oneida Tribal Constitution.

Section 3. Election, Number and Tenure - The Board of Directors as established by the Corporate Charter shall consist of five (5) members. The membership of the Board shall be

selected and appointed by the Oneida Business Committee. The number of nominations for the Board shall not exceed two (2) candidates for each of the five (5) Board positions. When the Board is first established, two members' terms shall be designated to expire in two years and three members' terms shall be designated to expire in four years. Thereafter, the term of office shall be four (4) years for each director.

Section 4. Qualifications - To be eligible for selection to the permanent Board of Directors, an individual must be a member of the Oneida Tribe of Wisconsin and/or be knowledgeable and have experience in one or more of the following areas:

- (1) Financial expertise
- (2) Education and Training
- (3) Business and manufacturing
- (4) Environmental matters

Section 5. Compensation - By resolution of the Board of Directors, Directors shall be paid their actual and reasonable expenses, if any, of attendance at each meeting of the Board of Directors as such compensation as may be determined by the Board of Directors; provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 6. Quorum - Three (3) Directors shall constitute a quorum for the transaction of business in any regular or

special meeting. The act of the majority of the Directors present at a meeting at which quorum is present shall be the act of the Board. If less than a majority of the directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time-to-time without further notice.

Section 7. Regular Meetings - One regular meeting shall be held within thirty (30) days after the Board is duly elected, and thereafter the Board shall meet not less than quarterly.

Section 8. Special Meetings - Special meetings of the Board may be called at the request of the Board of Directors, the President of the Corporation, or by any two (2) Directors.

Section 9. Notice of Special Meetings - Notice of any special meeting shall be given at least three (3) days prior thereto by written notice, delivered personally or mailed to each Director at his address for such notice. Any Director may waive his right to notice of meeting. The business to be transacted at any regular or special meeting of the Board of Directors shall be specified in the notice, or waiver of notice, of such meeting.

Section 10. Appointments - The Board of Directors shall appoint all Corporate Officers annually at a regular meeting of the Board. If an Officer is not appointed by the Board at such a meeting, such appointment shall be held as soon as possible thereafter as may be convenient. Each Officer shall hold office until his successor has been duly appointed and qualified, or until removed as hereinafter provided.

Section 11. Vacancies and Removals - Any vacancy occurring in the Board of Directors may be filled by the majority vote of the Oneida Business Committee. A Director selected to fill a vacancy shall be appointed for the unexpired term of his predecessor in office. One or more Directors may be removed with cause or without cause by majority vote of the Oneida Business Committee. The Board of Directors may adopt By-Laws governing the removal of Corporate Officers for cause, by the Board of Directors.

Section 12. Resignation - Any Director may resign his office at any time, such resignation to be made in writing and to take effect immediately without acceptance.

ARTICLE THREE - CORPORATE OFFICERS

Section 1. Number - At its initial meeting, the Board of Directors shall appoint a President, Vice President, Secretary and Treasurer. Other officers and assistant officers and agents deemed necessary may be appointed by the Board of Directors.

Section 2. Removal - Any officer of the Corporation may be removed by a majority of the Board, with cause, when in the judgement of the Board, it would be in the best interest of the Corporation. Such removal shall be without prejudice to the contract rights, if any, of the person removed.

Section 3. Vacancies - A vacancy in any Corporate Office because of death, resignation, removal, disqualification, or

otherwise, may be filled by the Board of Directors. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

Section 4. Duties of Officers - The duties and powers of the officers of the Corporation are those specified in these By-Laws and shall include any additional duties and powers as may be set by resolution of the Board of Directors.

PRESIDENT

A. The president shall be the principal executive officer of the Corporation and shall supervise and control all of the business activities of the Corporation.

B. Should the president be a member of the Board of Directors, he shall preside at all meetings of the Board and may also cast his vote on all questions.

C. He shall present an annual report of the condition of the business of the Corporation to the Board of Directors.

D. He shall appoint, discharge and fix the compensation of all employees and agents of the Corporation other than the duly appointed officers by the Board of Directors, subject to the approval of the Board of Directors.

E. He shall sign and execute all contracts in the name of the Corporation, all deeds, mortgages, notes, drafts, or other orders for the payment of money, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution shall be expressly

delegated by the Board of Directors to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.

F. He shall cause all books, reports, statements, and certificates to be properly kept and filed as required by law.

G. He shall enforce these By-Laws and perform all duties incident to his office and which are required by law, and, generally, perform all duties as may be prescribed by the Board of Directors from time to time.

VICE PRESIDENT

In the absence of the president, the vice president shall perform the duties of the president, and when so acting, shall have all the powers and be subject to all the responsibilities of the office of the president. The vice president shall also perform such other duties and have such other powers as from time to time may be assigned to him by the Board of Directors or President.

SECRETARY

A. The secretary shall keep the minutes of the meetings of the Board of Directors in an appropriate book set aside and used exclusively for such purpose.

B. The secretary shall be responsible for giving notice of special meetings of the Board of Directors.

C. The secretary shall be the custodian of the records and seal of the Corporation and shall affix the seal on corporate papers when required.

D. The secretary shall attest the execution of instruments on behalf of the Corporation by a proper officer thereof, and shall affix the corporate seal to such instruments on behalf of the Corporation.

E. The secretary shall attend to all correspondence and present to the Board of Directors at its meetings all official communications received by the secretary.

F. The secretary shall in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors.

TREASURER

A. The treasurer shall have the care and custody of and be responsible for all funds and securities of the Corporation, and shall deposit such funds and securities in the name of the Corporation in such banks, trust companies, or other depositories as shall be designated by the Board of Directors.

B. Subject to banking resolutions adopted by the Board of Directors, the treasurer shall make, sign, and endorse in the name of the Corporation all checks, drafts, notes and other orders for the payment of money, and pay out and dispose of such under the direction of the president or the Board of Directors.

C. The treasurer shall keep at the principal office of the Corporation accurate books of account of all its business and

transactions and shall at all reasonable hours exhibit books and accounts to any director upon application at the office of the Corporation during business hours.

D. A report shall be rendered by the treasurer of the condition of the finances of the corporation at each regular meeting of the Board of Directors and at such other times as shall be required of the treasurer.

E. The treasurer shall perform all duties incident to the office of the treasurer of the Corporation.

F. If required by the Board of Directors, the treasurer, shall give such bond as the Board shall determine appropriate for the faithful performance of the duties of treasurer.

OTHER OFFICERS

Other officers shall perform such duties and have such powers as may be assigned to them by the Board of Directors. Assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the secretary or the treasurer, respectively, or by the president of the Board of Directors.

Section 5. Vacancies - All vacancies in any office shall be filled promptly by the Board of Directors, either at regular meetings or at a meeting specially called for that purpose.

Section 6. Compensation of Officers - The officers shall receive such salary or compensation as may be fixed by the Board of Directors. No officers shall be prevented from receiving compensation by reason of the fact that he is also a director of the Corporation.

ARTICLE FOUR - CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts - The Board of Directors may authorize any officer, or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans - No loans greater than \$5,000.00 shall be contracted on behalf of the Corporation and evidence of indebtedness shall not be issued in the Corporation's name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. - All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, the agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits - All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE FIVE - FISCAL YEAR

The Corporation shall have a fiscal year, in which shall be determined by the Board of Directors during the first twelve months of operation of the Corporation. Such fiscal year shall end on the last day of any one calendar month, and shall begin the first day of the next succeeding calendar month.

ARTICLE SIX - INDEMNIFICATION

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

ARTICLE SEVEN - 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, subject to being approved by the Oneida Business Committee.