

Chapter 55A

NON-PROFIT CORPORATIONS

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Sec. 55A-1. Purpose of incorporation and incorporators.

A non-profit corporation may be formed under this chapter for any lawful purpose not involving pecuniary gain to its members or directors and not paying dividends or other pecuniary remuneration, directly or indirectly, to its members as such. The incorporators of any non-profit corporation shall include at least one member of the Eastern Band of Cherokee Indians who is 18 years of age or older.
(Ord. No. 550, 5-13-1999)

Sec. 55A-2. Corporate name.

The name of any corporation formed under this chapter shall not be the same or similar to any other named corporation formed under this chapter or chapter 55. The name of the corporation shall end with the word "Corporation" or the word "Incorporated" or the word "Limited" or the abbreviation "Corp.", "Inc." or "Ltd."
(Ord. No. 550, 5-13-1999)

Sec. 55A-3. Articles of incorporation.

The incorporators of a non-profit corporation must file Articles of Incorporation with the Tribal Operations Program of the Eastern Band and pay a filing fee of \$75.00 to the Tribal Finance Office as a prerequisite to incorporation. The Articles of Incorporation must be signed by one or more members of the Eastern Band who are 18 years of age or older and may include such terms as the Incorporator(s) deem appropriate. The Articles shall include, at a minimum, the following terms:

ARTICLES OF INCORPORATION

I (We), the undersigned, being (a member)(members) of the Eastern Band of Cherokee Indians and being of full age for the purpose of forming a corporation under and pursuant to the provisions of the Cherokee Code, do hereby adopt the following Articles of Incorporation.

1. The name of the corporation is _____.

2. The purposes of the corporation are as follows:

- a. _____
- b. _____
- c. _____

3. The corporation does not afford pecuniary gain, incidentally or otherwise, to its members.

4. The period and duration of the corporation shall be _____ (number of years) (perpetual).

5. The name of the registered agent, the street address or physical location, and post office address of the registered office of the corporation on the Cherokee Indian Reservation is:

6. The corporation (does) (does not) have members.

7. The names, post office addresses, and terms of office of the first directors are as follows:

8. The names and post office addresses of the incorporators are as follows:

IN WITNESS WHEREOF, (I)(we), have hereunto set (my hand) (our hands) this _____ day of _____, 20____.

Incorporator

Incorporator

Note: Non-profit corporations seeking certification to receive tax deductible contributions under section 501(c)(3) or other provisions of the Internal Revenue Code must include additional provisions as required by the Internal Revenue Service.

(Ord. No. 550, 5-13-1999; Ord. No. 666, 9-7-1999)

Sec. 55A-4. Certificate of incorporation.

Upon filing the Articles of Incorporation with the Tribal Operations Program and payment of the necessary filing fee, the TOP, if the Articles are in conformity with this ordinance, shall issue a Certificate of Incorporation. The Certificate of Incorporation shall be in the following form:

CERTIFICATE OF INCORPORATION

WHEREAS, Articles of Incorporation duly signed have been filed for record in the Tribal Operations Program of the Eastern Band of Cherokee Indians on the _____ day of _____ 20____, for incorporation of _____ (name of corporation); and

WHEREAS, the Articles of Incorporation are in conformity with the requirements of the Cherokee Code;

NOW, THEREFORE, I, _____, Director of the Tribal Operations Program of the Eastern Band of Cherokee Indians do hereby certify that the said _____ is a legally organized and validly existing non-profit corporation under the laws of the Eastern Band of Cherokee Indians.

Director, Tribal Operations Program

Upon the issuance of the Certificate of Incorporation, the corporate existence of the corporation shall begin. Certification assures that the corporation is in compliance with the organiza-

tional requirements of this chapter, but not that the corporation is in compliance with any other provision of law.

(Ord. No. 550, 5-13-1999)

Sec. 55A-5. Amended articles of incorporation.

A non-profit corporation may file Amended Articles of Incorporation, upon approval by its Board of Directors and the members, if any. A filing fee of \$25.00 shall accompany that filing, and must be paid to the Tribal Finance Office. Provided those amended articles are consistent with this chapter, the Tribal Operations Program shall issue a Certificate of Amendment to the Corporation.

(Ord. No. 550, 5-13-1999; Ord. No. 666, 9-7-1999)

Sec. 55A-6. Bylaws.

A not-for-profit corporation created pursuant to this chapter may adopt such bylaws at it deems necessary and appropriate. Unless there is submitted to the Tribal Operations Program of the Eastern Band a different form of bylaws, the bylaws shall be as follows:

BYLAWS OF _____

ARTICLE I. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be located within the boundaries of the Cherokee Indian Reservation at the registered office of the corporation.

ARTICLE II. MEMBERS (if any)

Section 1. Annual Meetings.

The annual meeting of the members (if any) shall be on the 15th day of the month of January each year at 10:00 a.m. at the registered office of the corporation for the purpose of electing directors and for the transaction of any business which may properly come before a meeting of the members. If the annual meeting is not held at the time

