

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF INDIAN AFFAIRS



CORPORATE CHARTER
OF THE
SEMINOLE TRIBE OF FLORIDA



RATIFIED AUGUST 21, 1957



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Section Titles

Examples of

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CORPORATE CHARTER OF THE SEMINOLE TRIBE OF FLORIDA

ARTICLE I

Whereas, the Seminole Tribe of Florida constitutes a recognized Indian Tribe eligible for organization under a Constitution and By-laws adopted pursuant to Section 16 of the Act of June 18, 1934 (48 Stat. 984), as amended by the Act of June 15, 1935 (49 Stat. 378); and

Whereas, more than one-third of the adult members of the tribe have petitioned that a Charter of Incorporation be granted to such tribe, subject to ratification by a majority vote of the adult Indians living on the reservations;

Now, therefore, I, Roger Ernst, Assistant Secretary of the Interior, by virtue of the authority conferred upon me by the said Act of June 18, 1934 (48 Stat. 984), do hereby issue and submit this Charter of Incorporation to the Seminole Tribe of Florida to be effective from and after such time as it may be ratified by a majority vote of the adult Indians living on the reservations.

ARTICLE II—CORPORATE EXISTENCE AND PURPOSE

SECTION 1. In order to further the economic development of the Seminole Tribe of Florida by conferring upon said Tribe certain corporate rights, powers, privileges, and immunities; to secure for the members of the tribe an assured economic independence; and to provide for the proper exercise by the tribe of various functions heretofore performed by the Department of the Interior, the aforesaid tribe is hereby chartered as a body politic and corporate of the United States of America under the corporate name "The Seminole Tribe of Florida, Inc."

ARTICLE III—PERPETUAL SUCCESSION

SECTION 1. The Seminole Tribe of Florida, Inc., as a Federal corporation, shall have perpetual succession.

ARTICLE IV—MEMBERSHIP

SECTION 1. The Seminole Tribe of Florida, Inc., shall be a membership corporation. Its members shall consist of all persons now or

hereafter enrolled members of the tribe, as provided by its duly ratified and approved Constitution and Bylaws.

ARTICLE V—MANAGEMENT

SECTION 1. The corporate management shall be vested in a Board of Directors composed of eight elected members who shall exercise all the corporate powers hereinafter enumerated.

ARTICLE VI—CORPORATE POWERS

SECTION 1. This tribal corporation, subject to any restrictions contained in the Constitution and the laws of the United States or in the Constitution and Bylaws of the said tribe, shall have the following corporate powers.

SEC. 2. To adopt, use and alter a corporate seal.

SEC. 3. To purchase, take by gift, bequest or otherwise, own, hold, manage, operate and dispose of property of every description, real and personal, subject to the following limitations:

(a) No sale or mortgage may be made by the corporation of any land, interest in land, including water rights, oil, gas, and other mineral rights now or hereafter held by the tribal corporation, unless specifically authorized by law and then only with the consent and approval of the Secretary of the Interior.

(b) No authority is hereby granted to sell, mortgage, or lease for a period exceeding ten years any land included within the reservations and all other leases, permits or other contracts relating to lands within the reservations must be approved by the Secretary of the Interior or his duly authorized representative.

(c) No action shall be taken by or in behalf of the corporation, which conflicts with regulations authorized by Section 6 of the Act of June 18, 1934, or in any way operates to destroy or injure the tribal grazing land, timber or other natural resources.

SEC. 4. To borrow money from the Indian Credit Fund in accordance with the terms of Section 10 of the Act of June 18, 1934, or from any other source, and use such funds directly for productive corporate enterprises or to loan money thus borrowed to the shareholders of the corporation, provided that the amount of indebtedness to which the tribe may subject itself shall not exceed \$10,000.00, except with the express approval of the Secretary of the Interior or his authorized representative.

SEC. 5. To engage in any business that will further the economic well-being of the shareholders of the corporation or to undertake any

activity of any nature whatsoever, not inconsistent with law or with any provision of this charter, or the laws of the State of Florida.

SEC. 6. To make and perform contracts and agreements of every description, not inconsistent with law or the provisions of this charter, with any person, association, or corporation, with any municipality, county or the State of Florida, or with the United States, provided that any contract involving payment of money or delivery of property by the corporation of a value in excess of \$10,000.00 in any one fiscal year shall be subject to the approval of the Secretary of the Interior or his authorized representative.

SEC. 7. To pledge or assign chattels or future corporate income due or to become due, provided that such agreements of pledge or assignment or extensions thereof, other than an agreement with the United States, in an amount in excess of \$10,000.00 shall be subject to the approval of the Secretary of the Interior or his authorized representative.

SEC. 8. To deposit to the credit of the Seminole Tribe of Florida, Inc., corporate funds, without limitation on the amount in any account, in any National or State bank whose deposits are insured by any agency of the Federal Government; provided, that funds advanced from the Indian Credit Fund or from funds of the corporation held in trust in the United States Treasury shall be deposited with a bonded disbursing officer of the United States whenever the conditions prescribed by the Secretary of the Interior or his authorized representative in connection with such advance require that the advance be so deposited.

SEC. 9. To sue or be sued; but the grant or exercise of such power to sue and to be sued shall not be deemed a consent by the said corporation or the United States to the levy of any judgment, lien or attachment upon the property of the Seminole Tribe of Florida, Inc., other than income or chattels especially pledged or assigned.

SEC. 10. To exercise such further incidental powers not inconsistent with law as may be necessary to the conduct of corporate business.

ARTICLE VII—CORPORATE PROPERTY

No property rights of the Seminole Tribe of Florida, as heretofore constituted, shall in any way be impaired by anything contained in this charter, and the tribal ownership of unallotted lands, whether or not assigned to the use of any particular individual, is hereby expressly recognized. The individually-owned property of the members of the tribe shall not be subject to any corporate debts or liabilities, without the owner's consent.

ARTICLE VIII—CORPORATE DIVIDENDS

The corporation shall issue to each of its members a nontransferable certificate of ownership evidencing the equal share of each member in the assets of the corporation, and may distribute per capita among the shareholders all profits of corporate enterprises over and above sums necessary to defray corporate obligations, and over and above sums which may be devoted to the establishment of reserve funds, sinking funds or other safeguards for contingencies, and over and above sums necessary for the making of loans to shareholders for individual economic enterprises, and no general distribution per capita of such profits or income shall be made except as shall be approved by the Secretary of the Interior or his authorized representative.

ARTICLE IX—CORPORATE ACCOUNTS

The corporation shall maintain accurate and complete accounts of the financial affairs of the corporation and shall furnish an annual balance sheet and report of financial affairs to the shareholders.

ARTICLE X—AMENDMENTS

This charter shall not be revoked or surrendered except by act of Congress, but amendments may be proposed by resolutions of the Board of Directors, or upon petition of twenty percent (20%) of the shareholders which, if approved by the Secretary of the Interior, to be effective shall be ratified by a majority at an election of the adult shareholders in which thirty (30) percent of the eligible voters shall vote.

BYLAWS OF THE CORPORATE CHARTER OF THE SEMINOLE TRIBE OF FLORIDA

ARTICLE I—SHAREHOLDERS

SECTION 1. Meetings. An annual meeting of the voting shareholders shall be held on the third Friday in the month of July in each year for the purpose of transacting such business as may come before the meeting. Special meetings may be called by the Board of Directors, or by a petition of not less than twenty (20) percent of the voting shareholders. A notice of each meeting shall be conspicuously posted in at least one public place on each reservation and such notice shall be published at least once in a newspaper of general circulation.

The notice shall be posted and published at such times as prescribed by the Board. The notice shall state place, date and time of the meeting and the purposes for convening the meeting.

SEC. 2. A quorum of voting members shall be convened when sixty such shareholders are present. If less than a quorum is present, the majority of the shareholders present may organize for the purpose of setting a new date. If two attempts to properly convene the annual meeting shall fail, no further requirements shall be imposed for an annual meeting in that fiscal year. In all properly convened meetings in which a quorum is present all decisions shall be by majority vote of the eligible voters present.

SEC. 3. Shares

(a) For the purpose of participating in the per capita distribution of profits of the corporation all shares shall be deemed to have an undivided equal right to participate.

(b) For the purpose of voting, either at an annual meeting or by balloting at established polling places, shareholders who shall have reached their eighteenth year at least thirty (30) days before the scheduled annual meeting shall be eligible to vote. No votes at the annual meeting shall be by proxy. Votes may be cast by absentee shareholders only in elections in which absentee procedures have been established.

(c) A voting list of eligible voters shall be prepared by the Officer having charge of the shareholder records and the list shall be maintained in an up-to-date manner. Newborn enrolled members of the Seminole Tribe as provided in the Constitution and Bylaws of the Seminole Tribe of Florida, shall automatically be entitled to a share. Shares of enrolled members of the tribe shall automatically be cancelled upon death of the shareholder. No share of stock in this corporation shall be transferrable.

ARTICLE II—BOARD OF DIRECTORS

SECTION 1. General powers. The business and affairs of the corporation shall be managed by the Board of Directors subject to all conditions of this charter and of these bylaws.

SEC. 2. Members of the Board. The number of directors of this corporation shall be eight. The Directors shall be elected and hold office as herein provided, or until their successors shall have been elected and qualified.

SEC. 3. Regular and special meetings. A regular meeting of the Board of Directors shall be held each month. The Board shall decide the regular day for monthly meetings. Special meetings may be called by the president or by four members of the Board. The Secretary, no later than a certain number of days before each meeting, such period to be prescribed by the Board, shall mail notices of all meetings and such notices shall include date, time, place and purpose of the meeting.

SEC. 4. *Quorum.* A quorum shall consist of five (5) members of the board and no business shall be conducted at any time a quorum is absent.

SEC. 5. *Manner of acting.* The act of a majority of the Directors present at a meeting at which a quorum is present shall constitute the act of the Board. Acts of the Board may be by motion duly carried, except that any delegation of authority to any official, agent or agents of the corporation to act for or on behalf of the Board shall be by written resolution and shall specify the nature of the authority granted and the limitations, if any, imposed, excepting those authorities and responsibilities specifically outlined in Article IV hereof.

SEC. 6. By resolution of the Board of Directors, the Directors and Officers may be paid fixed sums for attendance at each meeting of the Board of Directors or a stated salary as Director. No such payment shall preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

SEC. 7. *Contracts.* The Board may authorize any officer, agent or agents to enter into any contract or execute and deliver any instrument on behalf of the corporation, not inconsistent with the Corporate Powers and all such authority shall be specifically defined in the Board's resolution.

SEC. 8. *Loans.* No loans shall be specifically contracted on behalf of the corporation and no evidence of indebtedness shall be issued in the name of the corporation unless authorized by a resolution by the Board in accordance with the corporate powers of the said Board. Such authority shall be specifically defined in the resolution.

SEC. 9. *Checks, drafts, etc.* All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer, 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.

SEC. 10. *Deposits.* All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors is employed to select.

SEC. 11. *Fiscal year.* The fiscal year of the corporation shall begin on the first day of July and end on the 30th day of June each year.

SEC. 12. *Dividends.* The Board of Directors may from time to time declare, and the corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided in the articles of incorporation.

SEC. 13. *Accounts.* In accordance with the articles of incorporation the Board of Directors shall cause to be installed, maintained and

audited a complete and detailed accounting system and such safeguards as bonding of employees responsible for the safety, accuracy and maintenance of such records.

SEC. 14. *Changing rules and regulations.* The Board of Directors shall have the power from time to time to make and change rules and regulations, not inconsistent with the articles of incorporation or the articles of Bylaws, for the management of the business and affairs of the corporation.

ARTICLE III—NOMINATIONS AND ELECTIONS

SECTION 1. *First election.* The first election of the Board of Directors by the shareholders shall be called within thirty (30) days following the adoption and ratification of the Charter and Bylaws under the supervision and direction of the Constitutional Committee and the Superintendent of the Seminole Agency, who shall prepare the rules and regulations. The election shall be by secret ballot and all eligible shareholders may participate regardless of residence. In subsequent elections where the elected official is to represent a particular area or reservation, only shareholders resident or domiciled in that area or reservation shall be eligible to vote for such candidate.

SEC. 2. *Eligible voters.*

(a) For the purpose of the first election of the Board of Directors any person 21 years of age or over whose name appears on the Census Roll of the Seminole Agency of January 1, 1957, shall be eligible to vote as a shareholder or to hold office as a Director.

(b) In all succeeding elections of the Board of Directors eligible voters shall conform to Article I, Section 3 of these Bylaws.

SEC. 3. *Representation.*

(a) The Dania, Big Cypress and Brighton reservations shall have equal representation on the Board of Directors of not more than two directors who are residents of said reservations and have continuously resided there for a period of six (6) months immediately preceding the election.

(b) In addition there shall be selected two directors regardless of residence who shall be at-large. At-large candidates may be residents or nonresidents of any reservation herein identified. This question will be resolved by a current resolution of the Board.

SEC. 4. *Term of office.*

(a) The term of office of the candidates in the first election shall be as follows:

1. The successful candidate from each reservation and the at-large candidate receiving the largest number of votes shall hold office for four (4) years.

2. The other successful candidate shall hold office for two (2) years.

(b) The term of office of candidates in all succeeding elections shall be for four (4) years.

SEC. 5. *Method of election of directors.* All elections, including the first election, of the Board of Directors shall be by secret ballot with provision for absentee balloting. After the first election, the Board of Directors, subject to the review of the Secretary of the Interior or his authorized representative, shall enact a resolution wherein the ballot, eligibility of voters, voting lists, rules for calling elections, absentee balloting procedures, selection of election officials, polling places, dates and such other necessary rules and regulations are established.

SEC. 6. *Resignation.* Any director may resign his office at any time, such resignation to take effect from the time of its receipt by the Board of Directors, unless a time is fixed in the resignation, and then it may take effect from that date if the Board desires to approve that date. Acceptance of resignation shall not be required to make it effective.

SEC. 7. *Removal.* Under rules to be prescribed by the Board of Directors, any director may be removed at any time, without cause or charges, at a meeting called for that purpose, by a plurality vote of the voting shareholders who elected him to office.

SEC. 8. *Filling vacancies.* If the office of one or more directors shall become vacant, as provided in these bylaws, or by death, the remaining directors shall elect and appoint a successor for the unexpired term. In the event the Director is from a reservation, the replacement shall be selected from same reservation.

ARTICLE IV—DUTIES OF OFFICERS

SECTION 1. *Officers.* The officers of the corporation shall be the President, Vice-President, Secretary and Treasurer. Officers may be elected from within the Board of Directors if qualified and able to perform the duties hereinafter set forth, or officers may be selected from outside the Board or the shareholders if in the opinion of the Board of Directors this be a wise and desirable alternative and shall serve under a contract of employment executed in accordance with Article VI, Section 5 of the Corporate Charter. All officers shall be elected by a majority vote of the Board of Directors and shall serve a term of two (2) years.

SEC. 2. *Removal of officers.* The Board of Directors may remove any officer, agent, or employee at any time and within the period for

which such person was elected or employed and all persons shall be elected and employed subject to the provisions hereof.

SEC. 3. *Filling vacant offices.* If any officer's position becomes vacant by reason of death, resignation, disqualification or otherwise, the Board of Directors, by a majority vote, may elect a successor or successors, who shall hold office for the unexpired term.

SEC. 4. *Duties of President.*

(a) He shall preside at all meetings of shareholders or directors.

(b) He shall have general and active management of the business of the corporation.

(c) He shall see that all orders and resolutions of the Board are carried into effect.

(d) He shall execute bonds, mortgages and other contracts when authorized by the Board.

(e) He shall keep in safe custody the seal of the corporation and when authorized by the Board, shall affix the corporate seal to instruments requiring it. All such uses of the seal to be attested by the Secretary.

(f) He shall sign all certificates of shares.

(g) He shall have general supervision of all of the other officers of the corporation, and employees thereof and shall see that their respective duties are properly performed.

(h) He shall operate and conduct the business and affairs of the corporation in accordance with the orders and resolutions of the Board of Directors and in matters which have not been specifically ordered by the Board shall call their attention to these matters so that they shall have the opportunity to decide the issues, or set the policy or establish the procedure the corporation is to follow.

(i) He shall submit a report of the operations of the corporation to the directors at their regular monthly meeting, to the shareholders at the regular annual meeting, and from time to time he shall report to the Board all matters within his knowledge which the interest of the company may require be brought to their attention.

SEC. 5. *Duties of the Vice-President.* The Vice-President shall have the power and authority of the President in case of the disability or absence of the President, and when required by the President may assist in the general supervision of the affairs of the corporation to the extent and for the time specified.

SEC. 6. *Duties of Secretary.*

(a) He shall keep a book of minutes at the principal office of the corporation or such other place as the Board of Directors shall order,

of all meetings of the directors and shareholders in the form and manner prescribed by the Board.

(b) He shall keep a shareholder register, showing all changes therein, as required by the Article of Incorporation and the Articles of the Bylaws. In addition, he shall keep a current voting list as prescribed in the said Articles of Incorporation and Articles of the Bylaws.

(c) He shall keep the office of the corporation open to inspection by the shareholders at all reasonable times including all records within his office.

(d) He shall attend to the giving and serving of all notices of the corporation required by the Charter and these Bylaws.

(e) He shall attend to all such correspondence as may be assigned to him and perform all other duties incidental to his office or prescribed by the Board of Directors.

SEC. 7. *Duties of Treasurer.*

(a) He shall keep and maintain open to inspection by any director or shareholder, or representative of the Commissioner of Indian Affairs, at all reasonable times, adequate and correct accounts of the properties and business transactions of the corporation, which shall include all matters required by the Board of Directors, the Charter or these Bylaws.

(b) Have care and custody of the funds and valuables of the corporation and deposit same in the name of and to the credit of the corporation with such depositories as the Board of Directors may designate.

(c) Disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers or other necessary instruments for such disbursements.

(d) Render to the President and Secretary or to the Board of Directors, whenever they may require it, and on annual report to the shareholders, an account of all his transactions as Treasurer, and a financial statement in form satisfactory to them showing the condition of the corporation.

(e) Have such other powers and performs such other duties as may be prescribed by the Board of Directors.

SEC. 8. *Bonds.* All officers of this corporation whose duties involve the handling of corporate funds, or other resources shall be bonded under terms and conditions established by resolution of the Board of Directors.

APPROVAL

The attached Corporate Charter of the Seminole Tribe of Florida, Inc., is herewith approved and submitted for ratification by the adult

Indians of the Tribe living on the Brighton, Big Cypress, and Dania Reservations pursuant to the authority vested in the Secretary of the Interior by the Act of June 18, 1934 (48 Stat. 984), as amended by the Act of June 15, 1935 (49 Stat. 378).

ROGER ERNST

Assistant Secretary of the Interior

[SEAL]

WASHINGTON, D. C., *July 11, 1957.*

CERTIFICATE OF RATIFICATION

Pursuant to Section 17 of the Act of June 18, 1934 (48 Stat. 984), as amended by the Act of June 15, 1935 (49 Stat. 378), the attached Corporate Charter issued on July 11, 1957, by the Assistant Secretary of the Interior to the Seminole Tribe of Florida was duly submitted for ratification to the adult Indians of the Tribe living on the reservations and was on August 21, 1957, ratified by a vote of 223 for, and 5 against, in an election in which at least 30 percent of those entitled to vote cast their ballots.

BILL OSCEOLA

Chairman, Constitutional Committee

MIKE OSCEOLA

Secretary, Constitutional Committee

K. A. MARMON

Superintendent, Seminole Agency