

St. Croix Tribal Council

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Gloria E. Benjamin
Member
Danbury Community

David Merrill
Member
Round Lake Community

EXECUTIVE SECRETARY

Mary Hartmann

HEALTH DIRECTOR

Phyllis Lowe

PERSONNEL DIRECTOR

Duane Emery

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Howard Benjamin
Director

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Rick Petersen

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JUDICIAL BRANCH

Louis Bearheart
Gloria Merrill
Judges

Penny Nelson
Court Clerk

TRIBAL ATTORNEY

Howard J. Bichler
George Morrison

Julie Pettis
Office Manager

ENTERPRISES

St. Croix Casino
Round Lake
Hole In The Wall Casino
Danbury
Chippewa Corners Cafe
Little Turtle Hertel Express
Sand Lake Bingo
St. Croix Ojibwa Construction Co.

RESOLUTION NO: 01.07.02.01

WHEREAS: The St. Croix Chippewa Indians of Wisconsin Tribe did on August 29, 1942, adopt a Constitution and Bylaws which was approved by the Commissioner of Indian Affairs on November 12, 1942; and

WHEREAS: Article V, Section 1(f), of the Constitution authorizes the St. Croix Chippewa Indians of Wisconsin Tribal Council to regulate its own procedure to appoint boards, or committees, and to delegate to such subordinate agencies such powers as may be necessary in the performance of the duties assigned to them; and

WHEREAS: The Tribal Council has identified business development and diversification, as well as the creation of employment opportunities as priorities for the Tribe, and that said goals are consistent with the Tribe's interest in maintaining a strong, self-governing and stable society.

NOW THEREFORE BE IT RESOLVED: The St. Croix Chippewa Indians of Wisconsin Tribal Council hereby enacts the Tribal Entities Code of the St. Croix Chippewa Indians of Wisconsin Tribal Code.

CERTIFICATION

I, the undersigned as Secretary/Treasurer of the St. Croix Tribal Council, do hereby certify that the council is composed of five (5) members of whom three (3) were present, constituting a quorum, at a meeting duly called, convened and held this 7th day of January, 2002, and that the foregoing resolution was adopted at said meeting by an affirmative vote of three (3) members for, zero (0) against, and zero (0) members abstaining from the vote, and that said resolution has not been rescinded or amended in any way.


Lewis Taylor, Sec./Treasurer St. Croix Council

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TRIBAL ENTITIES CODE PART I. GENERAL PROVISIONS

101. Scope.

The provisions of this Title shall apply to each tribal entity formed under the laws and sovereign powers of the Tribe, whether before or after the passage of this Title.

102. Purpose and Construction.

(a) The purposes of this Title are:

- (1) to establish a uniform system of creation and regulation of tribal entities to promote economic development, diversification and governmental stability;
- (2) to preserve Tribal sovereign immunity and protect the Tribe's credit;
- (3) to address the status of and provide protection for Tribal sovereign immunity with respect to tribal entities, as required by economic development and governmental necessity;
- (4) to provide for insulation of tribal economic entities from changes in tribal political policies;
- (5) to provide stability and increase the opportunities for tribal entities to compete and prosper in the commercial world, and
- (6) to ensure that tribal entities comply with tribal law.

(b) The provisions of this Title shall be liberally construed and applied to Promote its underlying purposes and policies.

103. Definitions.

The following terms, whenever used or referred to in this Title, shall have the following respective meanings, unless different meanings clearly appear from the context:

- (a) "Charter" means the charter of a tribal entity, and includes approved articles of incorporation.
- (b) "Tribal entity" includes any cooperative formed by the Tribal Council pursuant to the

authority of the Tribal Constitution and Bylaws for economic or governmental purposes and any entity which is controlled by the Tribal Council. For the purposes of this Title, an entity shall be deemed to be controlled by the Tribal Council. Entities governed by this Title include, but are not limited to, organizations entitled "authority", "enterprise", "corporation", "agency", "commission", or similar terms, as deemed necessary by the Tribal Council, provided, however, that general committees, programs, departments, projects, of the Tribal Council shall not be deemed "tribal entities" for the purposes of this Title.

104. Status of a Tribal Entity..

- (a) For purposes of taxation, regulatory jurisdiction and civil jurisdiction, a tribal entity created pursuant to the sovereign powers of the Tribe shall be deemed to be a subordinate arm of the government of the Tribe and shall be entitled to all of the privileges and immunities of the Tribe.
- (b) The Tribal Court shall have jurisdiction to decide all questions with respect to the status of a tribal entity formed pursuant to the sovereign powers of the Tribe.

105. Preexisting Tribal Entities.

A tribal entity preexisting passage of this Title shall continue to exist and to perform its several functions.

106. Sovereign Immunity and Waiver.

- (a) Sovereign Immunity of Tribal Entity.

A tribal entity is clothed by federal law with all the privileges and immunities of the Tribe, except as specifically limited by the tribal entity charter, including sovereign immunity from suit in any state, federal or tribal court. Nothing in this Title shall be deemed or construed to be a waiver of sovereign immunity of a tribal entity from suit or to be a consent of the tribal entity or the Tribe, to the jurisdiction of the United States or of any state with regard to the business or affairs of the tribal entity or to any cause of action, case or controversy, except as provided herein.

- (b) Waiver of Sovereign Immunity of the Tribal Entity.

Sovereign immunity of the tribal entity may be waived only by express resolution of the Tribal Council. Waivers of sovereign immunity are disfavored and shall be granted only when necessary to secure a substantial advantage or benefit to the tribal entity. Waivers of sovereign immunity shall not be general but shall be specific and limited as to duration, grantee, transaction, property or funds, if any, of the tribal entity subject thereto. Neither the power to sue and be sued provided in the charter of the tribal entity, nor any express waiver of sovereign immunity by resolution of the

Tribal Council shall be deemed a consent to the levy of any judgement, lien or attachment upon any property of the tribal entity other than property specifically pledged or assigned, or any property of the Tribe, or a consent to suit with respect to any Federal Trust Property or consent to the alienation, attachment or encumbrance of any such property.

(c) Sovereign Immunity of the Tribe.

All inherent sovereign rights of the Tribe as a federally-recognized Indian tribe with respect to the existence of the tribal entity are hereby expressly reserved, including sovereign immunity from suit in any state, federal or tribal court. Nothing in a tribal entity charter shall be deemed or construed to be a waiver of sovereign immunity from suit of the Tribe or to be a consent of the Tribe to the jurisdiction of the United States or of any state with regard to the business affairs of the tribal entity or the Tribe or any cause of action, case or controversy, except as provided herein.

(d) Credit of the Tribe.

Nothing in a tribal entity charter, not any activity of any tribal entity, shall implicate or in any way involve the credit of the Tribe.

(e) Inclusion in Charter.

The provisions of subsections (a)-(d) of this Section shall be included in the charter of each tribal entity by effect of this Title.

107. Assets of a Tribal Entity.

A tribal entity shall have only those assets of the Tribe formally assigned to it by the Tribal Council, together with whatever assets it acquires from other sources. No activity of a tribal entity nor any indebtedness incurred by it shall implicate or in any way involve any assets of tribal members or the Tribe not assigned in writing to the tribal entity.

PART II. CREATION AND REGULATION OF A TRIBAL ENTITY.

108. Tribal Entity Charter.

The charter for a tribal entity formed under this Title shall set forth:

- (1) The name of the tribal entity.
- (2) The purposes for which the tribal entity is organized.

- (3) Provisions for establishment of a governing body and determining membership thereof, if applicable.
- (4) The powers of the tribal entity.
- (5) The provisions of Section __.106 providing for sovereign immunity and waivers thereof.
- (6) Provisions and bylaws directing management of the tribal entity and regulation of its affairs.
- (7) Provisions designed to insulate the tribal entity from changes in tribal political policies.
- (8) Provisions, if any, describing the tribal entity's use of tribal attorneys or other attorneys approved by the Tribal Council.
- (9) If applicable, a compensation and administrative schedule for determining how administrative support and compensation will be distributed for Dual-Purpose Governmental/Business Entities, as provided in section __. 109.

.109. Dual-Purpose Governmental/Business Entities, Election to Have No Board Directors

- (a) Any department or programs of the Tribe may establish for-profit business divisions within their department or program, if approved by the Tribal Council. When approved, such department or program, if approved by the Tribal Council. When approved, such department or program must develop for Tribal Council approval a Charter, as prescribed in __108, for the for-profit division.
- (b) The tribal entity established pursuant to __.109(a) may propose for Tribal Council approval that the for-profit division not have a board of directors for the entity. In such situation, the charter shall describe the governing structure of the entity in lieu of the board of directors.

.110. Delegation of Essential Governmental Functions of Tribal Entities.

For purposes of allowing a tribal entity to utilize the provisions of the Indian Tribal Governments

Tax Status Acts of 1982, as amended, the Tribal Council may delegate one or more essential governmental functions to the tribal entity, provided, however, that exercise of any such power shall be subject to periodic review by the Tribal Council.

111. Liability of Members of Governing Body of Tribal Entities.

No member of the governing body or officers of any tribal entity formed pursuant to the sovereign powers of the Tribe shall be liable to any creditor of the tribal entity by

reason of his or her status or service as a member or officer, or by reason of acts done in the course of his or her official duties.

112. Disposition of Assets.

Upon dissolution of a tribal entity, its assets shall be distributed at the direction of the Tribal Council, or its designee, as follow:

- (a) Any property held upon an express condition requiring its return, transfer or other disposition shall be distributed accordingly.
- (b) Any property or assets required to be distributed or transferred in any manner according to federal law shall be distributed or transferred accordingly;
- (c) Claims of creditors of the tribal entity approved by the Tribal Council shall be paid accordingly from the assets or funds of the entity; and
- (d) Remaining assets shall be transferred to another tribal entity, to the Tribe, or distributed or transferred as the Tribal Council directs.

113. Amendment of Tribal Entity Charter.

Any tribal entity charter formed under the laws and sovereign power of the Tribe may be amended only by the Tribal Council.

PART III. FACILITATION OF BUSINESS OPPORTUNITIES.

114. Authority to Enter Into Partnerships.

- (a) A tribal entity shall have such authority to entering into partnerships with private and public persons, corporations, entities and agencies that are beneficial to carrying out the purposes of the Tribal entity.
- (b) Partnerships entered into pursuant to this section shall be governed in accordance with the terms contained in written agreements, and as defined by applicable business codes, and by regulations and laws of the Tribe.

115. Multiple-year and Long Term Leases and Permits for Tribal Entities.

- (a) In order to facilitate the creation and maintenance of business and employment opportunities for tribal entities, the Tribe, Tribal members and Reservation residents, the Tribal Council may issue multiple-year and long term leases and permits for use of tribal financial and natural resources, property, or may enter into other agreements with tribal entities as provided by tribal laws and regulations.
- (b) The contents of leases and permits issued pursuant to this section shall include provisions for:

- (i) The date by which the resource will become available;
- (ii) For permits and leases for resources that require annual quantities, the date each year by which such quantities will become available;
- (iii) The total volume of resources covered by the lease or permit by total or annual amounts;
- (iv) If applicable, the price of the resource covered by the lease and permit; and
- (v) Applicable environmental considerations that may be made part of the lease or permit.

PART IV. SEVERABILITY.

.116. Severability.

In the event that any provision of this Title is found or declared to be invalid, the remaining provisions of this Title shall be unaffected thereby, and shall remain in full force and effect.