

BY-LAWS OF
ONEIDA SEVEN GENERATIONS CORPORATION

ARTICLE 1. CORPORATE OFFICE/REGISTERED AGENT

Section 1. Principle and Business Office. The principle business office of Oneida Seven Generations Corporation ("Corporation") will be on the Oneida Reservation in Wisconsin. The Corporation may have other offices, on or off the Oneida Indian Reservation, as the Board of Directors designates or as the business of the Corporation may require.

Section 2. Registered Agent and Office. The Corporation's registered agent may be changed by or under the authority of the Board of Directors. The Corporation's registered office will be the business office of the Corporation's registered agent.

Section 3. Corporate Records. The records and documents required by law will be kept at the Corporation's principle business office.

ARTICLE 2. ONEIDA NATION REPRESENTATIVES

The Oneida Business Committee ("Business Committee") will act on behalf of the Oneida Tribe of Indians of Wisconsin ("Oneida Nation"), in a role similar to the role of shareholders in a Wisconsin corporation.

Section 1. Annual Business Meeting. The annual business meeting with the Business Committee will be held the second Tuesday in December, or at such other date and time as may be fixed by or under the authority of the Board of Directors, for the purpose of electing board members and transacting such other business as may come before the meeting.

Section 2. Special Business Meetings. Special business meetings may be called by the Corporation President, two board members of the Board of Directors or by two members of the Business Committee. Upon delivery of said request to the Corporation President or Secretary, stating the purpose(s) of the special business meeting, dated and signed by the person(s) entitled to request such meeting, it is the duty of the officer to whom the request is delivered to give, within 30 days of such delivery, notice of the meeting to the Secretary for the Business Committee.

Section 3. Place of Meeting. The Corporation President or the Board of Directors may designate any place and hour, within or outside of the Oneida Reservation, as the place of meeting for any annual or special business or adjourned meeting with the Business Committee.

Section 4. Notice of Meetings. The Corporation will deliver written notice stating the place, day and hour of the meeting and the purpose or purposes of the meeting to the

Secretary of the Business Committee. Notice will be mailed or delivered in person not less than ten (10) nor more than thirty (30) days before the date of the meeting.

Section 5. Quorum. The quorum at the annual or special business meeting will be the quorum of the Business Committee.

Section 6. Order of Business at Meetings. The order of business for annual meetings with the Business Committee will be as follows, unless changed by the majority vote of Business Committee members: roll call; proof of proper notice of meeting or receipt of waiver of notice; approval of minutes of preceding meeting unless dispensed with by unanimous consent; board of directors' report, if any; officers' reports, if any; committee reports, if any; election of directors; unfinished business, if any; and new business, if any.

ARTICLE 3. BOARD MEMBERS

Section 1. General Powers. The Corporation's powers will be exercised by or under the authority of, and its business and affairs will be managed under the direction of its Board of Directors, subject to the limitations set forth in the Corporate Charter.

Section 2. Duties and Powers. The Board of Directors is responsible for establishing the overall policies and objectives for the management of affairs and assets of the Corporation. The Board of Directors will in all instances act as a Board and may adopt rules and regulations for the conduct of its meetings as it deems necessary, but not inconsistent with these By-laws, the Corporate Charter, and/or Oneida tribal law.

Section 3. Election, Number and Tenure. The initial Board of Directors, as established by the Corporate Charter, will consist of three (3) members. The membership of the Board will consist of a minimum of two (2) persons from the Oneida General Tribal Council who are voting members of that body, and a maximum of two (2) non-Oneida tribal members and members of the regional business community. The non-Oneida tribal members are limited to a one (1) term appointment. All board members must have extensive experience in medical, banking, business, economics, marketing, finance and accounting. The Business Committee will appoint the Board of Directors and one trainee who has no voting power. Terms of office are for a period of three (3) years for staggered terms. The Board of Directors by a two-thirds (2/3) majority vote may change the number of directors, but the non-Oneida tribal members must never exceed two (2).

Section 4. Compensation. Compensation will be set by a resolution of the Board of Directors. Board members will be paid actual and reasonable expenses, if any, for attendance at meetings or other activities of the Board of Directors. Nothing herein contained will be construed to preclude any board member from serving the Corporation in any other capacity and receiving compensation.

Section 5. Quorum. A majority of the Board of Directors constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors. The act

of the majority of Directors present at a meeting for which a quorum is present will be the act of the Board of Directors. If less than a majority of the Directors are present at a meeting, a majority of the Directors present, may adjourn the meeting without further notice.

Section 6. Regular Meetings. Regular meetings will be held quarterly.

Section 7. Special Meetings. Special meetings may be called by the Chairperson of the Board, the President or written request of at least two (2) members of the Board of Directors.

Section 8. Notice of Meetings. Notice of any meeting must be written and given at least forty-eight (48) hours prior to the regular or special meeting and delivered personally or mailed to each board member at his/her address for such notice. Any board member may waive the right to notice of the meeting. The business to be transacted at any regular or special meeting of the Board of Directors must be specified in the notice or waiver of notice of such meeting.

Section 9. Election of Board of Directors. Board members will be elected by the Business Committee at each annual meeting. The Business Committee will each collectively cast one (1) vote per position or vacancy on the Board of Directors. The candidates receiving the most votes for the amount of positions available will be seated as board members.

Section 10. Vacancies. Any vacancy occurring on the Board of Directors may be filled on an interim basis by a majority vote of the Board of Directors. An interim appointee will function in the capacity of a board member until the next annual meeting, at such time as the Business Committee elects a person to fill the vacancy for the remainder of that position's term.

Section 11. Resignation. A board member may resign at any time. Resignation must be in writing and will take effect immediately without acceptance.

Section 12. Removal. A board member may be removed with cause by a majority vote of the Business Committee or Board of Directors. Prior to removal, the board member will be given the opportunity to request a hearing with the Oneida Appeals Commission in order to object to the proposed removal.

Section 14. Voting Requirement. The affirmative vote of the majority of the board members at a meeting at which a quorum is present will be the act of the Board of Directors or a committee of the Board of Directors, unless otherwise specified by these by-laws.

Section 15. Board Members' Assent. A board member, announced as present at a duly-noticed meeting of the Board of Directors or a committee of the Board of Directors of which he/she is a member, will be deemed to have assented to an action unless the board member objects at the beginning of the meeting (or promptly upon his or her arrival) to holding the meeting or transacting business at the meeting; or minutes of the meeting are prepared, and reflect the board member's dissent to or abstention from the action taken.

Section 16. Committees. The President and/or the Board of Directors may create one (1) or more committees. The President will appoint to each committee two (2) or more board members and/or advisors.

ARTICLE 4. CORPORATE OFFICERS

Section 1. Appointments. The Board of Directors will appoint corporate officers at the first regular meeting of the Board after the annual meeting. If an officer is not appointed by the Board of Directors at such meeting, the appointment will be held as soon as possible. Each officer holds office until a successor is appointed and qualified, or until removed as provided by these by-laws.

Section 2. Number. The Board of Directors will appoint the offices of President, Vice President and Secretary/Treasurer.

Section 3. Resignations. An officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Resignation will take effect when the notice of resignation is delivered, unless the notice specifies a later effective date and the Board of Directors or President accepts the later effective date.

Section 4. Removal. An officer of the Corporation may be removed by a majority of the Board of Directors, with cause, when in the judgment of the Board of Directors, it would be in the best interest of the Corporation. Removal will be without prejudice to the contract rights of the person removed, and subject to Oneida tribal law.

Section 5. Vacancies. A vacancy in any corporate office because of death, resignation, removal, disqualification or otherwise must be promptly filled by the Board of Directors at a regular or special meeting specifically called for that purpose.

Section 6. Duties of Officers. The duties and powers of the officers of the Corporation are specified in these by-laws and may include any additional responsibilities, duties and powers which are set by resolution of the Board of Directors.

Section 7. President. The duties and powers of President are as follows:

- A. Be the principal executive officer of the Corporation who supervises and controls the activities of the Corporation.
- B. Preside at all meetings of the Board of Directors.
- C. Present an annual report on the conditions and the activities of the Corporation to the Board of Directors.
- D. Sign and execute all contracts, deeds, mortgages, assignments, leases, notes, drafts or other orders for payment of money, or other instruments in the name of

the Corporation for which the Board of Directors authorized execution or is otherwise permitted by these by-laws, except where the signing and execution is expressly delegated to some other officer or agent of the Corporation, or required by Oneida tribal law to be otherwise signed and executed.

- E. Cause all books, reports, statements, audit reports and certificates to be properly kept and filed as required by Oneida tribal law.
- F. Enforce the by-laws and perform all duties incident to this office which are required by law, and generally, perform all duties as may be prescribed by the Board of Directors.

Section 8. Vice President. The powers and duties of Vice President are as follows:

- A. In the absence of the President, perform the duties of the President, and when so acting, will have all the powers, duties and responsibilities of the office of the President.
- B. Perform all other such duties and have other powers as may be assigned by the Board of Directors or President which fall within the purposes of this Corporation.

Section 9. Secretary/Treasurer. The powers and duties of Secretary/Treasurer are as follows:

- A. Keep minutes of the Board of Directors meetings in an appropriate book set aside and used exclusively for such purpose.
- B. Give notice of regular and special meetings of the Board of Directors.
- C. Custodian of the records and seal of the Corporation and will affix seal on corporate papers when required.
- D. Attest to the execution of instruments on behalf of the Corporation by a proper officer and affixing the corporate seal to instruments on behalf of the Corporation.
- E. Attend to all correspondence and present to the Board of Directors at its meetings all official communications received by the Secretary.
- F. Perform all duties incident to the office of the Secretary and such other duties as may be assigned by the President or the Board of Directors.
- G. Make, sign and endorse or cause to be made, signed or endorsed on behalf of and in the name of the Corporation, all checks, drafts, notes and other orders for the payment of money, any pay out and disposal of such under the direction of the

President or Board of Directors, subject to banking resolutions of the Corporation.

- H. Keep and maintain at the principal office of the Corporation, accurate books of accounts of all transactions and activities, and at all reasonable hours exhibit books and accounts to any Director upon application during business hours.
- I. Report on the condition of the finances of the Corporation at each regular meeting of the Board of Directors and at other times as required, and at times prescribed by Oneida tribal law.
- J. Give bond, if required by the Board of Directors, in the amount so determined by the Board of Directors.
- K. Maintain all records and accounting methods of the Corporation in accordance with Oneida tribal law and standard business practice.
- L. Be aware of and have primary knowledge of all funds and securities of the Corporation, and deposit of such funds and securities in the appropriate account in banks, trust companies, or other depositories as designated by the Board of Directors.
- M. Perform all duties incident to the office of Treasurer of the Corporation.

ARTICLE 5. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority is subject to those limitations designated in the Corporate Charter. Any contract or other instrument over Fifteen Thousand Dollars (\$15,000) must be approved by resolution of the Board of Directors.

Section 2. Loans. No loans greater than Fifteen Thousand Dollars (\$15,000) may be taken on behalf of the Corporation, unless authorized by a resolution of the Board of Directors and subject the purposes for which this Corporation was formed.

Section 3. Checks, Drafts, and Other Orders for Payment. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, must be signed by such officer(s) or agent(s) of the Corporation in such manner as determined by resolution of the Board of Directors, subject to the purposes for which this Corporation was formed.

Section 4. Deposits. All funds of the Corporation, not otherwise employed, will be deposited in banks, trust companies or other depositories as the Board of Directors elect.

ARTICLE 6. FISCAL YEAR

The Corporation will have the fiscal year as determined by the Board of Directors. Such fiscal year will end the last day of any one calendar month, and will begin the first day of the next succeeding calendar month.

ARTICLE 7. INDEMNIFICATION

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

ARTICLE 8. TRIBAL SERVICES

The Corporation may contract for services offered by the Oneida Nation that will serve the best interests of the Corporation, whenever feasible.

ARTICLE 9. TAXES

The Corporation will be subject to the taxing authority, if applicable, of the Oneida Nation, the federal government and/or the State of Wisconsin and its local governmental units, if applicable.

ARTICLE 10. 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 of Directors, subject to approval by the Oneida Business Committee.

CERTIFICATION

I certify that the above By-laws of the Oneida Seven Generations Corporation consisting of seven (7) pages, this page included, are the by-laws of this Corporation, adopted by the Board of Directors at a duly noticed meeting on the 9th day of December, 1996.



Chris Luttrell, Secretary
Oneida Seven Generations Corporation