

# Oneida Tribe of Indians of Wisconsin

## BUSINESS COMMITTEE



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



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.

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### Resolution # BC-12-23-08-A

*Amending the Oneida Total Integrated Enterprises Operating Agreement to Expand the Board from Three to Five Members*

- WHEREAS, the Oneida General Tribal Council is the duly recognized governing body of the Oneida Tribe of Indians of Wisconsin, and
- WHEREAS, the Oneida General Tribal Council has been delegated the authority of Article IV, Section I of the Oneida Tribal Constitution, and
- WHEREAS, the Oneida Business Committee has been delegated duties and responsibilities by the Oneida General Tribal Council and is at all times subject to the review powers of the Oneida General Tribal Council, and
- WHEREAS, the Oneida Business Committee, on April 11, 2007, approved the formation of Oneida Total Integrated Enterprises, LLC (OTIE) and
- WHEREAS, OTIE has acquired 8(a) certification under the Small Business Administration, and
- WHEREAS, OTIE has acquired assets and is now on the brink of having the ability to fulfill its role as part of the economic diversity to be developed by the Oneida Tribe of Indians of Wisconsin, and
- WHEREAS, OTIE currently has a Board of Managers as depicted in its Operating Agreement consisting of three Managers, and
- WHEREAS, it has been recommended to the Oneida Business Committee that the Board of Managers be expanded to five members, and
- WHEREAS, the Oneida Business Committee finds that a Board of Managers consisting of five qualified individuals would enhance the viability of OTIE and its ability to contribute to the economic development of the Oneida Tribe of Indians of Wisconsin, and
- WHEREAS, within the Operating Agreement for OTIE, Article 3.2, the Member that is the Oneida Tribe of Indians of Wisconsin may determine that the Board of Managers may consist of a number of other than three, and
- WHEREAS, the current Board of Managers has one vacancy, which term did expire in June of 2008, and

WHEREAS, the current Board of Mangers has two filled seats, wherein one seat should expire in June of 2009, and the other in June of 2010,

NOW THEREFORE BE IT RESOLVED that the Oneida Business Committee does hereby determine that the Board of Managers for Oneida Total Integrated Enterprises, LLC, should consist of five (5) qualified individuals to be appointed by the Oneida Business Committee as the Member to OTIE, and

BE IT FURTHER RESOLVED that the Oneida Business Committee will appoint a qualified individual to fill the current vacant seat, which shall expire and be up for renewal or reappointment in June of 2011, and

BE IT FURTHER RESOLVED that the Oneida Business Committee will appoint two qualified individuals to fill the newly open seats on the expanded Board of Managers, and

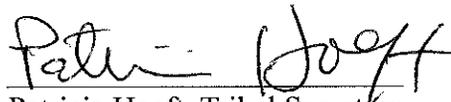
BE IT FURTHER RESOLVED that the first newly appointed seat shall serve an initial two year term, with review for renewal or reappointment in June of 2010, the seat to become a three year term of office thereafter, and

BE IT FURTHER RESOLVED that the second newly appointed seat shall serve a three year term, with review for renewal or reappointment in June of 2011, the seat to remain a three year term of office position, and

BE IT FINALLY RESOLVED that the Chairperson is authorized on behalf of the Oneida Business Committee and Oneida Tribe of Indians of Wisconsin to sign an amendment to the Operating Agreement so as to reflect these changes to the Board of Managers.

#### CERTIFICATION

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 constitute a quorum. 7 members were present at a meeting duly called, noticed and held on the 23<sup>rd</sup> day of December 2008; that the foregoing resolution was duly adopted at such meeting by a vote of 6 members for; 0 members against, and 0 members not voting; and that said resolution has not been rescinded or amended in any way.

  
Patricia Hoeft, Tribal Secretary  
Oneida Business Committee

\*According to the By-Laws, Article I, Section 1, the Chair votes "only in the case of a tie."

**OPERATING AGREEMENT  
OF  
ONEIDA TOTAL INTEGRATED ENTERPRISES, LLC**

**FIRST AMENDMENT TO THE AGREEMENT**

This amendment to the current Limited Liability Company Operating Agreement (Agreement) is adopted and entered into by the Oneida Tribe of Indians of Wisconsin, (Oneida or Member) and the Oneida Total Integrated Enterprises, LLC (Company) pursuant to the Nevada Limited Liability Company Act, NRS § 86.010 et seq. (Act) and Article 10.8 of the Agreement permitting amendments to the Agreement.

The parties agree to as follows:

1. Article 3.2 is amended to state: Number. The number of Managers constituting the Board of Managers shall be five (5) unless and until otherwise determined by the Member.
2. Article 3.3 is amended to state: Appointment of Managers. The Member shall appoint the Managers and each Manager shall serve until the end of the Manager's term or until the earlier of death, resignation, removal or disqualification of such Manager. The Member shall appoint Managers in such as manner as to stagger terms of office, which shall generally be three years, but may be modified upon appointment or thereafter at discretion of the Member so as to preserve continuity and prevent excessive expiration of terms of office in the same calendar year.

In witness thereof, the undersigned have duly executed this Amendment to the Agreement as of the 23<sup>rd</sup> day of December 2008.

**ONEIDA TOTAL INTEGRATED ENTERPRISES, LLC**

DATE: 12-23-08

BY: 

**ONEIDA TRIBE OF INDIANS OF WISCONSIN**

DATE: 12-23-08

BY: 