



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

Oneida Tribe of Indians of Wisconsin, Inc.



UGWA OENOLUK YATENE
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.

DE PERE
ROUTE 4



WISCONSIN
54115

M E M O R A N D U M

DATE: January 27, 1977
TO: Florence Jones, Director Tribal Museum Project
FROM: Jerry Hill, Tribal Law Clerk
RE: Museum Charter and Bylaws Outline

A. INTRODUCTION

The following is a proposed outline for the Oneida Museum. It is put forward as a guide to organize the Museum and subject to recommendations of the Museum Committee.

The material has been arranged on the basis that the Museum would be chartered by the tribe. However, it should be pointed out that incorporation under the State of Wisconsin is possible and similar in format. The relative merits of either method of incorporation may be the subject of another analytical report which I can undertake if so requested.

B. OUTLINE OF CHARTER AND BYLAWS

I. CHARTER (the following may be listed as Articles)

- a. Preamble - explanation of corporation and objects to be accomplished (this may or may not be included).
- b. Specific purposes and goals.
- c. Powers - enumerated list of powers to be held and exercised by the corporation, for example:
 - 1) Buy, sell, etc., property.
 - 2) Make contracts, seek funds, etc.
 - 3) Borrow or lend money.

4) Sue and be sued in corporate name.

d. Organization

1) Board of Trustees or Directors - establish policy for corporation.

2) Officers - President, Vice President, Secretary, and Treasurer.

3) Employees - carry out administration of Museum.

e. Amendments (to Charter) - this designates the manner in which the articles of incorporation may be changed.

f. Distribution of Assets - provides for winding down of corporation.

II. BY-LAWS (rules or regulations adopted govern the activities of the corporation). The following are examples only:

(these may be called Articles)

a. Offices - refers to location, designates where corporation to be operated.

b. Board of Trustees (or Directors)

1) Powers (of Board)

2) Number, term of office and qualification

3) Vacancies - procedure for filling vacancies

4) Removal of Directors

5) Annual meetings

6) Regular and special meetings

7) Notice of special meetings

8) Waiver of notice

9) Quorum

10) Action by majority vote

c. Officers

1) Officers - President, Vice President, Secretary, and Treasurer

- 2) Term
- 3) Removal
- 4) Resignations
- 5) Vacancies
- 6) President - duties and responsibilities listed
- 7) Vice President - duties and responsibilities listed
- 8) Secretary - duties and responsibilities listed
- 9) Treasurer - duties and responsibilities listed
- 10) Other officers

(d, e, f, these could all go under a sub-article titled "Finances")

- d. Books and Records - where and how kept
- e. Annual Audit - usually by C.P.A. to Board
- f. Grants, Contracts, Gifts, etc.
- g. Compensation of Officers and Trustees (or Directors)
 - 1) Officers
 - 2) Compensation
- h. Liability and Indemnification - defines extent of liability of Trustees (or Directors) and right of indemnification of Trustee (or Director) or officer or former Trustees (or Directors) or officers.
- i. Amendments of By-Laws
 - 1) Amendments by Trustees (or Directors)
 - 2) Change of place of annual meeting

C. CONCLUSION

The foregoing is presented as a possible guide to incorporation for the Museum Committee. It may be enlarged, simplified or dismissed at the discretion of the Committee.

If after discussion by the Committee it is their desire to make a more specific draft I will do so at their request.