

NON-PROFIT CHARTER
OF THE
SENECA ACADEMY

WHEREAS, the Preamble to the Constitution of the Seneca Nation of Indians of 1848, as amended (the “Constitution”) provides that the Seneca people seek to “provide for ourselves greater safeguards to pursuit of life, liberty and happiness, and to bring ourselves, as a Nation, to as high a plane intellectually, socially, and morally as possible”; and

WHEREAS, for nearly 200 years, the Seneca people have become almost completely dependent upon foreign governments, in particular New York State, for the education of Seneca children; and

WHEREAS, educational dependence upon New York State through its boarding and public schools has resulted in the systematic and intergenerational indoctrination of Seneca children in the philosophy, culture, and identity of non-Seneca people which has denied the opportunity for every Seneca child to obtain the intellectual, social, and moral foundation necessary to maximize their full potential; and

WHEREAS, the consequence of this state of affairs is that the Seneca people are not appropriately educated to assume the civic, economic, and cultural responsibilities necessary to ensure a strong and productive Nation seven generations into the future; and

WHEREAS, it is declared the policy of the Nation that the provision of education to the Nation’s youth is an essential government function over which the Nation must exercise primary authority; and

WHEREAS, Section I of the Constitution vests the Legislative Authority of the Seneca people in the Nation's Council.

NOW, THEREFORE, the Nation's Council, pursuant to its constitutional authority, does hereby grant this Charter to create, appoint and constitute the SENECA ACADEMY.

1. Creation of Seneca Academy and Principal Place of Business.

By this Charter, the Nation creates the Seneca Academy (the "School"), as a non-profit corporation. The School shall have its principal place of business at 3644 Administration Drive, Jimersontown, Allegany Territory or at such other location within the Nation's territories that the Board of Trustees of the School shall determine.

2. Purposes.

a. The purpose of the School is to operate a school to provide the best possible education to the Nation's youth in a culturally relevant manner.

b. The School is organized exclusively for charitable, religious, and educational purposes.

c. No part of the net earnings of this Association shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, the Association shall not, except to

an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Association.

3. Definitions.

For purposes of this Charter, when capitalized, the following terms shall have the meanings respectively specified---

- a. "Board of Trustees" shall mean the Board of Trustees of the School created by this Charter.
- b. "School" shall mean the Seneca Academy created by this Charter.
- c. "Councillors" shall mean the duly elected Councillors of the Nation.
- d. "Council" shall mean the legislative elected body of the Nation.
- e. "Nation" shall mean the Seneca Nation of Indians, a sovereign nation.
- f. "Nation Entity" shall mean any entity created or owned by the Nation for economic or governmental purposes, and which is controlled by the Council or a governing body which is appointed by the Council. An entity shall be deemed controlled by the Council if a majority of persons serving on the body which governs the entity are chosen by or are required to be Councillors. The School is not a Nation Entity.

4. Perpetual Succession.

The School shall have perpetual succession in its corporate name, except as otherwise provided in this Charter.

5. Relation to the Seneca Nation.

- a. The School shall constitute a governmental instrumentality of the Nation, wholly-owned by the Nation, having autonomous existence separate and distinct from the Nation.
- b. For purposes of taxation, civil jurisdiction and regulatory jurisdiction, the School shall be deemed a subordinate arm of the Nation and shall be entitled to all of the privileges and immunities of the Nation.
- c. The School shall have no power to exercise any regulatory or legislative power; the Nation reserves from the School all regulatory, legislative and other governmental power.

6. Ability to Sue and Be Sued.

- a. The Council hereby gives its consent to allowing the School, by resolution duly adopted by the Board of Directors, to sue and to be sued in its corporate name, upon, or to submit to arbitration or alternative dispute resolution any controversy arising under, any contract, claim or obligation arising out of its activities under this Charter, provided, that such resolution shall be subject to the approval of Council. The Council also authorizes the School, by resolution duly adopted by the Board of Directors, to agree by contract to waive its immunity from suit, provided, that such waiver shall be subject to the approval of Council. Notwithstanding the foregoing, the Nation shall not be liable for the debts or obligations of the School and the School shall have no power to pledge or encumber the assets of the Nation. This action does not constitute a waiver of any immunity of the Nation or a delegation to the School of the power to make such a

waiver. The School's ability to sue and be sued and to waive its immunity from suit shall at all times remain with the Board of Directors to be granted by duly adopted resolution subject to the approval of Council.

- b. The School, by resolution duly adopted by the Board of Directors and approved by the Council, shall have the authority to consent (i) to the exercise of jurisdiction over any suit or over the School by the courts of any state, the federal courts, the courts of the Nation or any other Indian Nation, or the courts of any United States territory or foreign jurisdiction, and (ii) to arbitration or alternative dispute resolution. Such authority shall at all times remain with the Board of Directors to be granted by duly adopted resolution subject to the approval of Council.
- c. Except as expressly provided in this section, the Nation by the adoption of this Charter and the establishment of the School is not waiving its sovereign immunity in any respect or consenting to the jurisdiction of any court. This section shall be strictly construed with a view toward protecting Nation assets from the reach of creditors and others.

7. Powers of School.

- a. It is the purpose and intent of this Charter to authorize the School to do any and all things necessary or desirable consistent with its purpose as set forth in Section 2 of this charter and its non-profit status generally.
- b. Subject to the limitations set forth in this Charter and Nation law, the Board of Trustees shall manage and have complete control over the conduct of the School's

affairs and shall have the full power to act for and bind the School. Such authority shall be exercised pursuant to the bylaws of the School.

c. Subject to the limitations set forth in this Charter and Nation law, the School, by and through the Board of Trustees acting on behalf of the School, shall have the following powers which it may exercise consistent with the purposes for which the School was established:

- (i) to own and operate an educational facility with respect to the purposes set forth in Section 2 of this charter;
- (ii) to engage in advocacy efforts to protect and preserve the culture and language of the Nation;
- (iii) to have a corporate seal, and alter the seal, and use it by causing it or a facsimile to be affixed, impressed or reproduced in any other manner;
- (iv) to adopt, amend or repeal bylaws, including emergency bylaws, relating to the business of the School, the conduct of its affairs, its rights and powers and powers of its Board of Trustees and officers;
- (v) to elect or appoint officers, employees or other agents of the School, prescribe their duties and fix their compensation, and indemnify officers, employees and agents;
- (vi) to enter into, make, perform and carry out, cancel and rescind contracts, agreements and understandings for any lawful purpose pertaining to its business with any person, partnership, limited partnership, corporation, limited liability company, Indian Nation, Nation Entity, or other entity, provided, however, that that the School shall not have the power to enter

into any agreement with a State or Federal government or governmental agency without the express approval of the Nation's Council;

- (vii) to hold or lease property from the Nation, a Nation Entity or others for such periods as are authorized by law, and to hold, mortgage, manage or sublease the same, provided, that nothing herein shall be construed to include, and the School shall not have, any power to grant or permit or purport to grant or permit any right, lien, encumbrance or interest in or on any real property within Nation territories;
- (xiv) to purchase, receive, take by grant, devise, bequest or otherwise, lease or otherwise acquire, own, hold, improve, employ, use, and otherwise enjoy all powers necessary or appropriate to deal in and with, real and personal property, or an interest in real or personal property, wherever situated;
- (xv) subject to the provisions of this Charter, to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, or create a security interest in any of its property or an interest in its property, wherever situated;
- (xvi) to employ contractors, consultants, attorneys and accountants; provided, that the School shall not engage in any efforts to politically influence any Indian nation, federal, state, or local government or their officials;
- (xvii) to employ, discipline and discharge employees and establish personnel policies and terms and conditions of employment;
- (xviii) to purchase insurance from any stock or mutual company for any property or against any risks or hazards;

(xix) to establish and maintain such bank accounts as may be necessary or convenient; and

(xx) to take such further specific actions as the Board of Trustees may deem necessary to effectuate any or all of the purposes for which the School is organized.

d. Should the School use the Nation's seal in any official capacity or represent that the School is or is acting on behalf of the Nation, this Charter shall immediately be revoked.

8. Management of the School.

a. There is hereby established a Board of Trustees of the School, the purpose of which is to carry out the duties and powers of the School as set forth in this Charter.

b. The Board of Trustees shall be comprised of no more than sixteen (16) members, no more than six (6) of whom shall be residents of the Allegany Territory and no more than six (6) of whom shall be residents of the Cattaraugus Territory. The Education Director for each of the Allegany and Cattaraugus Territories, and their successors, shall each serve as a member of the Board. The Headmaster of the Nichols School of Buffalo, New York, and his successor, shall serve as a member of the Board. One Councillor from each of the Allegany and Cattaraugus Territories shall serve as a member of the Board.

c. The initial Board shall be comprised of Arlene Bova, Trudy Jackson, Carrie Peterson, Robert Odawi Porter, Yebishawn Snyder, and Todd Waite.

- d. Each Trustee shall hold office for a term of four years or until his or her prior death, resignation, removal, or replacement, provided, that Councillor Trustees shall serve only during their term of office.
- f. Board members may be removed by the Board without cause by an affirmative vote of two-thirds (2/3) or more Trustees.

9. Operation of School.

- a. The School shall conduct business pursuant to bylaws consistent with this Charter and adopted by the Board of Trustees.
- b. The School may have such officers and committees as the bylaws may provide.
- c. The Board of Trustees shall meet as often as necessary to conduct its business, but no less frequently than monthly. All meetings shall be held on one of the Territories of the Nation. A majority of the Board of Trustees shall be necessary to constitute a quorum for the transaction of business. An action taken or approved by a majority of those Board members present at a meeting at which a quorum is present shall be necessary to constitute an official act of the School. The Board of Trustees shall keep complete and accurate records of all meetings and actions taken.
- d. The Board of Trustees shall keep full and accurate financial records.
- e. The members of the Board of Trustees shall serve without compensation, but shall be reimbursed for actual expenses incurred in the discharge of their duties, including necessary travel expenses.

10. Reports to the Nation and Public.

- a. The Board of Trustees shall prepare and make available to the public within thirty (30) days after the close of each quarter a quarterly report, signed by the Board Chairperson, showing:
 - (i) a summary of the quarter's activities;
 - (ii) the financial condition of the School;
 - (iii) any significant problems and accomplishments;
 - (iv) plans for the following quarter; and
 - (v) such other information as the Board of Trustees or the Nation deems pertinent.

- b. The Board of Trustees shall prepare and make available to the public within sixty (60) days after the close of each fiscal year an annual report, signed by the Chairperson, showing:
 - (i) a summary of the fiscal year's activities;
 - (ii) the complete financial condition of the School;
 - (iii) any significant problems and accomplishments;
 - (iv) plans for the following fiscal year; and
 - (v) such other information as the Board of Trustees or the Nation deems pertinent.

- c. The Board of Trustees shall file with the Council of the Seneca Nation of Indians a copy of its complete annual report.

11. Finances and Accounting.

- a. The fiscal year of the School shall be from July 1 to June 30.

- b. The Board of Trustees shall establish and install an accounting system (i) in conformity with accounting principles generally accepted in the School's industry and related activities, and (ii) necessary and advisable, in the reasonable discretion of the Board of Trustees, in order to manage the assets of the School.
- c. The accounts and records of the School shall be audited at the close of each fiscal year and a copy of the audit report shall be made available to the public.
- d. The books, records and property of the School shall be available for inspection at all reasonable times by the public.

12. Dissolution or Liquidation.

- a. In the event of the dissolution or final liquidation of the School, none of the property of the School nor any proceeds thereof shall be distributed to or divided among any of the Trustees or officers of the School or inure to the benefit of any individual.
- b. After all liabilities and obligations of the School have been paid, satisfied and discharged, or adequate provision made therefor, all remaining property and assets of the School shall be at the direction of the Board of Trustees, to one or more organizations designated pursuant to a plan of distribution approved by the Peacemakers Court of the Seneca Nation of Indians.

13. Amendment.

This Charter may be amended within the first (60) sixty days of its adoption by a majority vote of the Board; provided, that thereafter no provision of this Charter may be amended unless (a) the Board shall have twice approved such amendment by a two-thirds (2/3) majority vote at two (2) separate meetings held no less than one (1) week apart, and

thereafter (b) upon presentation of the amendment by the Board of Trustees, the Nation's Council approves the requested amendment by an affirmative vote of at least ten (10) Councillors.

14. Severability.

If any provision of this Charter is held invalid, the remainder of the provisions of this Charter shall not be affected.

15. Effective Date.

This Charter shall be effective from and after the date of its adoption by the Council.