

ORIGINAL

UPPER MATTAPONI TRIBE
BILL NO. 6

SHARON INDIAN SCHOOL FOUNDATION, INC. REORGANIZATION ACT OF 2024

At a duly called Regular Meeting of the Council held this 24th day of February, 2024, the following Resolution and Law were adopted.

WHEARAS; since 1976, the Tribe has operated a non-profit corporation for the benefit of the citizens of the Tribe, and which is currently called the *Sharon Indian School Foundation, Inc.* ("Foundation"); and,

WHEREAS; the Tribe has identified the need to update and reform the Foundation to address operational issues including the composition of the Board of Directors.

NOW THEREFORE BE IT RESOLVED, that the Council hereby enacts the attached law entitled, "Sharon Indian School Foundation, Inc. Reorganization Act of 2024".

CERTIFICATION

The foregoing resolution was duly voted upon by the Council on February 24th, 2024, at a Regular Meeting with a vote of 6 in favor and 0 opposed, 0 abstaining, and 1 absent, pursuant to the authority vested in the Council by the Constitution of the Tribe.


Speaker of the Council

2024-
COUNCIL - RESOLUTION NO. 05:

SPONSOR: Ken Adams, Council Representative
CO-SPONSOR(S): _____

REPRESENTATIVES	YES	NO	ABSTAIN	ABSENT
Rob Adams	✓			
Ken Adams	✓			
Wilma Hicks	✓			
Sonny Knighton	✓			
Desiree Dyer	✓			
Owen Adams	✓			
Lenny Adams				✓

ASSISTANT CHIEF: (Authorized to break tie votes only): _____

DELIVERY OF THE RESOLUTION AND LAW TO THE CHIEF

Resolution No. 05 was presented to the Chief of the Upper Mattaponi Tribe on the 28th day of February 2024, pursuant to the Article VII, Section 5(f) of the Constitution of the Upper Mattaponi Tribe, and will become effective after signature by the Chief or veto override by the Council.

Wilma Hicks for Rob Adams
Speaker of the Council

CHIEF'S ACTION:

APPROVED

VETO - RETURNED TO COUNCIL WITH EXPLANATION:

On this 28th day of February, 2024

W. Frank Adams
Chief

Presented by the Chief to the Council on the ____ day of _____, 20__.

COUNCIL'S ACTION:

Override of Chief's veto:

YES

NO

REPRESENTATIVES	YES	NO	ABSTAIN	ABSENT

CERTIFICATION

The foregoing resolution was duly voted upon by the Council on this _____ day of _____, 20 ____, at a meeting with a vote of _____ in favor and _____ opposed, and _____ abstaining, and _____ absent pursuant to the authority vested in the Council by the Constitution of the Upper Mattaponi Tribe.

Speaker of the Council

Section 1.1 Short Title.

This enactment shall be known as, the “The Sharon Indian School Foundation, Inc. Reorganization Act of 2024” (“Act”).

Section 1.2 Purpose.

The purpose of this Act is to authorize and direct the reorganization of the Sharon Indian School Foundation, Inc. (“SISF”) including the selection of a Board of Directors, an update of the Articles of Incorporation, and the development of corporate Bylaws, in accordance with the corporate articles for the benefit of the citizens of the Tribe.

Section 1.3 Findings.

The Council hereby finds and declares that:

- (a) On June 14, 1976, upon the approval of the Articles of Incorporation (“Articles”), the *Upper Mattaponi Indian Tribal Association, Inc.* was incorporated under Virginia state law as a non-stock (non-profit) corporation (the “Tribal Association”) for the benefit of the Upper Mattaponi People.
- (b) In April 2016, the People created the “*Constitution and By-Laws of the Upper Mattaponi Indian Tribe*”, which acted as a corporation known as the *Upper Mattaponi Indian Tribe, Inc.*, a non-profit corporation organized under the laws of the Commonwealth of Virginia, in conjunction with the Tribe.
- (c) On January 9, 2018, the United States officially recognized the Upper Mattaponi Tribe when it enacted the Thomasina E. Jordan Indian Tribes of Virginia Federal Recognition Act of 2017.
- (d) On October 8, 2020, the *Upper Mattaponi Indian Tribe, Inc.* was renamed as the “*Sharon Indian School Foundation, Inc.*” (“SISF” or “Foundation”), which became the successor corporation.
- (e) On July 22, 2023, the voters approved the new Constitution of the Upper Mattaponi Tribe (“New Constitution”). The New Constitution expressly replaced the 2016 Constitution and By-Laws.
- (f) The Board of Directors of the Foundation consists of five Members, whose terms of office as Board Members coincided with the terms of office of officials of the Tribe, which were altered and reset as a result of the approval of the New Constitution.
- (g) The Council has identified the need to clarify the qualifications, requirements, terms of office, and process to select and install Board Members of the

Foundation, and to direct the development of a formal process to address Board Member vacancies in the future.

- (h) The Articles are silent on the issue of the expiration of Board Members' terms of office or the process to fill any Board Member vacancies.
- (i) The 2023 Annual Report of the Foundation ("Annual Report") filed with the State Corporation Commission listed five Directors and officers.

Section 1.4 Board of Directors of the Foundation.

- (a) The Council hereby authorizes and directs the five Directors and officers listed in the 2023 Annual Report and who are still serving on the Board of Directors to officially modify the Articles of the Foundation to set new requirements for including: (1) at least three Board Members with all Members serving four-year, staggered terms of office; (2) Board Members selected upon appointment by the Chief and confirmation by the Council; and, (3) Board Member vacancies filled upon nomination by the Chief and confirmation by the Council.
 - (i) The initial terms of office for Board Members shall begin upon the approval of the modified Articles of the Foundation and the installation of a newly seated Board of Directors.
 - (ii) The Articles of the Foundation shall include a requirement that a majority of the Members of the Board of Directors must be citizens of the Tribe.
- (b) The Council hereby authorizes and directs the five Directors and officers listed in the 2023 Annual Report and who are still serving on the Board of Directors to officially adopt Bylaws for the Foundation.