

TITLE 18 - HOUSING AND CONSTRUCTION

CHAPTER 2 - VI-IKAM DOAG INDUSTRIES

Legislative History: Ordinance No. 1-84, "Charter of the Vi-ikam Doag Industries, Inc.," was enacted by the Papago Council on February 8, 1984 and approved by the Acting Superintendent of the Papago Agency on March 20, 1984; amended by Resolution No. 98-224 (amending Article II, paragraph 2 and transferring \$1,000,000 as collateral for bonding program) on June 9, 1998.

ORDINANCE OF THE PAPAGO TRIBAL COUNCIL
(Charter of the Vi-ikam Doag Industries, Inc.)

ORD. NO. 1-84

1 Pursuant to the authority vested in the Papago Council by law, and in
2 particular by Article V of the Constitution of the Papago Tribe, and its
3 authority to provide for the health, safety, morals and welfare of the Papago
4 Tribe, the Papago Council does hereby establish a public body known as the
5 Vi-ikam Doag Industries, Inc., (hereinafter referred to as the "Vi-ikam Doag
6 Industries"), as a non-profit public corporation, and enacts this ordinance
7 which shall establish the purposes, powers, and duties of the Vi-ikam Doag
8 Industries.

7 CHARTER OF THE VI-IKAM DOAG INDUSTRIES, INC.

8 ARTICLE I

9 PURPOSES

10 The objects, purposes, and the general nature of the business for which
11 Vi-ikam Doag Industries is formed shall be:

- 11 1. To study, foster, encourage and promote the development of business and
12 employment opportunities in the San Lucy District, of the Papago
13 Reservation.
- 14 2. To develop opportunities for income and revenue for members of the Papago
15 Tribe and particularly for such members who reside within the boundaries
16 of the San Lucy District of the Papago Reservation.
- 17 3. To develop revenues for the benefit of the San Lucy District.
- 18 4. To work cooperatively with individuals, families and groups, with the
19 Council of the San Lucy District and the Papago Tribe, and with any
20 federal, state, county or municipal agencies, or with private or public
21 corporations to achieve the objects and purposes of Vi-ikam Doag Industries.
- 22 5. To do everything necessary, proper, advisable or convenient for the
23 accomplishment of the objects and purposes hereinabove set forth, and to
24 do all things incidental hereto or connected therewith, which are not
25 forbidden by law or this Charter.

21 ARTICLE II

22 POWERS

- 23 1. The Vi-ikam Doag Industries shall have perpetual succession in its
24 corporate name.
- 25 2. The Papago Tribe hereby gives its irrevocable consent to allowing the
26 Vi-ikam Doag Industries to sue and be sued in its corporate name upon any
27 contract, claim or obligation arising out of its activities under this
28 Charter, and hereby authorizes the Vi-ikam Doag Industries to agree by
29 express provisions in a contract to waive any immunity from suit it might
30 otherwise have; provided however, that the foregoing consent and author-
31 ization shall not be deemed a consent or an authorization by or on behalf
32 of the Vi-ikam Doag Industries or the Papago Tribe to the levy of any
judgment, lien, attachment, execution or other judicial process upon the
property, assets or receipts pledged or assigned, and further provided
that neither the Papago Tribe nor the San Lucy District shall be liable
for the debts or obligations of Vi-ikam Doag Industries.
3. Subject to the limitations set out in Section 2 above, the Vi-ikam Doag
Industries shall have the following powers which it may exercise
consistent with the purposes for which it was established:

- 1 (a) To have a corporate seal which may be altered at pleasure, and
2 to use the same by causing it, or a facsimile hereof, to be impressed
or affixed or in any other manner reproduced.
- 3 (b) To purchase, take, receive, lease, take by gift, devise or bequest,
4 or otherwise acquire, own, hold, improve, use and otherwise deal in
and with real or personal property, or any interest therein, wherever
5 situated.
- 6 (c) To sell, convey, mortgage, pledge, encumber, lease, exchange, trans-
7 fer and otherwise dispose of all or any part of its property, assets
and receipts.
- 8 (d) To lend money to its employees, other than its officers and directors,
and otherwise assist its employees, officers and directors
- 9 (e) To purchase, take, receive, subscribe for, or therwise acquire, own,
10 hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise
dispose of, and otherwise use and deal in and with, shares or other
11 interests in, or obligations of, other domestic or foreign
corporations, whether for profit or not for profit, associations,
12 partnerships or individuals, or direct or indirect obligations of
the United States, or of any other government, state, territory,
13 governmental district, municipality, tribe, or of any instrumentality
thereof.
- 14 (f) To make contracts and guarantees and incur liabilities, borrow
15 money at such rates of interest as Vi-Ikam Doag Industries may
determine, issue its notes, bonds, and other obligations by mortgage,
16 pledge or encumbrance of all or any of its property, franchises and
income.
- 17 (g) To lend money for its corporate purposes, invest and reinvest its
18 funds, and take and hold real and personal property as security for
the payment of funds so loaned or invested.
- 19 (h) To conduct its affairs, carry on its operations, and have offices
20 and exercise the powers granted by this Ordinance on the Papago
Reservation and in any state, territory, district, or possession of
21 the United States, or in any foreign country.
- 22 (i) To elect or appoint officers and agents of Vi-ikam Doag Industries,
23 who may be directors, and define their duties and fix their
compensation.
- 24 (j) To adopt and alter by-laws, not inconsistent with this Ordinance or
25 with the laws of the Papago Tribe, as the Board deems necessary
and appropriate.
- 26 (k) To make donations for the public welfare or for charitable,
scientific or educational purposes on the Papago Reservation.
- 27 (l) To pay pensions and establish pension plans or pension trusts for
28 any or all of its directors, officers and employees at such time,
as Vi-ikam Doag Industries is financially secure.
- 29 (m) To take such further actions as are commonly engaged in by public
30 bodies of this Charter as the Board may deem necessary and desirable
to effectuate the purposes of Vi-ikam Doag Industries.
- 31 (n) To cease its corporate activities and surrender its corporate charter
32

1 (o) To do any and every other act, thing, or undertaking necessary,
2 convenient, incidental to, or desirable, directly or indirectly, to
3 the attainment of and in furtherance of the purposes set out in
Article I which an individual might do.

4 (p) All words and clauses appearing in this Article II are used in the
5 broadest sense and are intended to be so construed. The powers
6 herein enumerated shall not, however, be construed as purposes, and
the Vi-ikam Doag Industries shall have and use such powers solely
in furtherance of, but not in addition to, the purposes set forth
in Article I.

7 ARTICLE III

8 BOARD OF DIRECTORS

9 1. (a) (1) The affairs of Vi-ikam Doag Industries shall be managed by
10 a Board of Directors composed of five persons.

11 (2) The following named individuals shall serve as members of the
12 initial Board of Directors of Vi-ikam Doag Industries for the
following terms or until their successors have been duly
appointed and have assumed their offices:

13 Name	Term	Address:
14 Richard Ramirez	5 year term	P.O. Box 387 Sells, Arizona 85634
15 Ricardo M. Baptisto	4 year term	P.O. Box 639 Gila Bend, Arizona 85337
16 Delma Ramirez	3 year term	P.O. Box 255 Gila Bend, Arizona 85337
17 Irene Jose	2 year term	P.O. Box 517 Gila Bend, Arizona 85337
18 Max P. Jose	1 year term	P.O. Box 517 Gila Bend, Arizona 85337

19 (3) Future Board members shall be appointed, and may be reappointed,
20 by the Council of the San Lucy District. A certificate of the
21 Secretary of the District Council as to the appointment or
22 reappointment of any director shall be conclusive evidence of
23 the due and proper appointment of the director.

24 (4) A director shall be a member of the Papago Tribe and may be a
25 member or non-member of the Papago or San Lucy District Council.

26 (b) The term of office shall be five years and staggered, and all
27 appointments subsequent to the first appointment made in Section 1
28 (a) (2) above, shall be for five years, except that in the case of
29 a prior vacancy an appointment shall be only for the length of the
unexpired term. Each member of the Board shall hold office until
a successor has been appointed and has assumed office.

30 (c) A member of the Board may be removed by the Council of the San Lucy
31 District for serious inefficiency or neglect of duty or for mis-
32 conduct in office, but only after a hearing before the Council and
only after the member has been given a written notice of the specific
charges at least 10 days prior to the hearing. At any such hearing

- 1 the member shall have the opportunity to be heard in person or by
2 counsel and to present witnesses in the member's behalf. In the
3 event of removal of any Board member, a record of the proceedings,
4 together with the charges and findings thereon, shall be filed with
5 the Council of the San Lucy District.
- 6 (d) Any member of the Board may resign at any time by giving notice to
7 the Chairman or Secretary of the Board. Such resignation shall take
8 effect at the time specified in said notice and, unless otherwise
9 specified therein, the acceptance of such resignation shall not be
10 necessary to make it effective. Any vacancy on the Board because
11 of death, resignation, or of any other cause shall be filled for
12 the unexpired term by the Council of the San Lucy District.
- 13 (e) The Board shall elect from among its members a Chairman, Vice Chair-
14 man, a Secretary, and a Treasurer; and any member may hold two of
15 these positions. In the absence of the Chairman, the Vice Chairman
16 shall preside; and in the absence of both the Chairman and Vice
17 Chairman, the Secretary shall preside.
- 18 (f) Any officer of the Board may be removed by the Board whenever, in
19 its judgment, the best interest of Vi-ikam Doag Industries will be
20 served thereby.
- 21 (g) Any officer may resign from office at any time by giving notice to
22 the Board, or to the Chairman or Secretary. Such resignation shall
23 take effect at the time specified therein and, unless otherwise
24 specified therein, the acceptance of such resignation shall not be
25 necessary to make it effective. Any vacancy in any office because
26 of death, resignation, removal, or any other cause shall be filled
27 for the unexpired portion of the term by a majority of the Board.
- 28 (h) A majority of the full Board (i.e., notwithstanding the existence
29 of any vacancies) shall constitute a quorum for the transaction of
30 business, but no Board action shall be taken by a vote of less than
31 a majority of such full Board.
- 32 (i) The Secretary shall keep complete and accurate records of all
meetings and actions taken by the Board.
- (j) The Treasurer shall keep full and accurate financial records, make
periodic reports to the Board, and submit a complete annual report,
in written form, to the Council of the San Lucy District as required
by Article IV, Section 1, of the Ordinance.
2. Meetings of the Board shall be held at regular intervals as provided in
the by-laws. Emergency meetings may be held upon 24 hours actual notice
and business transacted, provided that not less than a majority of the
full Board concurs in the proposed action.
3. During tenure and for one year thereafter, no director, officer or
employee of Vi-ikam Doag Industries shall voluntarily acquire any
interest, direct or indirect, in any project or in any property included
or planned to be included in any project, or in any contract or proposed
contract relating to any project undertaken by Vi-ikam Doag Industries,
unless prior to such acquisition he discloses his interest in writing to
Vi-ikam Doag Industries and such disclosure is entered upon the minutes
of Vi-ikam Doag Industries, and the director, officer or employee shall
not participate in any action by Vi-ikam Doag Industries relating to
the property or contract in which he has any such interest. If any
director, officer, or employees of Vi-ikam Doag Industries involuntarily
acquires any such interest, or voluntarily or involuntarily acquired any
such interest prior to appointment or employment as a director, officer

1 or employee, the director, officer or employee, in any such event, shall
2 immediately disclose his interest in writing to Vi-ikam Doag Industries,
3 and such disclosure shall be entered upon the minutes of Vi-ikam Doag
4 Industries. and the director, officer or employee shall not participate
5 in any action by Vi-ikam Doag Industries relating to the property or
6 contract in which he has any such interest. Any violation of the fore-
7 going provision of this section shall constitute misconduct in office.

- 8 4. No director, officer or employee of Vi-ikam Doag Industries shall be
9 liable for the debts of Vi-ikam Doag Industries. The vi-Ikam Doag
10 Industries shall indemnify any director, officer, or employee, or any
11 former director, officer or employee of Vi-ikam Doag Industries, against
12 reasonable expenses actually and necessarily incurred in connection with
13 the defense of any action, suit or proceeding in which he is made a party
14 by reason of being, or having been such director, officer or employee
15 of Vi-ikam Doag Industries, except in relation to matters as to which he
16 shall be adjudged in such action, suit or proceeding to be liable for
17 negligence or misconduct in the performance of duty; or except in relation
18 to matters which such director, officer or employee was acting beyond
19 the scope of employment. Vi-ikam Doag Industries shall also reimburse
20 to any director, officer or employee of Vi-ikam Doag Industries reasonable
21 cost of settlements of such action, suit or proceeding if it shall be
22 found by a majority of the Board, other than directors involved in the
23 matter of controversy (whether or not a quorum exists), that it is in
24 the best interest of Vi-ikam Doag Industries that such settlement be
25 made and that such director, officer or employee was not guilty of
26 negligence or misconduct. Such rights of indemnification and reimbursement
27 shall not be deemed exclusive of any other rights which such director,
28 officer or employee of Vi-ikam Doag Industries may be entitled to receive.

16 ARTICLE IV

17 MISCELLANEOUS

- 18 1. Vi-ikam Doag Industries shall submit an annual report, signed by the
19 Chairman of the Board, to the Papago Council and the Council of the San
20 Lucy District showing (a) a summary of the year's activities, (b) the
21 financial condition of Vi-ikam Doag Industries, (c) the condition of the
22 properties, (d) any significant problems and accomplishments, (e) plans
23 for the future, and (f) such other information as Vi-ikam Doag Industries
24 of the Council shall deem pertinent.
- 25 2. Vi-ikam Doag Industries shall obtain or provide for the obtaining of
26 adequate fidelity bond coverage of its officers, agents, or employees
27 handling cash or authorized to sign checks or certify vouchers.
- 28 3. Vi-ikam Doag Industries is formed as a non-profit corporation and no part
29 of its net earnings shall inure to the benefit of any director or
30 officer, except such reasonable compensation as may be properly paid for
31 services rendered to Vi-ikam Doag Industries. Any unreserved and
32 unrestricted earned surplus of Vi-ikam Doag Industries and, in the event
of dissolution, all property and assets of Vi-ikam Doag Industries
remaining after payment and discharge of its debts, obligations and
liabilities, shall be distributed to the San Lucy District.
4. In any action, suit or proceeding involving the validity or enforcement
of, or relating to any of its contracts, Vi-ikam Doag Industries shall be
conclusively deemed to have become established and authorized to transact
business and exercise its powers upon proof of the adoption of this
Ordinance. A copy of this Ordinance, duly certified by the Secretary of
the Papago Council, shall be admissible in evidence in any action, suit
or proceeding.

1 5. The property of Vi-ikam Doag Industries is declared to be public property
2 used for essential public and governmental purposes and such property
3 and Vi-ikam Doag Industries are exempt from all taxes and special
4 assessments of the Tribe.

5 ARTICLE V

6 AGENT

7 Richard Ramariz, whose address is P.O. Box 387, Sells, Arizona, 85634, and
8 who is a bona fide resident of the San Lucy District, is hereby appointed
9 the lawful agent of Vi-ikam Doag Industries upon whom services of any
10 process, notice, or demand required or permitted by law to be served on
11 Vi-ikam Doag Industries may be served, and which, who so served, shall be
12 lawful personal service on Vi-ikam Doag Industries; provided that the Board
13 of Directors of Vi-ikam Doag Industries may revoke this appointment and
14 appoint another bona fide resident of the San Lucy District as such agent by
15 filing the name and address as such appointee with the Secretary of the
16 Papago Council.

17 C E R T I F I C A T I O N

18 The foregoing Ordinance was duly enacted by the Papago Council on the 8th
19 day of February, 1984, at a meeting at which a quorum was present with a
20 vot of 1208.5 for; 101.5 against; 130.0 not voting; and 1 absent,
21 pursuant to the authority vested in the Council by Section 2 (f) and (m) and
22 Section 3 (g) of Article V of the Constitution and By-laws of the Papago
23 Tribe as amended, ratified by the Papago Tribe on December 12, 1936, and
24 approved by the Secretary of the Interior on January 6, 1937, pursuant to
25 Section 16 of the Act of June 18, 1934 (48 Stat. 984). Said Ordinance is
26 Ordinance is effective as of the date of its approval by the Superintendent
27 of the Papago Agency and is subject to review by the Secretary of the Interior.

28 THE PAPAGO COUNCIL

29 *Josiah Moore*
30 Josiah Moore, Chairman

31 ATTEST:

32 *Francisco Osife*
Francisco Osife, Secretary

ORDINANCE APPROVED this 20th day of MARCH, 1984.

Raymond Wolf
Raymond Wolf, Acting Superintendent
Papago Agency



**RESOLUTION OF THE TOHONO O'ODHAM LEGISLATIVE COUNCIL
(Amending Resolution No. 97-498 Approving Vi-ikam Doag Industries,
P.L. 99-503 Set Aside Request in the Amount of \$1,000,000.00; and
Amending Ordinance No. 1-84, Establishing Vi-ikam Doag
Industries, Inc. By Charter of the Papago Tribal Council)**

RESOLUTION NO. 98-224

WHEREAS, Resolution No. 97-498 passed by the Tribal Council effective December 8, 1997, authorized One Million Dollars from P.L. 99-503 funds be set aside in a Bank of America account for the specific use as security for a bond program for Vi-ikam Doag Industries ("VDI"); and

WHEREAS, VDI and the Nation have diligently negotiated with Bank of America for a period of 5 months to establish the set aside account for purposes of VDI's bond program; and

WHEREAS, the Nation and VDI have been unsuccessful in establishing a set aside account at Bank of America due to the conditions imposed by Bank of America; and

WHEREAS, VDI has suffered injury and continues to suffer injury due to the inability to effectuate the Legislative Council's directed action in Resolution No. 97-498; and

WHEREAS, after consultation with the Attorney General of the Nation, the Board of VDI passed Board Resolution No. 05-06-98-01 attached hereto which provides an alternative to the set aside account with the same purposes and objectives as the set aside account; and

WHEREAS, the San Lucy District Council supports VDI's Board Resolution No. 05-06-98-01 by San Lucy District Council Resolution No. SL 05-39-98.

NOW, THEREFORE, BE IT RESOLVED THAT the Tohono O'odham Legislative Council does hereby rescind its direction to the Budget & Finance/Investment Committee to establish a set aside account at Bank of America and

RESOLUTION NO. 98-224

(Amending Resolution No. 97-498 Approving Vi-ikam Doag Industries, P.L. 99-503 Set Aside Request in the Amount of \$1,000,000.00; and Amending Ordinance No. 1-84, Establishing Vi-ikam Doag Industries, Inc. By Charter of the Papago Tribal Council)

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instead, does hereby approve the transfer of One Million Dollars from P.L. 99-503 funds to San Lucy District for use by San Lucy District to support the bonding program of VDI.

BE IT FURTHER RESOLVED THAT the San Lucy District shall enter into such agreements with VDI as necessary to make the One Million Dollars available to VDI to be used as collateral for VDI's bonding program and for no other purpose.

BE IT FURTHER RESOLVED THAT, Article II, paragraph 2 of the VDI Charter, Ord. No. 1-84, Papago Tribal Council, which reads as follows:

The Papago Tribe hereby gives its irrevocable consent to allowing the Vi-ikam Doag Industries to sue and be sued in its corporate name upon any contract, claim or obligation arising out of its activities under this Charter, and hereby authorizes the Vi-ikam Doag Industries to agree by express provisions in a contract to waive any immunity from suit it might otherwise have; provided however, that the foregoing consent and authorization shall not be deemed a consent or an authorization by or on behalf of the Vi-ikam Doag Industries or the Papago Tribe to the levy of any judgment, lien, attachment, execution or other judicial process upon the property, assets or receipts pledged or assigned, and further provided that neither the Papago Tribe nor the San Lucy District shall be liable for the debts or obligations of Vi-ikam Doag Industries.

RESOLUTION NO. 98-224

(Amending Resolution No. 97-498 Approving Vi-ikam Doag Industries, P.L. 99-503 Set Aside Request in the Amount of \$1,000,000.00; and Amending Ordinance No. 1-84, Establishing Vi-ikam Doag Industries, Inc. By Charter of the Papago Tribal Council)

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Be amended to read as follows:

The Tohono O'odham Nation hereby gives its irrevocable consent to allowing the Vi-ikam Doag Industries to sue and be sued in its corporate name upon any contract, claim or obligation arising out of its activities under this Charter, and hereby authorizes the Vi-ikam Doag Industries to agree by express provisions in a contract to waive any immunity from suit it might otherwise have; provided that neither the Tohono O'odham Nation nor the San Lucy District shall be liable for the debts or obligations of Vi-ikam Doag Industries.

The foregoing Resolution was passed by the Tohono O'odham Council on the 04TH day of JUNE, 1998 at a meeting at which a quorum was present with a vote of 1,766.0 FOR; -0- AGAINST; -0- NOT VOTING; and 161.0 [04] ABSENT, pursuant to the powers vested in the Council by Section 1(f) of Article VI of the Constitution of the Tohono O'Odham Nation, adopted by the Tohono O'Odham Nation on January 18, 1986; and approved by the Acting Deputy Assistant Secretary - Indian Affairs (Operations) on March 6, 1986, pursuant to Section 16 of the Act of June 18, 1934 (48 Stat. 984).

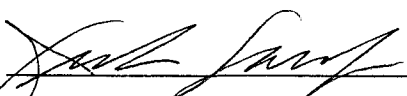
TOHONO O'ODHAM LEGISLATIVE COUNCIL



Dennis Ramon, Legislative Chairman

8th day of June, 1998

ATTEST:



Julianna Saraficio, Acting Legislative Secretary

4th day of Jun, 1998.

RESOLUTION NO. 98-224

(Amending Resolution No. 97-498 Approving Vi-ikam Doag Industries, P.L. 99-503 Set Aside Request in the Amount of \$1,000,000.00; and Amending Ordinance No. 1-84, Establishing Vi-ikam Doag Industries, Inc. By Charter of the Papago Tribal Council)

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Said Resolution was submitted for approval to the office of the Chairman of the Tohono O'Odham Nation on the 8th day of June, 19 98 at 2:36 o'clock, P.M., pursuant to the provisions of Section 5 of Article VII of the Constitution and will become effective upon his approval or upon his failure to either approve or disapprove it within 48 hours of submittal.

TOHONO O'ODHAM LEGISLATIVE COUNCIL



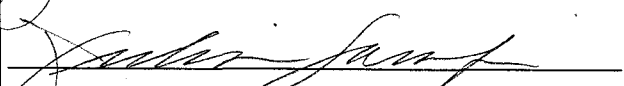
Dennis Ramon, Legislative Chairman

APPROVED on the 9th day of June, 19 98
 DISAPPROVED at 9:30 o'clock, A.M.



EDWARD D. MANUEL, Chairman
TOHONO O'ODHAM NATION

Returned to the Legislative Secretary on the 9th day of June, 19 98, at 10:15 o'clock, A.M.



Julianna Saraficio, Acting Legislative Secretary