

## CHAPTER 1-SHORT TITLE AND DEFINITIONS

### 101. SHORT TITLE

This Code shall be known as the "Oneida Indian Nation Limited Liability Company Code."

### 102. DEFINITIONS

- (a)"Articles of organization" means the articles of organization filed with the Nation Clerk for the purpose of forming a limited liability company pursuant to section two hundred three of this Code, as amended or restated pursuant to section two hundred eleven or section two hundred fourteen of this Code.
- (b)"Authorized foreign limited liability company" means a foreign limited liability company authorized to do business in this Nation pursuant to chapter eight of this Code.
- (c)"Authorized person" means a person, whether or not a member, who is authorized by the operating agreement, or otherwise, to act on behalf of a limited liability company or foreign limited liability company.
- (d)"Bankruptcy" means bankruptcy under the laws of the Oneida Indian Nation or the United States Bankruptcy Code, as amended, or insolvency under any state insolvency act.
- (e)"Business" means every trade, occupation, profession or commercial activity.
- (f)"Contribution" means any cash, property, services rendered, or promissory note or other binding obligation to contribute cash or property or to render services that a member contributes to a limited liability company in his or her capacity as a member.
- (g)"Corporation" means a corporation formed under the laws of the Oneida Indian Nation, or a foreign corporation as defined in subdivision (j) of this section.
- (h)"Court" means the Oneida Nation Court.
- (i)"Distribution" means the transfer of property by a limited liability company to one or more of its members in his or her capacity as a member.
- (j)"Foreign corporation" means a corporation formed under the laws of any jurisdiction, including any foreign country, other than the laws of this Nation.
- (k)"Foreign limited liability company" means an unincorporated organization formed under the laws of any jurisdiction, including any foreign country, other than the laws of the

Oneida Indian Nation (i) that is not authorized to do business in the Oneida Indian Nation under any other law of the Nation and (ii) of which some or all of the persons who are entitled (A) to receive a distribution of the assets thereof upon the dissolution of the organization or otherwise or (B) to exercise voting rights with respect to an interest in the organization have, or are entitled or authorized to have, under the laws of such other jurisdiction, limited liability for the contractual obligations or other liabilities of the organization.

- (l)"Foreign limited liability partnership" has the meaning given to it in the Partnership Code.
- (m)"Foreign limited partnership" means a partnership that is formed under the laws of any jurisdiction, including any foreign country, other than the laws of the Oneida Indian Nation and that has as partners one or more general partners and one or more limited partners.
- (n)"Foreign related limited liability partnership" has the meaning given to it in of the partnership Code.
- (o)"Licensing Authority" means, for the purposes of this Code, the State of New York.
- (p)"Limited liability company" and "domestic limited liability company" mean, unless the context otherwise requires, an unincorporated organization of one or more persons having limited liability for the contractual obligations and other liabilities of the business (except as authorized in section six hundred nine of this Code), other than a partnership or trust, formed and existing under this Code and the laws of the Nation.
- (q)"Limited partnership" means a limited partnership formed under the laws of the Oneida Indian Nation or a foreign limited partnership as defined in subdivision (l) of this section.
- (r)"Majority in interest of the members" means, unless otherwise provided in the operating agreement, the members whose aggregate share of the current profits of the limited liability company constitutes more than one-half of the aggregate of such shares of all members.
- (s)"Manager" means, subject to section four hundred one of this Code, a person designated by the members to manage the limited liability company as provided in the operating agreement.
- (t)"Member" means a person who has been admitted as a member of a limited liability company in accordance with the terms and provisions of this Code and the operating agreement and has a membership interest in a limited liability company with the rights, obligations, preferences and limitations specified under this Code and the operating agreement.

- (u) "Membership interest" means a member's aggregate rights in a limited liability company, including, without limitation, the member's right to a share of the profits and losses of the limited liability company, the right to receive distributions from the limited liability company and the right to vote and participate in the management of the limited liability company.
- (v) "Nation" means the Oneida Indian Nation.
- (w) "Office of the limited liability company" means the office of the limited liability company, the location of which is stated in the articles of organization of a domestic limited liability company, or in the application for authority of a foreign limited liability company. Such office need not be a place where business activities are conducted by such limited liability company.
- (x) "Oneida Indian Nation Clerk" and "Nation Clerk" mean the Clerk of the Oneida Indian Nation.
- (y) "One-third in interest of the members" means, unless otherwise provided in the operating agreement, the members whose aggregate share of the current profits of the limited liability company constitutes one-third of the aggregate of such shares of all members.
- (z) "Operating agreement" means any written agreement of the members concerning the business of a limited liability company and the conduct of its affairs and complying with section four hundred seventeen of this Code.
- (aa) "Other business entity" means any person other than a natural person or domestic limited liability company.
- (bb) "Person" means any association, corporation, joint stock company, estate, general partnership (including any registered limited liability partnership or foreign limited liability partnership), limited association, limited liability company (including a professional service limited liability company), foreign limited liability company (including a foreign professional service limited liability company), joint venture, limited partnership, natural person, real estate investment trust, business trust or other trust, custodian, nominee or any other individual or entity in its own or any representative capacity.
- (cc) "Process" means judicial process and all orders, demands, notices or other papers required or permitted by law to be personally served on a limited liability company or foreign limited liability company, for the purpose of acquiring jurisdiction of such limited liability company in any action or proceeding, civil or criminal, whether judicial, administrative, arbitative or otherwise, in the Oneida Indian Nation.

- (dd)"Profession" has the meaning given to it in subdivision (b) of section twelve hundred one of this Code.
- (ee)"Professional service limited liability company" has the meaning given to it in subdivision (a) of section thirteen hundred one of this Code.
- (ff)"Registered limited liability partnership" has the meaning given to it in the partnership Code.
- (gg)"State" means a state, territory or possession of the United States, the District of Columbia or the Commonwealth of Puerto Rico.
- (hh)"Two-thirds in interest of the members" means, unless otherwise provided in the operating agreement, the members whose aggregate share of the current profits of the limited liability company constitutes two-thirds of the aggregate of such shares of all members.
- (ii)"Uniform Commercial Code" means, when not referring to the Oneida Indian Nation Uniform Commercial Code, the current version of the Uniform Commercial Code utilized by the State of New York.