ONEIDA INDIAN NATION LIMITED LIABILITY COMPANY CODE

TABLE OF CONTENTS

CHAPTER 1-SHORT TITLE AND DEFINITIONS

101. 102.	Short title Definitions	1 1
	CHAPTER 2-FORMATION	
201. 202. 203. 204. 205. 206. 207. 208. 209. 210. 211. 212.	Purpose. Powers. Formation. Limited liability company name. Reservation of name. Articles of organization. Execution of articles or certificates. Execution, amendment or cancellation by judicial act. Filing with the Nation Clerk. Liability for false statement in articles or certificates. Amendment of articles of organization. Certificate of correction.	5 5 7 8 9 10 11 12 12 13 13
213. 214.	Authorization of amendment of articles of organization. Restated articles of organization.	15 16
	CHAPTER 3-SERVICE OF PROCESS	
301. 302. 303. 304. 305.	Statutory designation of Nation Clerk as agent for service of process. Registered agent for service of process. Service of process on limited liability companies. Service of process on unauthorized foreign limited liability companies. Records of process served on the Nation Clerk.	17 17 19 20 21
	CHAPTER 4-MANAGEMENT BY MEMBERS OR MANAGE	RS
401. 402. 403. 404. 405. 406.	Management of the limited liability company by members. Voting rights of members. Meetings of members. Quorum of members. Notice of meetings of members. Waiver of notice.	22 22 23 23 24 24

407.	Action by members without a meeting.	25
408.	Management by managers.	25
409.	Duties of managers.	26
410.	Qualification of managers.	27
411.	Interested managers.	27
412.	Agency of members or managers.	28
413.	Election and term of managers.	29
414.	Removal or replacement of managers.	29
415.	Resignation of managers.	29
416.	Vacancies.	29
417.	Operating agreement.	30
418.	Classes and voting of members.	31
419.	Classes and voting of managers.	31
420.	Indemnification.	32
	CHAPTER 5-CONTRIBUTIONS AND DISTRIBUTION	S
501.	Form of capital contributions.	33
502.	Liability for contributions.	33
503.	Sharing of profits and losses.	34
504.	Sharing of distributions.	34
505.	Distributions in kind.	34
506.	Right to distribution.	34
507.	Interim distributions.	35
508.	Limitations on distributions.	35
509.	Distribution upon withdrawal.	35
	CHAPTER 6-MEMBERS AND MEMBERSHIP	
601.	Nature of membership interest.	36
602.	Admission of members.	36
603.	Assignment of membership interest.	37
604.	Rights of assignee to become a member.	37
605.	Liability upon assignment.	38
606.	Withdrawal of a member.	38
607.	Rights of creditors of members.	39
608.	Powers of estate of a deceased or incompetent member.	39
609.	Liability of members, managers and agents.	39
610.	Parties to actions.	40
611	Rusiness transactions of a member with the limited liability company	40

CHAPTER 7-DISSOLUTION

701.	Dissolution.	41
702.	Judicial dissolution.	41
703.	Winding up.	42
704.	Distribution of assets.	42
705.	Articles of dissolution.	. 43
	CHAPTER 8-FOREIGN LIMITED LIABILITY CO.	MPANIES
801.	Governing law.	. 44
802.	Application for authority.	44
803.	Activities not constituting doing business.	45
804.	Amendments to application for authority.	46
805.	Issuance of certificate of authority; effect.	46
806.	Surrender of certificate of authority.	47
807.	Termination of existence.	48
808.	Doing business without certificate of authority.	48
809.	Action by Nation Prosecutor.	49
	CHAPTER 10-MERGERS	
1001.	Merger or consolidation.	50
1002.	Procedures for merger or consolidation.	50
1003.	Certificate of merger or consolidation; contents.	52
1004.	Effect of merger or consolidation.	54
1005.	Payment of interest of dissenting members.	55
1006.	Conversion of partnership or limited partnership to	
	limited liability company.	55 ^{**}
1007.	Effect of conversion.	57
	CHAPTER 11-MISCELLANEOUS	
1101.	Fees.	58
1102.	Records.	59
1103.	Transactions of business outside the Nation.	60
1104.	Limited liability companies prohibited from interposing	
	defense of usury.	60
C	HAPTER 12-PROFESSIONAL SERVICE LIMITED LIABI	LITY COMPANIES
1201.	Definitions.	61

1202.	Limited liability companies organized under other	
	provisions of law.	61
1203.	Formation.	62
1204.	Rendering of professional service.	64
1205.	Professional relationships and liabilities.	65
1206.	Purposes of formation.	65
1207.	Membership of professional service limited liability companies.	66
1209.	Disqualification of members, managers and employees.	67
1210.	Death, disqualification or dissolution of members.	67
1211.	Transfer of a membership interest.	69
1212.	Limited liability company name.	70
1213.	Limited liability company act applicable.	70
1214.	Mergers and consolidations.	70
CHAI		ED LIABILITY
COM	PANIES	
1301.	Definitions.	72
		73
	Rendering of professional service.	73 74
	Professional relationships and liabilities.	
	Foreign professional service limited liability company.	75 75
	Limited liability company act applicable.	75
1200	Filing requirements.	75
	Regulation of professions.	77