

Cherokee Nation Code Annotated

Title 18: Corporations

Chapter 3: Cherokee Nation Nonprofit Corporations Act

§ 303. Definitions

Cite as: 18 CNCA § 303

For the purpose of this chapter, unless the context otherwise requires, the terms defined in this section shall have the meanings ascribed to them as follows:

1. **"Articles"** means the original articles of incorporation as amended, articles of merger, or articles of consolidation and incorporation, as the case may be.
2. **"Bylaws"** means the code adopted for the regulation or management of the internal affairs of the nonprofit corporation, regardless of how designated.
3. **"Cherokee Nation nonprofit corporation"** or **"nonprofit corporation"** means a nonprofit corporation formed by those elected officials of Cherokee Nation specified in 18 CNCA § 306 for a tribal purpose not involving pecuniary gain to its shareholders or members, paying no dividends or other pecuniary remuneration, directly or indirectly, to its shareholders or members as such, and having no capital stock.
4. **"Directors"** means the persons vested with the general management of the affairs of the nonprofit corporation, regardless of how they are designated.
5. **"Member"** means an entity, either corporate or natural, having any membership or shareholder rights in a nonprofit corporation in accordance with its articles, bylaws, or both.
6. **"Notice"** means written notice stating the place, day and hour of the meeting and in case of a special meeting, the purpose for which the meeting is called, which shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the president or the secretary; provided that regular and special meetings of the board of directors may be held with or without notice as prescribed in the by-laws. **"Waiver of notice"** means (1) a written waiver signed by the person or persons entitled to such notice, whether before or after the time stated therein, which shall be equivalent to the giving of such notice; or (2) attendance of a director at a meeting, except where the director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Historical Data

LA 2-96, eff. March 11, 1996. Amended LA 17-96, eff. September 16, 1996.