

**WARM SPRINGS ECONOMIC DEVELOPMENT
CORPORATION (WSED)
BOARD OF DIRECTORS (BOD)
2 POSITIONS**

Class II – One Tribal Member and One non-Tribal Member

ARTICLE II. PURPOSES AND GOALS

The purposes of Corporation are to engage in any lawful activity which will further advance or enhance the economic growth and development of Tribe, all of its entities and its members and provide employment opportunities for Members, and encourage, facilitate, support and advance the opportunity for private entrepreneurship among members. In order to achieve these purposes Corporation shall endeavor to accomplish the following goals:

- A. Identify and carefully evaluate sound and profitable Tribal economic development opportunities;
- B. Competently represent, advise, and assist the Tribe in negotiating, structuring, closing and otherwise implementing sound and profitable Tribal economic development initiatives, projects and investments;
- C. Competently advise and assist the Tribe with respect to the commitment of Tribal lands, natural resources, fund or other assets to sound and profitable economic development initiatives, projects and investments;
- D. Assume the position of equity owner, investor or manager in sound and profitable economic development initiatives, projects, and investments;
- E. Promote employment and contracting opportunities for Tribal members and firms owned and controlled by the Tribe or its Members; and
- F. Earn sufficient revenue to repay any borrowed funds, pay its operating expenses and capital obligations, accumulate reasonable reserves for economic development purposes, and allocate surplus funds for distribution to Tribe in accordance with Article X, Section 4 hereof.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Board of Directors.

The business and affairs of Corporation shall be managed and controlled by the Board of Directors.

Section 2. Number.

The Board of Directors shall consist of five (5) directors. The number of directors may be increased or decreased from time to time by amendment to this Charter. No decrease in the number of directors shall have the effect of shortening the term of office of any incumbent directors.

Section 3. Classification and Term of Office.

A. The Board of Directors shall be divided into three classes, designated Class I, Class II, and Class III as follows:

1. Class I shall consist of two directors, one of whom shall be a Member and one of whom shall be a non-Member, who are interested in the economic and social development of the Tribe and its membership and who possesses expertise in private industry, finance, banking or some other field which would benefit Corporation. Class I directors shall have an initial term in office expiring December 31, 2022, or until their successors are appointed and take office.
2. Class II shall consist of two directors, one of whom shall be a Member and one of whom shall be a non-Member, who are interested in the economic and social development of the Tribe and its membership and who possesses expertise in private industry, finance, banking or some other field which would benefit Corporation. Class II directors shall have an initial term in office expiring December 31, 2023, or until their successors are appointed and take office.
3. Class III shall consist of one director who is a Member, who is interested in the economic and social development of the Tribe and its membership and who possesses expertise in private industry, finance, or banking or some other field which would benefit Corporation. Class III directors shall have an initial term of office expiring December 31, 2021, or until their successors are appointed and take office.

B. After the expiration of the initial term of Class I, Class II and Class III directors, the term of office of each of said classes shall be three years from the expiration date of each class as set forth above, or until their successor are appointed and take office.

C. Directors shall be eligible for reappointment.

Section 4. Appointment of Directors.

Directors shall be appointed by a majority vote of an appointment committee comprised of no more than five members. The members of the appointment committee shall consist of the Chair of the Tribal Council, CTWS Secretary-Treasurer, Chief Operating Officer, Chair of the Board of Directors of Corporation, and the Chief Executive Officer of Corporation, or their designee. When a majority of the appointment committee makes an appointment, it shall report the appointment to the Council in writing and such appointment shall become effective unless the Council shall take action within 30 days of receipt of the reported appointment to reject the appointment.

Section 5. Resignation.

Any director of Corporation may resign at any time, either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof to the Secretary of Corporation. Such resignation shall take effect at the time specified therein, and, unless otherwise specified, acceptance of such resignation by the Board of Directors or the Council shall not be

necessary to make it effective. The Secretary of Corporation shall immediately notify the Council of any resignation.

Section 6. Removal.

Any director may be removed by the affirmative vote of an absolute majority of the Board of Directors at a meeting of the Board of Directors called expressly for that purpose, whenever, in their judgment, the best interest of Corporation would be served thereby. The Secretary of Corporation shall immediately notify the Council of the removal of a director by the Board of Directors. Unless Council objects to the removal within 30 days the Board will commence filling the vacancy.

Section 7. Vacancies.

Any vacancy occurring on the Board of Directors shall be filled by appointment by the committee established in Section 4 of this Article IV for the balance of the unexpired term of the predecessor in office.

Section 8. Regular Meetings.

Regular meetings of the Board of Directors shall be held not less than bi-monthly, for the purpose of reviewing the preceding months' operations and making plans for the ensuing months, operations, and the transaction of such other business as may come before the meeting. The annual meeting of the Board of Directors shall be held the first quarter of the calendar year. At the annual meeting of the Board of Directors, the Board of Directors shall review the preceding year's operations, make plans for the ensuing year's operations, elect officers and transact such other business as may come before the meeting. The regular meeting shall be held at the time and place specified by the Chairman of the Board of Directors in the notice of the meeting. The Secretary-Treasurer or duly authorized representative shall be invited to all meetings as an Ex-Officio member of the Board and as the Tribe's observer.

Section 9. Special Meetings.

Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors or any three members of the Board of Directors. Meetings shall be held at the time and place specified by the person or persons calling such meeting.

Section 10. Notice.

Notice of meetings of the Board of Directors shall be given at least five days to each director by electronic mail.

Section 11. Quorum.

A quorum consists of three directors in office, for the transaction of business at any meeting of the Board of Directors, provided that at least a majority of the directors' present are Members.

Section 12. Manner of Acting.

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required elsewhere in this Charter. Each member of the Board of Directors, including the director presiding at the meeting of the Board of Directors, shall be entitled to one vote.

Section 13. Action by Unanimous Written Consent.

Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the directors of Corporation.

Section 14. Presumption of Assent.

A director who is present at a meeting of the Board of Directors shall be presumed to have assented to any action taken at such meeting, unless such director's dissent shall be entered in the minutes of the meeting, or unless such director shall file a written dissent to such action with the person acting as Secretary of the meeting before adjournment thereof. Such right to dissent shall not apply to the director who voted in favor of such action.

Section 15. Service of Directors in Other Capacities.

Serving as a director of Corporation shall not, in and of itself, disqualify the director from serving the Tribe, or any instrumentality of the Tribe, in other capacities, provided a director may not serve as an employee or an independent contractor of Corporation.

Section 16. Compensation and Expense.

The Board of Directors shall, from time to time, determine a reasonable director's compensation to be paid to members of the Board of Directors for time devoted to meetings and affairs of Corporation comparable to director's fees paid to directors of other tribal enterprises or corporations of similar size. The amount of such fees established by the Board of Directors shall be reported to the Secretary-Treasurer not less than thirty (30) days before they shall become effective. Expenses incurred in connection with performance of their official duties may be reimbursed to directors. Director's compensation and expenses shall be an expense of the Corporation.

Letters of Interest & Resumes' of applicants in serving on the WSED BOD, should be submitted

NO LATER THAN 5PM – WEDNESDAY – JANUARY 31ST, 2024

- Drop off at WSED Building addressed to WSED CEO
- By Mail send to: WSED CEO, 4202 Holliday St. - PO Box 1186, Warm Springs, OR 97761
- By email send to: jim.souers@wstribes.org

Criminal and Credit Background Check will be required and forms can be emailed or mailed as requested. Information will be submitted confidentially to the WSED CEO.