



**A RESOLUTION OF THE TRIBAL COUNCIL  
OF THE DELAWARE TRIBE OF INDIANS TO  
AMEND TITLE 18 OF THE LAWS OF THE  
DELAWARE TRIBE OF INDIANS, KNOWN AS  
THE BUSINESS CORPORATION ACT**

**RESOLUTION 2025-78**

*Sponsored by Lindsey Harris*

**WHEREAS**, the Delaware Tribal Council is authorized by Article V of the Constitution and Bylaws of the Delaware Tribe of Indians to represent and act in all matters that concern the general welfare of the Tribe; and,

**WHEREAS**, pursuant to the Constitution and By-Laws of the Delaware Tribe of Indians, the Tribe's governing body is the Delaware Tribal Council; and

**WHEREAS**, on June 15, 2019, the Delaware Tribal Council adopted Resolution No. 2019-28, and on February 27, 2021, Resolution No. 2021-04, and on October 25, 2023, Resolution 2024-03 amending the Delaware Tribe of Indians Business Corporation Act; and

**WHEREAS**, the Delaware Tribal Council has determined it is in the best interest of the Delaware Tribe to Amend the Delaware Tribe of Indians Business Corporation Act; and

**WHEREAS**, the council found it necessary to amend the terms of directors and removal of directors by shareholders to allow the articles of incorporation or bylaws to define the term of directors and removal of directors; and

**WHEREAS**, in accordance with these findings, the Delaware Tribal Council approves and amends Title 18 of the Business Corporation Act Part 8. Section 805. Terms of directors as follows:

1. Except as provided in Section 806, the terms of the initial directors of a corporation expire at the first shareholders' meeting at which directors are elected, unless the articles of incorporation or bylaws provide otherwise.
2. The terms of all other directors expire at the next annual shareholders' meeting following their election:
  - a. except as provided in:
    - i. the articles of incorporation or bylaws
    - ii. Section 806; or
    - iii. Section 1023, if a bylaw electing to be governed by Section 1023 applies; or

**WHEREAS**, in accordance with these findings, the Delaware Tribal Council approves and amends Title 18 of the Business Corporation Act Part 8. Section 808. Removal of directors by shareholders as follows:

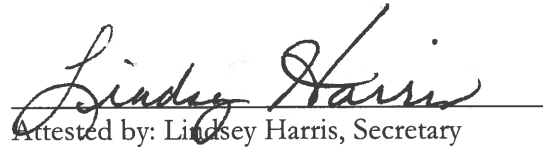
1. The shareholders may remove one or more directors with or without cause unless the articles of incorporation or bylaws provide otherwise. ~~that directors may be removed only for cause~~

**NOW, THEREFORE, BE IT RESOLVED,** The Delaware Tribal Council of the Delaware Tribe of Indians declares, that the Delaware Tribe of Indians Business Corporation Act is amended as attached hereto.

#### **CERTIFICATION**

I hereby certify that the foregoing was considered by the Delaware Tribal Council of the Delaware Tribe of Indians and adopted this 27 day of AUGUST 2025 with a vote of 5 yes, 0 no, and 0 abstaining.

  
Brad KillsCrow, Chief

  
Attested by: Lindsey Harris, Secretary

