

SAH-KU-MEHU



"The Root-Digging
People"

SAUK-SUIATTLE INDIAN TRIBE

5318 Chief Brown Lane
Darrington, Washington 98241-9420

(360) 436-0131

(360) 435-8366

FAX (360) 436-1511

Resolution 05/02/04

BE IT RESOLVED BY THE TRIBAL COUNCIL OF THE SAUK-SUIATTLE
INDIAN TRIBE IN THE STATE OF WASHINGTON

WHEREAS, the Sauk-Suiattle Tribal Council is the governing body of the Sauk-Suiattle Indian Tribe of the authority of the Constitution and By-Laws as approved by the Secretary of the Interior on September 17, 1975; and in accordance with the Indian Reorganization Act of June 18, 1934; and

WHEREAS, the Sauk-Suiattle Tribal Council is the duly elected governing body of the Sauk-Suiattle Indian Tribe; and

WHEREAS, the Sauk-Suiattle Tribal Council is charged with the responsibility for the protection of the Health, Safety, and Welfare of the Members of the Sauk-Suiattle Indian Tribe; and

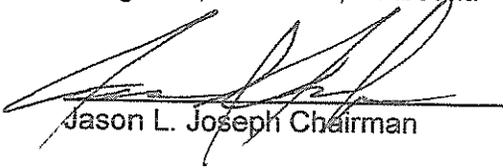
WHEREAS, the Sauk-Suiattle Tribal Council; through contract with Elbridge Coochise, compiled a "Code of Ethical Conduct to Tribal Council" in the year 2001 that was approved as an interim policy for further review.

NOW THEREFORE BE IT RESOLVED, The Sauk-Suiattle Tribal Council ratifies the approval of this final draft of the "Code of Ethical Conduct for Tribal Council" for the standard rule to guide the conduct of the Tribal Council members.

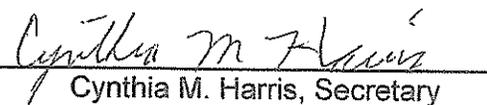
BE IT FINALLY RESOLVED, that the Sauk-Suiattle Tribal Council authorizes the Tribal Council Chairman to sign all documents on behalf of the Sauk-Suiattle Tribe and in his absence, the Vice-Chairperson of the Sauk-Suiattle Tribal Council is authorized to sign all documents.

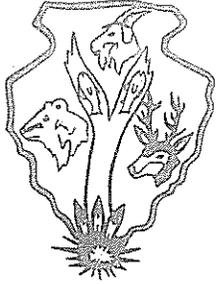
CERTIFICATION

The above resolution was duly approved by the Sauk-Suiattle Tribal Council at a Regular Tribal Council meeting held on the 7th day of May 2004 at which time a quorum vote of: 6 For; 0 Against; 1 Abstain; 0 Absent.


Jason L. Joseph Chairman

ATTEST:


Cynthia M. Harris, Secretary



SAUK-SUIATTLE INDIAN TRIBE CODE OF ETHICAL CONDUCT FOR TRIBAL COUNCIL

Preamble

The Constitution of the Sauk-Suiattle Indian Tribe under Article VII, Powers of the Council, Section 1. Enumerated Powers: "The Sauk-Suiattle Tribal Council shall have the following powers subject to all applicable laws of the United States, this Constitution, and the regulations of the Secretary of the Interior; and the approval of the Secretary when required by federal law." Subsection (N) "To adopt resolutions and ordinances regulating the procedure of the Tribal Council itself and of other Tribal agencies and Tribal Officials."

The Tribal Government is a separate and independent nation, governing its people in a fair and competent manner under the rule of law. To do so, the Tribal Council and its members must respect and honor the office as a public trust and strive to enhance and maintain confidence of the people.

The Code of Ethical Conduct is intended to establish standards of ethical conduct of Members and Officers of the Tribal Council. It consists of broad statements called Rules, specific rules set forth in sections under each rule, and a terminology section. The text of the rules and the sections, including the terminology and application sections, is authoritative.

When the text uses "shall" or "shall not", it is intended to impose binding obligations, the violation of which can result in disciplinary action leading up to and including removal from office. When "should" or "should not" is used, the text is intended as advice and as a statement of what is or is not appropriate conduct but not as binding rule under which a member or officer may be disciplined. When "may" is used, it denotes permissible discretion or, depending on the context, it refers to action that is not covered by specific prescriptions.

The Rules and sections are rules of reason. They should be applied consistent with the tribal constitutional requirements, tribal statutes, tribal court rules, and decisional law and in the context of all relevant circumstances. The code is to be construed so as not to impinge on the essential integrity and independence of members and officers of the tribal council. The code is designed to provide guidance to tribal council members and officers, and to provide a structure for regulating conduct.

The Code of Ethical Conduct is not intended as an exhaustive guide for the conduct of members. They should also be governed in their official and personal conduct by general ethical standards. The code is intended, however, to state basic standards which should govern the conduct of all members and officers and to provide guidance to assist members in establishing and maintaining high standards of ethical and personal conduct.

DEFINITIONS

The following terms have specific meanings within the context of this code:

Rule - guide or principle for governing action.

Member - means a member of the Tribal Council as defined in Article III, Section 2.

Officer - denotes the chairman, vice-chairperson, treasurer, tribal secretary, as defined in Article III, Section 3 & 4 of the Constitution. Also includes such other appointed officials and committees as defined in Article III, Section 4.

Appropriate Authority - denotes the authority with responsibility for initiation of disciplinary process with respect to the violation to be reported.

Knowingly, Knowledge, Known, or Knows - denotes actual knowledge of the fact in question. A person's knowledge may be inferred from circumstances.

Law - denotes tribal constitutional provisions, statutes, court rules as well as decisional law.

Financial Interest - means ownership of a legal or equitable interest of substance or a relationship as officer, director, advisor or other active participant in the affairs of a party.

Interest of Substance - denotes any financial interest in a closely held corporation or business and, in the case of a publicly held corporation, denotes a legal or equitable interest, the value of which is likely to be increased or decreased to any material extent by the outcome of an action.

Prudent person - exercising sound judgment in matters, cautious in conduct; not rash.

Member of the Member's Family - denotes a spouse, child, including any person residing in the member's household.

Immediate Family Relationship - the following persons are relatives within the immediate family relationship: spouse and child.

Require - the rules prescribing that a member "require" certain conduct of others are, like all of the

rules in this code, rules of reason. The use of the term "require" in that context means a member is to exercise reasonable direction and control over the conduct of those persons subject to the member's direction and control.

Nonpublic Information - denotes information that, by law, is not available to the public. Nonpublic information may include but is not limited to: information that is sealed by statute or court order, impounded or communicated in camera; and information offered in legal proceedings, presentencing reports, dependency cases or psychiatric reports.

RULES

Rule 1. A Member and Officer Shall Uphold the Integrity of the Tribal Legislative Body.

A. An honorable tribal government is indispensable to governing its members. A member and officer should participate in establishing, maintaining and enforcing high standards of conduct, and shall personally observe those standards so that the integrity of the tribal government will be preserved. The provisions of this code are to be construed and applied to further that objective.

Rule 2. A Member and Officer Shall Avoid Impropriety and the Appearance of Impropriety in All of His or Her Activities.

A. A member or officer shall respect and comply with the law and shall act at all times in a manner that promotes public confidence in the integrity and dignity of the tribal council.

B. A member shall not allow family, social, political, work or other relationships to influence the member's conduct or judgment. A member shall not lend the prestige of the tribal council office to advance the private interests of the member or others; nor shall a member convey or permit others to convey the impression that they are in a special position to influence the member.

C. A member shall conduct and manage his or her own affairs as a prudent person would.

D. A member shall not hold membership in any organization that practices invidious discrimination

on the basis of race, sex, religion or national origin, except, as allowed by tribal law, tribal culture, norms and/or practices, such as instances where gender may limit leadership roles, regalia, dance leaders, etc.

E. A member shall not accept, and shall urge members of the member's family residing in the member's household not to accept a gift, bequest, favor or loan from anyone except for:

1. A gift incident to traditional giveaway, potlatch, books, tapes and other resource materials supplied by publishers on a complimentary basis for official use, or an invitation to the member and the member's spouse or guest to attend a function or an activity devoted to the improvement of relationships with the tribal government, the improvement of relations with the state, locality and other governments, the legal system or the administration of tribal government;
2. a gift, award or benefit incident to the business, profession or other separate activity of a spouse or other family member of the member residing in the member's household, including gifts, awards and benefits for the use of both the spouse and other family member and the member (as spouse or family member), provided the gift, award or benefit could not be reasonably perceived as intended to influence the member in the performance of tribal council duties;
3. A gift with a dollar value of \$25.00 or less,
4. Ordinary social hospitality;
5. A gift from a relative or friend, for a special occasion, such as a wedding, anniversary or birthday, if the gift is fairly commensurate with the occasion and the relationship;
6. A gift, bequest, favor or loan from a relative or close personal friend whose appearance or interest in a matter would in any event require disqualification under Rule 3E;
7. A loan from a lending institution in its regular course of business on the same terms generally available to persons who are not council members;
8. A scholarship or fellowship awarded on the same terms and based on the same criteria applied to other applicants; or
9. Any other gift, bequest, favor or loan, only if the donor is not a party or other person who has come or is likely to come or whose interests have come or are likely to come before the council; and, if its value exceeds the statutory minimum for financial disclosure, the member reports it in the

same manner as the member reports compensation Rule 6A.

**Rule 3. A Member or Officer Shall Perform the Duties of Tribal Council Office
Impartially and Diligently.**

The official tribal council duties of the member take precedence over all the member's other activities.

The member's official duties include all the duties of the member's office prescribed by tribal law, custom or tradition. In the performance of these duties, the following standards apply.

A. Legislative Responsibilities.

1. A member or officer shall be faithful to the law and maintain professional competence in it. A member shall not be swayed by partisan interests, public clamor or fear of criticism.

2. A member or officer shall require order and decorum in Council proceedings.

3. A member or officer shall be patient, dignified and courteous to tribal members and other persons with whom the member and/or officer deals with in an official capacity, and shall require similar conduct of tribal members, staff, and others subject to the Council's direction and control.

4. A member or officer shall perform his/her duties without bias or prejudice. A member or officer shall not, in the performance of Council duties, by words or conduct manifest bias or prejudice, including but not limited to bias or prejudice based upon race, sex, religion, disability, age, sexual orientation or socioeconomic status, and shall not permit staff, court officials and others subject to the Council's direction and control to do so.

5. An officer shall require persons in proceedings before the Council to refrain from manifesting, by words or conduct, bias or prejudice based upon race, sex, religion, disability, age, sexual orientation or socioeconomic status, against parties, tribal members, witnesses or others.

6. An officer shall accord to every person who has a legal interest in a proceeding, or that person's spokesperson, the opportunity to be heard.

7. All members should direct matters through the chairperson of the meeting. Any specific legislative or policy proposal of an individual member may only be submitted through the tribal legislative process. i.e. individual council members do not have independent authority outside the Council setting.

8. An officer shall dispose of all Council matters promptly, efficiently and fairly.

9. A member or officer shall not, while a proceeding is pending or impending in any court, make any public comment that might reasonably be expected to affect its outcome or impair its fairness or make any Nonpublic comment that might substantially interfere with a fair trial or hearing.

10. A member or officer shall not disclose or use, for any purpose unrelated to Council duties, Nonpublic information acquired in a Council capacity.

B. Administrative Responsibilities.

1. An officer shall diligently discharge the officer's administrative responsibilities without bias or prejudice and maintain professional competence in governance administration, and should cooperate with other officers and members in the administration of Council business.

2. An officer shall require staff, other appointed officials and committees and others subject to the officer's direction and control to observe the standards of fidelity and diligence that apply to the officer and to refrain from manifesting bias or prejudice in the performance of their official duties.

3. An officer with supervisory responsibility for the administrative performance of other officers, department heads, committees shall take reasonable measures to assure the prompt disposition of matters before them and the proper performance of their other administrative responsibilities.

4. An officer shall not make unnecessary appointments. An officer shall exercise the power of appointment given to him/her by the Tribal Council. An officer shall avoid favoritism. An officer shall not approve compensation of appointees beyond the fair value of services rendered or approved by the Tribal Council.

C. Disciplinary Responsibilities.

1. An officer who has knowledge or who receives reliable information that another officer or member has committed a violation of this code shall take or initiate appropriate action. An officer who has knowledge or who receives reliable information that another officer or member has committed a violation of this code that raises a substantial question as to the officer's or

member's honesty, trustworthiness or fitness as a officer or member in other respects shall inform the appropriate authority.

D. Disqualification.

1. An officer or member shall disqualify himself or herself from voting in a proceeding in which the officer or member's impartiality might reasonably be questioned, including but not limited to instances where:

a. The officer or member knows that he or she, individually or as a fiduciary, or the officer or member's spouse, parent or child wherever residing, or any other member of the officer or member's family residing in the officer or member's household, has a financial interest in the subject matter in controversy or in a party to the proceeding or any other interest that could be substantially affected by the voting.

b. The officer or member's spouse, or a person within the immediate family relationship to either of them, or the spouse of such a person:

1) is a party to the proceeding, or an officer, director or trustee of a party,

2) is acting as a spokesperson in the proceeding,

3) is known by the officer or member to have an interest that could be substantially affected by the voting.

2. An officer or member shall keep informed about the officer or member's personal and fiduciary financial interests, and make a reasonable effort to keep informed about the personal financial interests of the officer or member's spouse and minor children residing in the officer's or member's household.

3. An officer or member shall disqualify himself or herself where he or she has a direct personal, financial, or outcome interest in the matter being voted upon, above any interests of all members of the Tribe.

4. A member may inform the Tribal Council of a possible conflict and request an interpretation from the Tribal Council. The Tribal Council may disqualify the member or establish for a second level review that would mitigate for the conflict.

E. Remittal of Disqualification.

1. A member disqualified by the terms of Rule 3D may, instead of withdrawing from the voting in the proceeding, disclose on the record the basis of the disqualification. If the Council, with or without the tribe's lawyers, after such disclosure and an opportunity to confer outside of the presence of the member, all agree in writing or on the record that the member should not be disqualified, and the member is then willing to participate, the member may participate in the voting. The agreement should be incorporated in the record of the proceeding.

2. The disqualification of a member does not disband the quorum even if the remaining members are less than the quorum limitation, once a quorum is established, it continues.

Rule 4. A Member or Officer May Engage in Activities to Improve the Tribal Government, the Legislative Process, and the Administration of the Tribal Government.

A. The member may speak, write, lecture, teach, and participate in other activities concerning tribal government, the legislative process, and the tribal governmental administration.

B. The member may promote the development and fostering of the tribal governmental process with other governments, organizations and professions. The member should be available to the public at large for speaking engagements and public appearances designed to enhance the public's knowledge of the operation of the tribal government.

Rule 5. A Member or Officer Shall So Conduct the Member's Extra-Council Activities as to Minimize the Risk of Conflict With Tribal Council Obligations.

A. Extra-Council Activities in General. A member shall conduct all of the member's extra-council activities so that they do not:

1. Cast reasonable doubt on the member's capacity to act with respect and dignity as a member of the Tribal Council,

2. Demean the Tribal Council office, or
3. Interfere with the proper performance of Tribal Council duties.

B. No member may commit the Tribe to a matter that he or she has been authorized to do so.

C. Avocational Activities. A member may speak, write, lecture, teach and participate in other extra-council activities concerning the tribal process, the legislative process, the administration of the tribal government, subject to the requirements of this code.

D. Governmental, Civic or Charitable Activities.

1. A member shall not make inappropriate contacts with a judicial official that would be construed as influencing decisions or providing bias viewpoints, except when acting pro se in a matter involving the member or the member's interests. The Tribal Council may from time to time request of the judicial department to review and provide comments to new drafts or changes of laws and ordinances.

2. A member may represent a country, tribe, state or locality on ceremonial occasions or in connection with historical, educational or cultural activities.

3. A member may serve as a member, officer, or director of an organization or governmental agency devoted to the improvement of the tribal government, the legal system, or the administration of tribal governance. A member may solicit and make recommendations to public and private fund-granting agencies on projects and programs concerning the tribal government, and its administration.

4. A member may participate in civic and charitable activities that do not reflect adversely upon the member's integrity or interfere with the performance of the member's council duties. A member may serve as an officer, director, trustee, or non-legal advisor of an educational, religious, charitable, fraternal, or civic organization, subject to the following limitations:

- a) a member should not serve if it is likely that the organization will be engaged in proceedings or business that would ordinarily or will be regularly engaged in adversary action against the tribal government.

b) a member should not solicit funds for any educational, religious, charitable, fraternal, or civic organization, or use or permit the use of the prestige of office for that purpose, but a member may serve as an officer, director, or trustee of such an organization.

c) a member should not give investment advice to such an organization, but a member may serve on its board of directors or trustees even though it has the responsibility for approving investment decisions.

E. Financial Activities.

1. A member shall not engage in financial and business dealings that:

- a) may reasonably be perceived to exploit the member's council position,
- b) involve the member in frequent transactions or continuing business relationships with other persons that could adversely affect the tribe and tribal council on which the member serves.

2. A member may, subject to the requirements of this code, hold and manage investments of the member and members of the member's family, including real estate, and engage in other remunerative activity.

F. Fiduciary Activities.

1. The same restrictions on financial activities that apply to a member personally also apply to the member while acting in a fiduciary capacity.

Rule 6. A Member or Officer Should Regularly File Reports of Compensation Received for Quasi-Official and Extra-Official Activities.

A. A member may receive compensation and reimbursement of expenses for the extra-council activities permitted by this code, if the source of such payments does not give the appearance of influencing the member's performance of tribal council duties or otherwise give the appearance of impropriety.

1. Compensation. Compensation should not exceed a reasonable amount nor should it exceed what a person who is not a council member would receive for the same activity.

2. Expense Reimbursement. Expense reimbursement should be limited to the actual cost of travel, food and lodging reasonably incurred by the member and, where appropriate to the occasion, by the member's spouse or guest. Any payment in excess of such an amount is compensation.

3. A member is prohibited from receiving double payments or reimbursements for the same expenses or activity.

4. A member should make expense and compensation reports to the Chairperson, or chief fiscal officer by simply providing copies of checks, vouchers, etc. to the Tribe.

5. Public Reports. A member should make and file such reports on compensation for extra-council activities.

B. Disclosure of a member's income, debts, investments or other assets is required only to the extent provided in this Rule and Rule 3D and Rule 3E, or as otherwise required by law.

COMPLIANCE WITH THE CODE OF ETHICAL CONDUCT FOR MEMBERS AND OFFICERS OF THE TRIBAL COUNCIL.

All members and officers shall comply with this Code and should make and file reports as required in Rule 6.

SPECIAL COMMITTEE - a special committee of three persons may be formed to address the claims and alleged violations. The committee will report its findings within thirty days to the Tribal Council for their action. Any appeal will be to the tribal court.

EFFECTIVE DATE OF COMPLIANCE

A person to whom this Code becomes applicable should arrange all personal and official affairs as soon after election as reasonably possible to comply with it and should do so in any event within the period of three months.

ADOPTION & CERTIFICATION

The undersigned certify that the above Tribal Council Ethics Code was approved by a resolution of the Sauk-Suiattle Tribal Council, resolution No. 05/02/04 on the 7th day of May, 2004, by a vote of 6 for, 0 against, 1 abstained; and 0 absent.

[Handwritten Signature]
Jason L. Joseph, SSTC Chairman

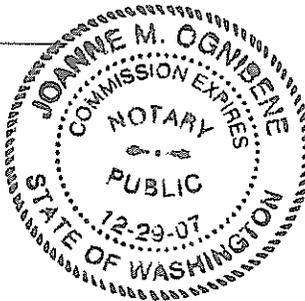
Attest: Cynthia M. Harris
Cynthia M. Harris, SSTC Secretary

State of: Washington

County of: Skaqot

On this 11 day of May, 2004

Before me, Joanne M. Ognibene
Name of Notary Public



JASON L. JOSEPH & CYNTHIA M. HARRIS
The undersigned Notary Public personally appeared and proved to me on the basis of satisfactory evidence:
WA DL

To be the person(s) whose name(s) is/are subscribed to the within document, and acknowledged that he/she executed it.

Witness my Hand and Official Seal

Joanne M. Ognibene
Signature of Notary Public

My Commission expires: 12-29-07