



**RESOLUTION OF THE GOVERNING BODY
OF THE
THREE AFFILIATED TRIBES
OF THE
FORT BERTHOLD INDIAN RESERVATION**

A Resolution entitled, "Upper Missouri River Intertribal Allottees Association (UMRIAA)"

WHEREAS, This Nation having accepted the Indian Reorganization Act of June 18, 1934, and the authority under said Act; and

WHEREAS, The Constitution of the Three Affiliated Tribes generally authorizes and empowers the Tribal Business Council to engage in activities on behalf of and in the interest of the welfare and benefit of the Tribes and of the enrolled members thereof; and

WHEREAS, The Upper Missouri River Intertribal Allottees Association (UMRIAA) is an organization formed by a group of tribal members from the Fort Berthold, Standing Rock, Cheyenne River, Crow Creek, Lower Brule, Rosebud, Santee and Yankton Indian Reservations who are either original allottees or heirs of allottees whose lands were taken by the United States for flood control and other purposes under the 1944 Flood Control Act and the Pick Sloan Plan; and

WHEREAS, The UMRIAA, in order to effectively address the issues shared in common by the numerous allottees and their heirs affected by the Flood Control Act of 1944 and the Pick Sloan Plan and to obtain just compensation and related damages from the United States for the taking of allotted lands, desires to organize as a tribally chartered entity authorized to carry out the lawful business of the allottees and their heirs as set forth in their Charter (attached); and

WHEREAS, The UMRIAA hereby submits its Charter and Bylaws to the Tribal Business Council of the Mandan, Hidatsa, and Arikara Nation for approval.

NOW THEREFORE BE IT RESOLVED, The Tribal Business Council of the Mandan, Hidatsa, and Arikara Nation does hereby charter the Upper Missouri River Intertribal Allottees Association and does hereby approve of the Charter and the formation of the Upper Missouri River Intertribal Allottees Association under the laws of the Mandan, Hidatsa, and Arikara Nation.

BE IT FURTHER RESOLVED, That the Upper Missouri River Intertribal Allottees Association shall comply with the laws of the Nation and at all times shall maintain an office and a registered agent within the boundaries of the Fort Berthold Indian Reservation.

UPPER MISSOURI RIVER INTERTRIBAL ALLOTTEES ASSOCIATION

CHARTER

I. AUTHORIZATION

The Upper Missouri River Intertribal Allottees Association (hereinafter "UMRIAA" or "Association") is a nonprofit entity organized by a group of allottees and their heirs from the Fort Berthold, Standing Rock, Cheyenne River, Crow Creek, Lower Brule, Rosebud, Santee and Yankton Indian Reservations whose land was taken by the United States for flood control and other purposes. The Association is chartered by the Three Affiliated Tribes of the Fort Berthold Reservation ("Tribes"). The Association is established pursuant to the inherent authority of the Tribes as a sovereign governmental entity and the express authority vested in the Three Affiliated Tribes' ("TAT") Tribal Business Council under the Constitution and By-Laws of the TAT.

II. NAME

The name of the association shall be the Upper Missouri River Intertribal Allottees Association.

III. DURATION

UMRIAA shall have a perpetual existence unless otherwise dissolved under Article XI hereunder.

IV. PURPOSES AND POWERS

The UMRIAA is an organization composed of individual landowners or family members of deceased landowners of allotted trust and fee land that was part of the land taken by the United States for the construction of the Dams and Reservoir Projects under the 1944 Flood Control Act and the Pick Sloan Plan. The land base within the eight Reservations was vital to the social and economic welfare of the individual tribal members. In the late 1940s, 50s and 60s, the federal government appropriated hundreds of thousands of acres of tribal and individual lands for the Pick Sloan Plan and inadequately compensated those landowners for the loss of lands. In 1992 through 2002, the United States Congress enacted several Equitable Compensation Acts ("Equitable Act"). In each of these Acts, the federal government admitted that the original compensation from the 1940s, 50s and 60s was inadequate, but neglected to make provision to directly compensate individual allottees or their heirs and instead directed payment to the respective Tribes. Action by the allottees and their heirs is necessary in order to protect their legitimate interests. The purpose of this organization is to investigate all available remedies concerning land loss claims, just compensation and social or other damages and to seek appropriate legal remedies including the right to negotiate specific land claims on behalf of the UMRIAA.

In accordance with the spirit and intent involving the formation of UMRIAA, the specific purposes and objectives of UMRIAA shall include, but not be limited to the following:

A. To provide members of the Association with a forum to become informed about historic congressional acts and documents, to participate in organizational business,

to verify eligibility of participants in accordance with historic laws and documentation, to discuss options for remedies for lands taken from them by the United States, and to seek just compensation and/or social or other damages for themselves as landowners entitled to just compensation and social damages.

B. To provide an entity through which the landowners can address land loss and compensation issues that may arise from time to time and particularly as a result of the Equitable Acts referenced above.

C. To ensure that the Fifth Amendment of the United States Constitution is enforced, and that trust and fee land and resources are adequately compensated for under applicable law and in any legislation designed to pay for Indian lands.

D. To assist individual Indian landowners and their heirs of the eight Reservations who were adversely impacted by the taking of lands for the construction of the Dams and Reservoir Projects under the 1944 Flood Control Act and the Pick Sloan Plan.

E. To promote change in federal policies, as necessary, and to develop needed solutions to the land compensation issues that may arise from time to time amongst the individual allottees and their heirs who were owners of lands taken for the Dams and Reservoir Projects.

F. To advocate the interests of UMR/IAA and provide a forum through which these interests can be effectively communicated to the federal, state, and tribal governments as well as the public in general.

G. To meet with Tribal Business Council officials and discuss their plan to address the landowners' issues.

H. To discuss and negotiate a joint agreement between the Tribes, the United States and landowners that will justly compensate the landowners and provide damages to the landowners resulting from their removal from the river bottom lands to the uplands of their respective Reservations.

I. To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and do all things incidental thereto or connected therewith, which are not forbidden by law.

J. Enumerated Powers. UMRIAA shall have the following enumerated powers:

1. To engage in any and all business activities necessary for the orderly and efficient operation of the Association.

2. To sue and be sued in courts of competent jurisdiction, provided, that when the cause of action arises within the territory of the Tribes, as set forth in their respective Tribal Constitution, the Tribal Courts shall have jurisdiction over all such causes of action to the extent that jurisdiction lies in tribal court.

3. To enter into contracts and agreements affecting the business affairs of the Association and to accept all funds and obligations resulting therefrom.

4. To contract with private persons, associations, or corporations for the provision of any service within or without tribal boundaries, and to accept all funds and obligations resulting therefrom.

5. To incur indebtedness and other obligations, and to open bank accounts in the name of UMRIAA.

6. To acquire, dispose of and encumber real or personal property, including, without limitation, rights and interests in property, including leases and easements necessary to accomplish the purposes of Association.

7. To negotiate with the federal, state, and tribal governments on behalf of the Association and to enter into binding agreements with said governments on behalf of the Association.

8. To adopt, amend, and repeal by-laws, provided that any amendments that concern board member qualifications or terms of office shall be subject to an affirmative vote of a majority of the members constituting a quorum of the Association, on the day that the issue is decided by that body.

9. To take all actions necessary, suitable or proper for the accomplishment of any of the purposes or attainment of any of the goals herein before enumerated, either alone or in association with others.

V. MEMBERS

Membership is open to all allottees or their heirs who owned lands within the eight Reservations which were taken by the federal government for the Dams and Reservoir Projects according to the 1944 Flood Control Act and who meet the membership requirements set forth in the By-Laws of the Association. Meetings of the Association members shall take place in the manner provided in UMRIAA's By-Laws except that a membership meeting shall be held at a minimum annually.

VI. BOARD OF DIRECTORS

The number of Directors of Association shall be fixed by the By-Laws of UMRIAA and shall not be fewer than three nor more than twelve. The general powers of

the Directors shall be as enumerated in UMRIAA's By-Laws. The meetings of the Board of Directors shall be as provided in the By-Laws except that the Board of Directors shall meet at least semi-annually.

The Board of Directors will serve for a term of four years, except that at the first annual meeting of the members, to create staggered terms, six (6) Directors shall be elected to a four-year term, and five (5) Directors shall be elected to a two-year term. At the annual meeting after the first annual meeting, the number of Directors whose terms expire at the time of such meeting shall stand for election by the general membership of the Reservation that they represent, provided the general member is also a member of the UMRIAA.

Eleven Directors shall constitute the initial Board of Directors. The names and addresses of the persons who are to serve as Directors until the first annual meeting of members, or until their successors are elected and qualify, are:

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| 1. | John Fredericks, Jr.
Fort Berthold
Box 116
Halliday, N.D. 58636
(701) 938-4554/870-0506 | 4. | Archie Fools Bear
Standing Rock
7764 Hwy 24, Box 419
Ft. Yates, N.D. 58538
(701) 471-4857/854-3652 |
| 2. | John Danks
Fort Berthold
Box 423
New Town, N.D. 58763
(701) 627-4978 | 5. | Robyn Thompson
Crow Creek
Box 224
Ft. Thompson, S.D. 57339
(605) 245-2810/245-2373 |
| 3. | Rick Red Eagle McLaughlin
Standing Rock
HC 74, Box 8
Wakpala, S.D. 57658
(605) 823-4902/848-1324 | 6. | Louis Dubray
Cheyenne River
HCR 3, Box 118
Gettysburg, S.D. 57442
(605) 733-2536 |

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|---|--|
| <p>7. Joseph Lends His Horse
Cheyenne River
Box 1784
Eagle Butte, S.D. 57625
(605) 964-6919</p> | <p>10. Vacant
Santee

TEL: _____</p> |
| <p>8. Dwayne Goodface
Lower Brule
Box 318
Lower Brule, S.D. 57548
(605) 473-5688</p> | <p>11. Vacant
Yankton

TEL: _____</p> |
| <p>9. Vacant
Rosebud

TEL: _____</p> | <p>12. Pete Fredericks/Alternate
Fort Berthold</p> |

VII. INCORPORATION

The names and addresses of the incorporators of UMRIAA are:

1. John Fredericks, Jr.
Box 116
Halliday, N.D. 58636
(701) 938-4554/870-0506
2. John Danks
Box 423
New Town, N.D. 58763
(701) 627-4978

**VIII. REGISTERED OFFICE AND AGENT
AND PRINCIPAL PLACE OF BUSINESS**

A. The address of the registered office of the UMRIAA is:

UMRIAA
Attn: John Danks
Box 423
New Town, North Dakota 58763

B. The name of the registered agent of UMRIAA is John Danks. The address of the registered agent of UMRIAA is:

John Danks
Box 423
New Town, North Dakota 58763

C. UMRIAA shall maintain its headquarters and principal place of business within the geographic area of the Upper Missouri River Basin with offices located at the above-registered office. UMRIAA may conduct its business activities at any place in or outside of the eight Reservations so as to achieve the purposes in this Charter.

IX. ADDITIONAL POWERS

All activities of UMRIAA shall be nonprofit in character and for the mutual benefit of Association's members, but the Association shall have and exercise all powers authorized by law. UMRIAA's principal business will be transacted within the eight Reservations. However, UMRIAA may conduct part or all of its business in any part of North Dakota, South Dakota, the United States, or the world.

X. AMENDMENT

This Charter may be amended at any meeting called specifically for the purpose of amending this Charter by a majority vote of members of the UMRIAA membership present at the meeting provided that a quorum is present, provided further the amended Charter is presented to the Tribal Business Council of the TAT at a duly constituted meeting with a quorum present and is approved by a majority vote of the Tribal Business Council of the TAT.

XI. DISSOLUTION

UMRIAA may be dissolved upon a vote of three-fourths (3/4) of the voting members of UMRIAA present at a meeting called for such purpose provided a quorum of the membership is present at the meeting. Upon the dissolution of UMRIAA, the Board

of Directors, after paying or making provisions for the payment of all the liabilities of UMRIAA, shall dispose of all the assets of UMRIAA, if any, exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, to further the purposes of UMRIAA, the eight Indian Tribes, or such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes in such manner as the Board of Directors shall determine.

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BE IT FINALLY RESOLVED, That the Charter of the Upper Missouri River Intertribal Allottees Association shall be amended only upon the approval of the Tribal Business Council of the Mandan, Hidatsa, and Arikara Nation.

CERTIFICATION

I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation hereby certify that the tribal Business Council is composed of seven (7) members of whom five (5) constitute a quorum, 7 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 11 day of March 2004, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 5 members, 5 members opposed, 0 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

Chairman [] Voting. [] Not Voting.

Dated this 11 day of March, 2004.

ATTEST:

Handwritten signature of Randy Phelan in cursive script.

Chairman, Tex G. Hall
Tribal Business Council

Executive Secretary, Randy Phelan
Tribal Business Council