

Resolution No. 71-64

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

WHEREAS, This Corporation is an Indian Chartered Corporation as defined by the Indian Reorganization Act of June 18, 1934, and authority is granted under said Act; and

WHEREAS, The Constitution and Corporate Charter of the Three Affiliated Tribes authorizes the Business Council of the Three Affiliated Tribes to engage in business enterprises; and

WHEREAS, It has been determined that a tribally owned and operated utility commission can best serve the varied utility subscribers on the Fort Berthold Reservation; and

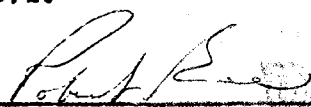
WHEREAS, The Bureau of Indian Affairs, U. S. Public Health Service, and Tribal Housing Authority, have agreed in principle to purchase from the Three Affiliated Tribes water, sewer, and garbage disposal and such other services as may later be agreed upon.

NOW, THEREFORE BE IT RESOLVED that the Three Affiliated Tribes Business Council hereby charter the Fort Berthold Utility Commission to operate and otherwise manage all or any part of the water, sewer, and sanitation facilities wherever needed and contracted for on the Fort Berthold Reservation except that the operation and management of water, sewer and other facilities of the Four Bears Motel Complex shall come under the jurisdiction of the Fort Berthold Utility Commission upon such terms as may be agreed upon in a contract between the Commission and the Fort Berthold Development Corporation, such contract to be approved by the Tribal Business Council. The attached charter and bylaws of the Fort Berthold Utility Commission are hereby adopted as an integral part of this document.

C E R T I F I C A T I O N

I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation, hereby certify that the Tribal Business Council is composed of 10 members of whom 7 constituting a quorum were present at a Special meeting, thereof duly called, noticed, convened and held on the 24 day of May, 1971; that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 6 members, 0 members opposed, 0 abstentions, 0 passed and that the said Resolution has not been rescinded or amended in any way.

Dated this 24 day of May, 1971.

  
Secretary, Tribal Business Council  
Three Affiliated Tribes

ATTEST:



JUN 3 1971  
SEP 10 1971

## BYLAWS

### ARTICLE I - BOARD OF DIRECTORS

Section 1. General Powers. This business and affairs of the Fort Berthold Utility Commission (hereinafter "the Commission") shall be managed by its Board of Directors.

Section 2. Regular Meetings. The Board of Directors may provide by resolution the time and place of holding regular meetings without other notice than such resolution.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or three (3) Directors.

Section 4. Notice of Special Meetings. Notice of any special meeting shall be given at least two (2) days prior thereto by written notice, delivered personally or mailed first-class mail to each voting Director at his address. Any Director may waive notice of any meeting. Whether the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of waiver of such a meeting.

Section 5. Quorum. Three (3) voting Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a quorum is present at a meeting, a majority of the Board of Directors present may adjourn the meeting, from time to time, without further notice.

Section 6. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Vacancies. If a voting member of the Board of Directors should die, abandon the reservation, willfully neglect to attend two (2) consecutive board meetings, resign, or be found guilty of dishonesty in the performance of duty, the position shall be declared vacant and an appropriate replacement appointed by the Tribal Business Council within 30 days following the occurrence of the vacancy on the Board.

Section 8. Compensation. By resolution of the Board of Directors, the Directors may be paid their actual and reasonable expenses, if any, of attendance at each meeting of the Board of Directors. They shall also be paid \$ \_\_\_\_\_ for attendance at each meeting.

## ARTICLE II - OFFICERS

Section 1. Number. The Board of Directors at its initial meeting, shall elect from its own membership a President, Vice President, Secretary and Treasurer who shall serve during their respective terms as members of the Board. Such other officers and assistant officers as may be deemed necessary may be elected by the Board of Directors.

Section 2. Removal. Any member of the Board of Directors, or any officer or agent elected by the Board of Directors, may be removed by the Board of Directors whenever in its judgment the best interests of the Commission would be served thereby.

Section 3. President. The President shall be the principal executive officer of the Commission and, subject to the control of the Board of Directors, shall in general, supervise and control all of the business and affairs of the Commission. He shall, when present, preside at all meetings of the Board of Directors. He may sign with the Secretary or any other officer authorized by the Board of Directors, any deeds, mortgages, contracts or other instruments which the Board of Directors has authorized to be executed. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors, from time to time. He shall vote on all matters subject to vote.

Section 4. Vice President. In the absence of the President or in the event of his death, or inability or refusal to act, the Vice President shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions on the President. In addition, he shall perform such other duties as shall, from time to time, be assigned by the President or the Board of Directors.

Section 5. Secretary. The Secretary shall record and maintain a full report of all proceedings of each meeting of the Board of Directors and shall in general perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to him by the President or the Board of Directors.

Section 6. Treasurer. The Treasurer shall give a corporate bond for the faithful discharge of his duties in such sum as the Board of Directors shall determine. The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the Commission and deposit all such monies in such banks or other depositories as may be designated by the Board of Directors and approved by the Tribal Business Council; (b) establish and maintain

proper books and records accounting for all receipts and disbursements; (c) in general, perform all the duties incident to the office of Treasurer and such other duties as may, from time to time, be assigned to him by the President or the Board of Directors.

### ARTICLE III - CONTRACTS, LOANS, CHECKS

Section 1. Contracts. The Board of Directors may authorize any officer or agents of the Commission to enter into any contracts or execute and deliver any instruments in the name of or on behalf of the Commission and such authority may be general, or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Commission and no evidences of indebtedness shall be issued in the name of the Commission unless authorized by a resolution of the Board of Directors and the Tribal Business Council. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, or notes or other evidence of indebtedness issued in the name of the Commission shall be signed by such officer or officers, agent or agents of the Commission and in such manner as shall, from time to time, be determined by a resolution by a resolution of the Board of Directors.

### ARTICLE IV - AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) majority vote of the Tribal Business Council.



Nathan Little Soldier, Chairman  
Tribal Business Council  
Three Affiliated Tribes

SEAL

CHARTER OF THE  
FORT BERTHOLD UTILITY COMMISSION

The Three Affiliated Tribes of the Fort Berthold Reservation (hereinafter the "Tribes"), acting through the Tribal Business Council, pursuant to the powers vested by the Constitution and Corporate Charter of the Tribes, hereby charter the Fort Berthold Utility Commission (hereinafter referred to as "the Commission").

1. Purposes and Powers. The purpose for which the Commission is formed is to operate and otherwise manage all or any part of the water, sewer, sanitation and other facilities of the Fort Berthold Reservation. In pursuit of this end the Commission shall have the power to assign, transfer, or otherwise dispose of, trade, deal in and with goods, wares, merchandise, real and/or personal property of every class and description.

2. Principal Office. The address of the principal office of the Commission is The Three Affiliated Tribes, New Town, North Dakota.

3. Board of Directors. The Board of Directors of the Commission is hereby vested with all powers necessary to carry out its purposes as stated in Paragraph 1 above. The Board of Directors shall consist of five voting members. The persons to constitute the voting Directors of the Fort Berthold Development Corporation are to be selected by the Tribal Business Council.

There shall also be four non-voting Advisory members of the Board of Directors who shall consist of: one member from the Bureau of Indian Affairs; one member from the Public Health Service; one from the Local Housing Authority; one from the Economic Development Administration. The Advisory members of the Board of Directors shall be selected by and serve at the pleasure of the agency which they represent.

4. Terms of Office. The terms of office of the voting members of the Board of Directors shall be for four years. Each member of the Board of Directors shall hold office until his successor shall have been duly elected and qualified. Their terms shall be so staggered that one Board member shall be appointed each year. In order to provide for this staggered replacement of the Board of Directors, the initial appointment of the voting members of the Board of Directors shall be one Director for a five-year terms, one Director for a four-year term, one Director for a three-year terms, one Director for a two-year term and one for a one-year term.

5. Budget. At least thirty (30) days prior to the commencement of the Commission's fiscal year, the Board of Directors shall prepare a budget for the ensuing fiscal year. A copy of the budget shall be submitted to the Tribal Business Council for approval.

6. Reports. At least every six (6) months commencing with the date of the Charter, the Board of Directors shall deliver to the Tribal Business Council a written report of the business activities of the Commission for the preceding six (6) months, including a complete financial statement.

7. Audit. The Board of Directors, prior to the close of business in each fiscal year, shall designate an independent certified public accountant satisfactory to the Tribal Business Council who shall examine the books of account of the Commission, shall certify to the Board of Directors and to the Tribal Business Council the annual balances and shall furnish a written report to the Tribal Business Council.

8. Amendments. This Charter may be amended by a three-fourths (3/4) majority vote of the Tribal Business Council.

9. Dissolution. The Commission may not dissolve except by a three-fourths (3/4) majority vote of the Tribal Business Council.

10. Rules and Regulations. Within six months after the date of this Charter the Commission shall promulgate proposed rules and regulations governing the use of the facilities it operates, which rules and regulations shall first be approved by the Tribal Business Council.

11. Effective Date. This Charter shall become effective this 107 day of July, 1971.

SEAL



Nathan Little Soldier, Chairman  
Tribal Business Council  
Three Affiliated Tribes