

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 this Act, and

WHEREAS, Article VI, Section 5 (a) of the Constitution and Bylaws of the Three Affiliated Tribes of the Fort Berthold Reservation provides that the Tribal Business Council shall have the power "... to manage all economic affairs and enterprises of the Three Affiliated Tribes of the Fort Berthold Reservation in accordance with terms of a charter to be issued to them by the Secretary of the Interior," and

WHEREAS, Section 5 (c) of the Corporate Charter of the Three Affiliated Tribes of the Fort Berthold Reservation provides that the Tribes have the power to "... engage in any business that will further the economic well-being of the members of the Tribe or to undertake any activity of any nature whatever, not inconsistent with law or with any provision of this charter, " and

WHEREAS, the Tribal Business Council has determined the efficient and economic management of the WHITE SHIELD COMMUNITY BUILDING requires that a subsidiary corporation, separate and distinct from the Tribal Business Council, be formed for the purpose of overseeing and directing the management of the WHITE SHIELD COMMUNITY BUILDING on behalf of the Tribal Business Council.

NOW, THEREFORE BE IT RESOLVED, that the Three Affiliated Tribes of the Fort Berthold Reservation, acting through the Tribal Business Council pursuant to the powers vested in it and set out hereinabove, hereby

charter the WHITE SHIELD BUILDING MANAGEMENT CORPORATION for the purpose of arranging for the rental of all space possible under conditions compatible with the Tribe's agreement with the Department of Housing and Urban Development; assuring the proper maintenance of the building and grounds by arranging for the employment of such capable personnel as may be necessary to achieve these goals; assuring proper insurance coverage at all times; and the establishment, and continuing use of acceptable accounting procedures subject to the Charter and Bylaws adopted simultaneously herewith and attached hereto as Appendices A and B respectively.

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

I, 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 ten (10) members of whom 8 constitute a quorum present at a Special meeting thereof duly called, noticed, convened and held on the 1st day of November, 1972; that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 6 members, 0 members opposed, 0 members abstained, 0 members passed, and the Chairman not voting. Dated this 1st day of November, 1972.

Joseph Meyers  
Secretary, Tribal Business Council  
Three Affiliated Tribes

ATTEST:

Rose Anna Lee  
Chairman, Tribal Business Council  
Three Affiliated Tribes

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FORT BERTHOLD AGENCY  
NEW TOWN, N. DAKOTA

appendix A

CHARTER OF THE  
WHITE SHIELD BUILDING  
MANAGEMENT CORPORATION

The Three Affiliated Tribes of the Fort Berthold Reservation (hereinafter the "Tribes"), acting through the Tribal Business Council, pursuant to the powers vested by Article VI, Section 5 (a) of the Constitution of the Tribes, hereby charter the WHITE SHIELD COMMUNITY MANAGEMENT Corporation (hereinafter referred to as "the Corporation").

1. Purpose and Powers. The purpose for which the Corporation is formed is to arrange for the leasing of all space available, under conditions compatible with the Tribe's agreement with the Department of Housing and Urban Development, in the WHITE SHIELD COMMUNITY BUILDING; keep a set of books acceptable to the Tribal Business Council; hire capable personnel, as necessary, to insure the proper maintenance of the Building, its grounds, and its records; arrange for the orderly scheduling of both Private and Public events in the Building; furnish a set of all minutes promptly, of every regular and special meeting to the Tribal Business Council through the Tribal Clerk; and such other powers and duties which may from time to time be assigned to the Corporation by the Council.

2. Principal Office. The address of the Principal Office of the Corporation is THE WHITE SHIELD BUILDING MANAGEMENT CORPORATION, care of its President.

3. Board of Directors. The Board of Directors of the Corporation is hereby vested with all powers necessary to carry out the purpose of the Corporation as stated in Paragraph 1 above. The Board of Directors shall consist of FIVE (5) members.

The Board of Directors shall initially be selected by the Tribal Business Council, who shall fill all future vacancies on the Board from a list of nominees supplied it by the White Shield Community Organization.

4. Terms of Office. The terms of office of the members of the Board of Directors, measured from the effective date of this charter, shall be for three years. Each member of the Board of Directors shall hold office until his successor shall have been duly elected and qualified.

5. Budget. At least thirty (30) days prior to the commencement of the Corporation'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 this charter, the Board of Directors shall deliver to the Corporation and to the Three Affiliated Tribes a comprehensive written report of the business activities of the Corporation for the preceding six (6) months; a financial statement shall be furnished by the Tribal Business Council, through its Tribal Clerk, each month; a very complete financial statement shall be sent each Tribal Councilman at the end of each six (6) month period.

7. Audit. The Board of Directors prior to the close of business in each of its fiscal years, shall request the Tribal Business Council to help mutually assign someone capable to examine the books of account of the Corporation; who shall certify to the Board of Directors and to the Tribal Business Council the annual balances and shall furnish a detailed written report to the Corporation and the Tribal Business Council.

8. Handling and Disposition of Funds. All rental income shall be payable to the Tribal Business Council, who shall deposit said funds in a

Federally Insured Bank, mutually agreeable to both Council and Corporation. All bills shall be vouchered by the Corporation; vouchers to be approved before payment, by either the President or Secretary-Treasurer of the Corporation and by either the Chairman, Vice-chairman, or Treasurer of the Tribal Business Council; all checks to be prepared by the Secretary-Treasurer of the Corporation; checks are to be signed by either the President or the Secretary-Treasurer of the Corporation, and countersigning for the Tribal Business Council shall be by a fully bonded member of the Banking Institution wherein the funds have been deposited. A copy of each voucher, carrying the proper approving signatures of both the Corporation and the Tribal Business Council MUST be furnished to the Bank's Signatory, without which he shall not be empowered to countersign any check. These copies of the Vouchers shall be available to the Auditor of the Corporation accounts.

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

10. Dissolution. The Corporation may not dissolve except by a three-fourths (3/4) majority vote of the Tribal Business Council. In the event of a dissolution, the Tribes shall assume the debts, obligations and assets of the Corporation.

11. Effective Date. This charter shall become effective this 1st day of November, 1972.

12. Indemnification of Directors and Officers. Members of the Board of Directors and Officers of the Corporation shall be held harmless by the Corporation from personal liability for damages resulting from any actions taken by them, in good faith and with due care, as Directors and Officers within the scope of their duties as enumerated in this charter and the corporate bylaws.

BYLAWS

Appendix B

ARTICLE I - BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the WHITE SHIELD BUILDING MANAGEMENT Corporation (hereinafter "the Corporation") shall be managed by its Board of Directors.

Section 2. Regular Meetings. The Board of Directors may provide by resolution the time and place for 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 Director at his address. Any Director may waive notice of any meeting. Neither 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 or waiver of such a meeting.

Section 5. Quorum. Four (4) 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 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. Any vacancies occurring in the Board of Directors shall be filled by the Tribal Business Council from a list of nominees selected by the White Shield Community Organization. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 8. Compensation. By resolution of the Board of Directors and prior approval by the Tribal Business Council, the Directors may be paid their actual and reasonable expenses, if any, of attendance at each meeting of the Board of Directors and such other honorariums as may be approved by the Tribal Business Council.

#### ARTICLE II - OFFICERS

Section 1. Number. The Board of Directors at its initial meeting shall elect from its own membership a President, Vice President and a Secretary-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 members 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 Corporation would be served thereby.

Section 3. Vacancies. A vacancy in office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings

of the Board of Directors. He may sign with the Secretary-Treasurer, or any other officer authorized by the Board of Directors, any leases or purchase contracts and/or instruments which the Board of Directors has authorized.

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 5. 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 6. Secretary-Treasurer. The Secretary-Treasurer 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 both Secretary and Treasurer and such other duties as may, from time to time, be assigned to him by the President or the Board of Directors. He shall promptly transmit ALL funds generated by the Corporation's activities to the Tribal Clerk of the Tribal Business Council for proper disposition as provided herein; shall establish and maintain proper books and records accounting for all receipts, disbursements and vouchers; shall prepare all vouchers for approval of the President and the Tribal Business Council; prepare all checks; sign checks for the Corporation in the absence of the President; and in general, perform all the duties incident to the Office of Secretary-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 agent of the Corporation to enter into any contracts or execute and deliver any instruments in the name of or on behalf of the Corporation and such authority may be general, or confined to specific instances within the meaning and framework of this instrument.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board of Directors and prior approval of 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 Corporation shall be signed by such officer or officers, agent or agents of the Corporation only after receiving prior approval of the Tribal Business Council, and in such manner as shall, from time to time, be determined 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.