

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

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

WHEREAS, the Constitution and Bylaws of the Three Affiliated Tribes authorizes and empowers the Tribal Business Council to engage in activities for the welfare and benefit of the tribes and tribal members; and

WHEREAS, The Internal Revenue Code 501 (C) (3) requires that assets of tax exempt corporations be distributed to other tax exempt organizations or entities upon dissolution, and

WHEREAS, The current charter for the Fort Berthold Communications Enterprise does not provide for such distribution of assets in Article VI Section A.

THEREFORE BE IT RESOLVED, that Article VI Section A for the Fort Berthold Communications Enterprise be amended to include as its second sentence the following:

Section A. Ownership. All the assets acquired by FBCE shall belong to the Three Affiliated Tribes of the Fort Berthold Reservation and shall be operated by and managed for the benefit of FBCE provided, however, that title to property which is to become a part of the land such as building material, may, if appropriate, be taken in the name of the United States in trust for the Tribe. All assets acquired on behalf of Fort Berthold Communications Enterprise shall be distributed to organizations or entities which have exempt status upon the dissolution of Fort Berthold Communications Enterprise. Upon approval of the Tribal Business Council, FBCE shall be authorized to execute appropriate liens on broadcast equipment in order to procure a construction grant or other grant from the National Telecommunications and Information Administration or other federal agency.

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 11 members of whom 7 constituting a quorum, 11 were present at a Special Meeting, thereof duly called noticed, convened, and held on the 25 day of Sept. 1980; that the foregoing resolution was duly adopted at such meeting by the affirmative vote of 10 members ~~not voting~~, and that said resolution has not been rescinded or amended in any way.

CHAIRMAN (~~voting~~) (not voting).

Dated this 25 day of September, 1980.

ATTEST:
Joan H. Brown
CHAIRMAN, Tribal Business Council

Lillie Walker
Secretary, Tribal Business Council

AMENDED CHARTER
FOR
FORT BERTHOLD COMMUNICATIONS ENTERPRISE

A Tribal Enterprise of the Three Affiliated Tribes
of the Fort Berthold Reservation

ARTICLE I - CREATION AND PURPOSE

Section A. Creation and Name. There is hereby created a tribal enterprise of the Three Affiliated Tribes of the Fort Berthold Reservation which shall be called "Fort Berthold Communications Enterprise" (alternately called "FBCE" or "Enterprise" herein).

Section B. Location. FBCE shall be located on the Fort Berthold Indian Reservation, with headquarters and mailing address at New Town, North Dakota.

Section C. Purpose. The purpose of FBCE is to engage in and encourage non-commercial educational radio and television broadcasting and to control the licenses, policies, facilities, programming, personnel, and operation of one or more non-commercial educational broadcast stations, cable television channels, and instructional television systems consistent with the public interest, and to apply for and accept federal, state, local, foundation or other grant or loan money for the planning, construction, and/or operation of same.

Section D. Non-Profit Status. The Fort Berthold Communications Enterprise shall be operated and maintained as a non-profit enterprise with an educational purpose.

Section E. Authority. This Enterprise is established in accordance with and under the authority of Article VI, Sections 5(a), (b), (c), (i), and (j), of the Constitution and By-Laws of the Three Affiliated Tribes of the Fort Berthold Indian Reservation, approved by the Commissioner of Indian Affairs on June 29, 1936, as amended.

ARTICLE II - OPERATIONS

Section A. Management. FBCE shall be responsible for the planning, operation, and management of non-commercial educational radio and television broadcast facilities on the Fort Berthold Indian Reservation, or other non-commercial telecommunications facility to serve the Fort Berthold Reservation. It shall be responsible for providing management for the enterprise, funding the enterprise, and for seeing that it operates in a sound economic and educational manner. It shall establish overall operating policies for the enterprise and shall enforce strict adherence to such policies and this Charter.

Section B. Other Activities. FBCE shall abide by all rules and regulations of the Federal Communications Commission and shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law); or (b) by a corporation contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE III - MANAGEMENT

Section A. Board of Trustees. The general policies, scope and procedures of FBCE shall be determined by a Board of Trustees, to consist of ten members to be selected as follows: Nine members shall be appointed by the Tribal Business Council of the Three Affiliated Tribes of which six members shall be selected from each of the reservation communities and three as the Tribal Business Council shall see fit. One member shall be appointed by the President and Board of the Fort Berthold Community College.

1. Term of Office.

- a. Position No. 1 - two (2) years - Tribal Business Council selection.
- b. Position No. 2 - two (2) years - Tribal Business Council selection.
- c. Position No. 3 - two (2) years - Tribal Business Council selection.
- d. Position No. 4 - two (2) years - Tribal Business Council selection.
- e. Position No. 5 - two (2) years - Tribal Business Council selection.
- f. Position No. 6 - two (2) years - Tribal Business Council selection.
- g. Position No. 7 - two (2) years - Tribal Business Council selection.
- h. Position No. 8 - two (2) years - Tribal Business Council selection.
- i. Position No. 9 - two (2) years - Tribal Business Council selection.
- j. Position No. 10 - two (2) years - Tribal Business Council selection.

2. Officers. After appointment of the first members of the Board, and each June 30 thereafter, the members of the Board shall elect a Chairman, Vice-Chairman, and a Secretary from within their membership.

3. Records of Meetings. The Secretary shall keep, or cause to be kept, a complete and accurate record of all meetings, copies of which will be furnished to the Board, and to the Council.

4. Quorum. Six members of the Board shall constitute a quorum.

5. Removal. The Tribal Business Council may remove any Board member, including the Chairman, for cause. Notice of proposed removal, including a statement of the reasons for removal, shall be forwarded to the member in question by mail or presented to him in person. Such member shall have ten (10) days from the date of the notice to request a hearing before the Council. The hearing shall be held not later than 30 days after receipt of the request for hearing. The decision of the Council shall be final.

6. Vacancies. Appointments may be made by the Council to fill vacancies in the membership of the Board for unexpired terms, except the Fort Berthold Community College appointment which shall appoint for their un-expired term.

7. Qualifications of Board Members. Each Board member shall be selected for his qualities of industry, responsibility, honesty, integrity and judgment and interest in educational programs. Members or employees of the Council may also be members of the Board of Trustees.

8. Compensation. Compensation of Board members shall be determined by the Fort Berthold Tribal Business Council and shall be paid from FBCE funds.

9. Meetings. The Board of Trustees shall hold regular meetings on the second Tuesday of each month at the tribal offices or other place specified by the Chairman. Special meetings may be called by the Chairman at any time, and shall be called by the Chairman upon request of two members of the Board, or upon request of the Tribal Business Council. If the Chairman fails to call a meeting within five (5) days after receipt of a written request as above, any two (2) members of the Board of Trustees may call such a meeting upon notice to all members.

10. Signatures. The Chairman or Vice-Chairman of the Board may sign such papers as the Board may authorize for and on behalf of the Board. All such authorization shall be reflected in records of meetings.

11. Voting. Each member of the Board, including the Chairman, shall be entitled to vote on each matter coming properly before the Board.

Section B. Powers and Duties. The Board of Trustees shall be responsible for providing management and overall responsibility for the Fort Berthold Communications Enterprise.

The Board shall have the power, with prior approval of the Council, to borrow funds for the operation of the enterprise,

take and give evidence of indebtedness, collateral and other security for loans and advances. It shall have the power, with prior approval of the Council in each case, to enter into business contracts to carry out its responsibilities hereunder. The Board shall not enter into any litigation without specific authorization of the Council nor may the Board waive immunity from suit without such specific authorization.

Section C. Accountability. The Board of Trustees shall be responsible to and accountable to the Tribal Business Council. The Board shall operate within the limits of grants and loans from non-tribal sources, plus such funds, if any, that the Council may approve for use of the Enterprise.

Section D. General Manager and Employment. The Board of Trustees shall have the authority to hire a general manager under a written employment contract. The general manager selected and the contract are subject to the approval of the Fort Berthold Tribal Business Council and, if required, the Secretary of the Interior or his authorized representative.

1. The general manager shall be responsible for daily operations of FBCE.
2. The general manager shall be responsible for employing, directing, training and discharging all employees under his charge. All salaries and wages shall be an expense of the enterprise and shall be in accordance with pay scales approved by the Fort Berthold Tribal Business Council and the Board of Trustees.
3. The general manager shall have the power to direct purchasing and sales within limits set by the Board and the Council.
4. The general manager shall be responsible for planning and development of an educational communications program as directed by the Board.
5. The general manager shall be responsible for income and expenditures, budgeting and accounting for the Enterprise.
6. The general manager shall be required to make periodic reports to the Board and to the Fort Berthold Tribal Business Council.
7. The general manager shall be responsible for the operation of the Enterprise as set out in this Charter.

Section E. Other Services. Upon prior approval of the Tribal Business Council, FBCE shall be entitled to the services of, and shall be guided by the professional advice of:

1. Any professional consultants retained by the Fort Berthold Tribal Business Council.
2. The tribal attorneys.

Upon prior approval of the Fort Berthold Tribal Business Council, FBCE may enter into a separate contract with any of the above so as to utilize any separate funding for professional fees and services as may become available.

ARTICLE IV - FINANCES

Section A. Source of Funds. FBCE may apply for funds to the Fort Berthold Tribal Business Council, Bureau of Indian Affairs, the National Telecommunications and Information Administration, and to any other governmental agencies. In any such application, it shall be entitled to identify itself as a tribal enterprise of the Three Affiliated Tribes of the Fort Berthold Reservation. FBCE shall also have authority to negotiate grants or loans from the Corporation for Public Broadcasting and any non-governmental foundation, institution, business, or private individual, subject to the provisions of Article III, Section B herein. FBCE shall not allow investment by any private individual, but may negotiate grants or loans from private individuals in the regular course of business.

ARTICLE V - METHOD OF BUSINESS

Section A. Depository. The depository of FBCE shall be a separate commercial account or accounts in any bank selected by the Fort Berthold Tribal Business Council. Said account shall be in the name of "Fort Berthold Communications Enterprise."

Section B. Receipts and Disbursements. Disbursements will be made by the bonded tribal treasurer or other bonded official or employee as designated by the Tribal Business Council. Disbursements will be made by check upon presentation of invoices or vouchers. The checks shall be countersigned by the Treasurer and either the Chairman or the Vice-Chairman of the Tribal Business Council.

The Chairman and Vice-Chairman shall be bonded. Any FBCE cash receipts shall be deposited intact as to amount in the depository promptly. Receipts will be issued for all cash received and copies filed and retained for accounting and auditing purp

Section C. Records and Accounts. Separate accounting records for the enterprise shall be maintained in accordance with a system, and in a manner, satisfactory to the Fort Berthold Tribal Business Council. The records and accounts shall be made available to the Fort Berthold Tribal Business Council or its designee upon request.

Section D. Audits and Reports. The accounts of FBCE shall be audited annually at the close of the fiscal year at the expense of FBCE. Annual and periodic reports shall be submitted by the Enterprise to the Fort Berthold Tribal Business Council.

Section E. Insurance. Fire and other insurance on property owned by FBCE or on property in which FBCE has an insurable interest, shall be in amounts and type of coverage specified by the Board and the Fort Berthold Tribal Business Council. FBCE insurance may be a part of tribal insurance policies, with the expense thereof pro-rated to FBCE if so directed by the Fort Berthold Tribal Business Council.

Section F. Fiscal Year. The fiscal year of FECE shall be the same as the fiscal year of the Fort Berthold Tribal Business Council.

Section G. Leasing or Management of Lands. Authorized members of the Board may negotiate leases with individual owners of allotted trust lands, for leasing privileges under mutually agreeable terms. Final action on and authority to execute leases on behalf of FBCE must be approved by the Board and the Fort Berthold Tribal Business Council before becoming effective. No lands may be purchased by FECE within the boundaries of the Fort Berthold Indian Reservation without the prior approval of the Fort Berthold Tribal Business Council.

Section H. Petty Cash Fund. A Petty Cash Fund is authorized to be established for FECE in the amount of \$200.00. This amount may be increased subject to the approval of the Fort Berthold Tribal Business Council. This fund may be used to pay small expenses, when necessary, and to pay small obligations when it is not feasible to pay by check on the official depository. The fund may be reimbursed periodically from the official depository of FBCE in the amount of and upon the submittal of receipts, vouchers, and statements signed by the payees, of their proof of expenditure. Petty Cash reimbursement vouchers shall be certified by the Manager of the Enterprise.

Section I. Physical Inventory. A physical inventory of all equipment and property of the Enterprise shall be made as of the date of the establishment of FBCE. Thereafter, physical inventories shall be made on the last day of business of

the fiscal year of the Enterprise and at such other times as may be directed by the Fort Berthold Tribal Business Council. Small tools and items costing less than \$50.00 shall not be classified as equipment for inventory purposes but shall be classified as expendable items.

ARTICLE VI - MISCELLANEOUS

Section A. Ownership. All the assets acquired by FBCE shall belong to the Three Affiliated Tribes of the Fort Berthold Reservation and shall be operated by and managed for the benefit of FBCE provided, however, that title to property which is to become a part of the land such as building material, may, if appropriate, be taken in the name of the United States in trust for the Tribe. All assets acquired on behalf of Fort Berthold Communications Enterprise shall be distributed to organizations or entities which have exempt status upon the dissolution of Fort Berthold Communications Enterprise. Upon approval of the Tribal Business Council, FBCE shall be authorized to execute appropriate liens on broadcast equipment in order to procure a construction grant or other grant from the National Telecommunications and Information Administration or other federal agency.

Section B. Approval. FBCE shall maintain approval by the appropriate federal authority, unless such approval has been waived.

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 11 members, of whom 7 constituting a quorum were present at a Special meeting, thereof duly called, noticed, convened, and held on the 25 day of September, 1980; that the foregoing Amended Charter was duly approved at such meeting by the affirmative vote of 10 members, 0 opposed, 0 members abstained, 0 members passed, and that the said Resolution has not been rescinded or amended in any way.

Chariman (voting) (~~not voting~~).

Dated this 25 day of September, 1980.

TILLIE WALKER, SECRETARY
TRIBAL BUSINESS COUNCIL
THREE AFFILIATED TRIBES

ATTEST:

Austin Gillette

AUSTIN GILLETTE, CHAIRMAN
TRIBAL BUSINESS COUNCIL, THREE AFFILIATED TRIBES