

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 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 Tribal members; and
- WHEREAS, The Tribal Business Council of the Three Affiliated Tribes issued a Charter to the Fort Berthold Communications Enterprise in September of 1979 (Reso. #79-65) to provide a non-commercial educational broadcast station for the Fort Berthold Indian Reservation; and
- WHEREAS, Said Charter was amended to include the community-based non-profit tribal newspaper (Reso. #83-148-S); and
- WHEREAS, The terms of all appointed members have since expired; and
- WHEREAS, There is a need to amend the Charter of the Fort Berthold Communications Enterprise and to appoint new board members.

NOW, THEREFORE BE IT RESOLVED, That the Three Affiliated Tribes Tribal Business Council hereby appoints the following Fort Berthold Communications Enterprise Board Members for the designated terms:

|                         |                               |
|-------------------------|-------------------------------|
| 1 Year - Danielle Henry | 1 Year - Lorraine Mutchler    |
| 2 Years - Joyce Chase   | 2 Years - Joletta Bird Bear   |
| 2 Years - Susan Paulson | 2 Years - Ivetta Spotted Bear |
| 2 Years - Amy Henry     | 2 Years - Jim Young           |

BE IT FURTHER RESOLVED, That the Three Affiliated Tribes Tribal Business Council amends the Charter as follows:

On Page 2 - Article IV - Management Section A. Board of Trustees. The general policies . . . of the Three Affiliated Tribes upon recommendation by the existing board.

Amend to delete "upon recommendation by the existing board."

On Page 4 - Item 11 - Voting. (b) Voting by Proxy.

Amend to delete (b) Voting by Proxy. (Entire Section).

- Section B. Powers and Duties. Second paragraph.

Amend to add "The Board shall determine the allocation of docket monies set aside for all entities under its authority."

On Page 5 - Section D. Employment. (1) Station Manager - KMHA (f) The Station Manager . . . Tribal Business Council, when requested.

Amend to delete "periodic" and add "monthly"

Amend to delete "when requested."

- Section D. Employment. (2) Editor - Print Media. (e) The

Editor shall . . . Tribal Business Council, when requested.

Amend to delete "periodic" and add "monthly"

Amend to delete "when requested."

On Page 7 - Article VIII - Amendments. "This Charter . . . to amend."

Amend to add "all Amendments must be submitted to the Tribal Business Council for final approval by resolution."

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, (Alternatively called the FBCE.)".

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 the FBCE is to operate a newspaper and other print media to be known as "Ahead of the Herd" and to do all things necessary to carry out its functions and publishing the same, and to engage in other publishing projects, and to apply for and accept federal, state, tribal, and local, foundation or other grant or loan money for planning, construction, and/or operation of same. The purpose of FBCE is also 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, instructional radio consistent with the public interest, and to apply for and accept federal, state, local, foundation or other grant or loan money for 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 V, Section 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 facilities on the Fort Berthold Indian Reservation, or other non-commercial telecommunications facilities to serve the Fort Berthold Reservation as well as print media known as "Ahead of the Herd". It shall be responsible for providing management for the Enterprise, funding for 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. The Enterprise 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 1952 (or the corresponding provision of any future United States Internal Revenue Law); or

- (b) by 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 MERGER OF FUNCTIONS

The Fort Berthold Communications Enterprise is a merger of functions of what heretofore was known as the Fort Berthold Communications Enterprise "FBCE" a tribally chartered corporation, and the unincorporated entity known as "Ahead of the Herd". The Fort Berthold Communications Board shall concurrently operate each such entity while maintaining a separate identity for each, as well as operations, and shall account for and hold the assets of each as separately identified.

### ARTICLE IV - MANAGEMENT

Section A. Board of Trustees. The general policies, scope, and procedures of FBCE shall be determined by a Board of Trustees, to be appointed by the Tribal Business Council of the Three Affiliated Tribes, ~~upon recommendation by the existing Board.~~

1. Term of Office. The term of office of each Board member shall be two years, provided however, that the first Board members shall be appointed to positions with terms staggered as designated by the "Board".
  - (a) Position No. 1 - one (1) year (Tribal Business Council Appointment)
  - (b) Position No. 2 - one (1) year (Tribal Business Council Appointment)
  - (c) Position No. 3 - two (2) year (Tribal Business Council Appointment)
  - (d) Position No. 4 - two (2) year (Tribal Business Council Appointment)
  - (e) Position No. 5 - two (2) year (Tribal Business Council Appointment)
  - (f) Position No. 6 - two (2) year (Tribal Business Council Appointment)
  - (g) Position No. 7 - two (2) year (Tribal Business Council Appointment)
  - (h) Position No. 8 - two (2) year (Tribal Business Council Appointment)
2. Officers. After appointments of the first members of the Board, and each October 31, thereafter, the members of the Board shall elect a Chairperson, Vice Chairperson, Secretary, and Treasurer 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 Tribal Business Council upon request.
4. Quorum. Five members or a simple majority of the Board shall constitute a quorum.
5. Removal. The FBCE Board may remove any Board member, including the Chairperson, for cause, with the quorum vote. Notice of proposed removal, shall be 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 notice to submit a written request for hearing before the Board. The hearing shall be held not later than thirty (30) days after receipt of the written request for hearing. The decision of the Board shall be final.

The quorum vote of the Board may expel any member who misses three (3) consecutive Board meetings, without prior notification to any of the four officers.

6. Vacancies. The Board may choose from the membership of the Three Affiliated Tribes a person to fill vacancies in the membership of the Board from the unexpired terms.
7. Qualifications of Board Members. Each board member shall be selected for his/her qualities of industry, responsibility, honesty, integrity, and judgement, 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 availability of FBCE funds.
9. Meetings.

(a) Regular Meetings. The Board of Trustees shall hold regular meetings on the second ~~Thursday~~ <sup>Thursday</sup> of each month at the tribal office or other places specified by the Chairperson.

(b) Special Meetings. Special meetings may be called by the Chairperson at anytime, or shall be called by the Chairperson upon request of two members of the Board, the Station Manager, the Editor or upon request of the Tribal Business Council.

Business Council. If the Chairperson 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 Chairperson or Vice Chairperson of the Board may sign 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.

(a) Voting. Each member of the Board, including the Chairperson, shall be entitled to vote on each matter coming properly before the Board.

(b) Voting by Proxy. Board members each may vote by proxy for one other member. However, each proxy must be signed in writing prior to each such meeting in which that proxy is eligible.

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 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 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 specific authorization.

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

Section D. Employment.

(1) Station Manager - KMHA

The Board of Trustees shall have the authority to hire a station manager under a written employment contract, with general responsibilities as outlined below:

(a) The Station Manager shall be responsible for daily operations of FBCE as set out in this Charter.

(b) The Station Manager shall be responsible for employing or discharging each such employee with the concurrence of the Board. Training and directing each such employee on a day-to-day basis will be the responsibility of the Station Manager. All salaries and wages shall be an expense of the Enterprise and shall be in accordance with pay scales approved by the Board.

(c) The Station Manager shall have the power to direct purchasing and sales within limits set by the Board.

(d) The Station Manager shall be responsible for planning and development of an educational communications program as directed by the Board.

- (e) The Station Manager shall be responsible for income and expenditures, budgeting, and accounting for the Enterprise and to retain persons to accomplish such.
- (f) The Station Manager shall be required to make periodic reports to the Board and to the Fort Berthold Tribal Business Council, when requested.

(2) Editor - Print Media.

The Board of Trustees shall have the authority to hire an Editor under a written employment contract, with general responsibilities as outlined below:

- (a) The Editor shall be responsible for daily operations of FBCE as set out in this Charter.
- (b) The Editor shall be responsible for employing or discharging each such employee with the concurrence of the Board. Training and directing each such employee on a day-to-day basis will be the responsibility of the Editor. All salaries and wages shall be in accordance with pay scales approved by the Board.
- (c) The Editor shall have the power to direct purchasing and sales within limits set by the Board.
- (d) The Editor shall be responsible for income and expenditures, budgeting and accounting for the Enterprise and to retain persons to accomplish such.
- (e) The Editor shall be required to make periodic reports to the Board and to the Fort Berthold Tribal Business Council, when requested.

Section E. Other Services. FBCE shall be entitled to the services of and shall be guided by the professional advice of any professional consultants retained by the Fort Berthold Tribal Business Council, as well as other professional consultants retained by the Fort Berthold Communications Enterprise, as well as other professional consultants as it deems necessary.

Section F. Inurement of Income. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers of other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered.

Section G. Legislative or Political Activities. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation and the organization shall not participate in or intervene in (including publishing, distribution or broadcast of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V - 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 VI - METHOD OF BUSINESS

Section A. Depository. The depository of FBCE shall be by two separate commercial accounts of accounts in any bank selected by the Board. Said account shall be in the name of the Fort Berthold Communications Board - Telecommunications or Fort Berthold Communications Ahead of The Herd or as many subsidiary accounts as necessary.

Section B. Receipts and Disbursements. Disbursements will be made by check upon presentation of invoices or vouchers. The checks shall be countersigned by the Treasurer and either the Chairperson or the Vice Chairperson of FBCE or in the absence of the Treasurer, the Chairperson and Vice Chairperson may sign.

The Chairperson and Vice Chairperson 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 purposes.

Section C. Records and Accounts. Separate accounting records for the Enterprise shall be maintained in accordance with a system, and in manner satisfactory to the Board and governmental, private, and foundation grant requirements.

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.

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 in compliance with grant requirements. FBCE insurance may be a part of tribal insurance policies, with the expense prorated to FBCE if so directed by the Fort Berthold Tribal Business Council.

Section F. Fiscal Year. The fiscal year of FBCE 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 before becoming effective. No lands may be purchased by FBCE within the boundaries of the Fort Berthold Indian Reservation without prior approval of the Fort Berthold Tribal Business Council.

Section H. 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. Inventory lists will be provided to the Tribal Business Council for insurance purposes in the case that tribal funds are used for insurance coverage. 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 VII - MISCELLANEOUS

Section A. Ownership and Dissolution. All the assets acquired by FBCE shall belong to the Three Affiliated Tribes of the Fort Berthold Indian 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 to be taken in the name of the United States in trust for the tribe. Upon dissolution of the organization, the Board of Trustees shall, after paying or making provisions for the payment of all of the assets of the organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

Section B. Approval. FBCE shall secure and maintain proper approvals where necessary by any appropriate Federal agency or authority prior to dissolution, unless such approval has been waived.

## ARTICLE VIII - AMENDMENTS

This Charter may be amended by the quorum provided that any such proposed amendments are mailed to all the Board members three (3) days prior to said meeting and provided all Board members are given three (3) days prior notice of the place, time, and date of said meeting to amend.



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AMENDMENTS

ARTICLE IV - MANAGEMENT

Section A. Board of Trustees. The general policies, scope, and procedures of FBCE shall be determined by a Board of Trustees, to be appointed by the Tribal Business Council of the Three Affiliated Tribes upon recommendation by the existing Board.

Section A. 11. Voting. (a) Voting. Each member of the Board, including the Chairperson, shall be entitled to vote on each matter coming properly before the Board.

(b) Voting by Proxy. Board members each may vote by proxy for one other member. However, each proxy must be signed in writing prior to each such meeting in which that proxy is eligible.

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 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 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 specific authorization.

Section D. Employment.1(f) The Station Manager shall be required to make periodic reports to the Board and to the Fort Berthold Tribal Business Council, when requested.

Section D. Employment.2(e) The Editor shall be requested to make periodic reports to the Board and to the Fort Berthold Tribal Business Council, when requested.

Section A. Board of Trustees. The general policies, scope, and procedures of FBCE shall be determined by a Board of Trustees, to be appointed by the Tribal Business Council of the Three Affiliated Tribes.

Section A. 11. Voting. (a) Voting. Each member of the Board, including the Chairperson, shall be entitled to vote on each matter coming properly before the Board.

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Section D. Employment. 1(f) The Station Manager shall be required to make monthly reports to the Board and to the Fort Berthold Tribal Business Council.


Section D. Employment. 2(e) The Editor shall be requested to make monthly reports to the Board and to the Fort Berthold Tribal Business Council.

BE IT FURTHER RESOLVED, That this resolution supercedes all conflicting resolutions.


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 constitutes a quorum, 7 were present at a Special Meeting thereof duly called, noticed, convened, and held on the 3rd day of June 1986; that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 7 members, 0 members opposed, 0 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

Dated this 3rd day of June, 1986.

  
JOHN CHARGING, SECRETARY  
TRIBAL BUSINESS COUNCIL  
THREE AFFILIATED TRIBES

ATTEST:

  
ALYCE SPOTTED BEAR, CHAIRPERSON  
TRIBAL BUSINESS COUNCIL  
THREE AFFILIATED TRIBES  
FORT BERTHOLD RESERVATION