

RESOLUTION OF THE GOVERNING BODY OF
THE THREE AFFILIATED TRIBES OF THE
FORT BERTHOLD INDIAN 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 authorized 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 Tribal Business Council is authorized and empowered to grant corporate charters to enrolled members of the Three Affiliated Tribes organized for public-spirited purposes; and
- WHEREAS, Certain enrolled members, resident within the Four Bears Community, recently requested that the Tribal Business Council grant a non-profit corporate charter to a group organized within the community for the general purpose of promoting and improving the health and social and economic well-being of the members of the Four Bear Community, said requested Charter having been granted by the Tribal Business Council via Resolution #87-15-TL, on the 26th day of March, 1987 and
- WHEREAS, Pursuant to the mandate set forth in said Resolution #87-15-TL and to Article XI of the Charter of the Four Bear's Community Development Corporation, the members of the Corporation have developed a final draft of bylaws for the Corporation, which draft has been presented for approval by the Tribal Business Council; and
- WHEREAS, It is the considered position of the Tribal Business Council that it would be in the best interest of the members of the Four Bears Community Development Corporation to approve said proposed bylaws;
- NOW, THEREFORE, BE IT RESOLVED: That, pursuant to its constitutional power and authority, the Tribal Business Council of the Three Affiliated Tribes hereby approves the Bylaws of the Four Bears Community Development Corporation, a true and correct photostatic copy of which Bylaws is attached hereto.

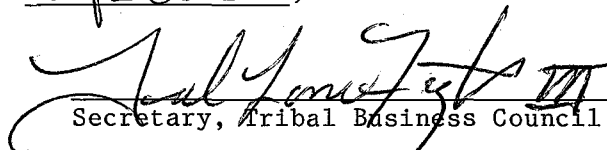
C E R T I F I C A T I O N

I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation, hereby certify that the Tribal Business Council is composed of seven (7) members, of whom five (5) constitutes a quorum, 7 were present at a Regular meeting thereof duly called, noticed, convened, and held on the 9th day of April, 1987; that the foregoing Resolution was passed, 0 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 9th day of April, 1987.


Secretary, Tribal Business Council

ATTEST:


Chairman, Tribal Business Council

BYLAWS
OF THE
FOUR BEARS COMMUNITY
DEVELOPMENT CORPORATION

ARTICLE I
NAME

The name of the Corporation shall be the Four Bears Community Development Corporation (hereinafter referred to as the Corporation).

ARTICLE II
PURPOSES

The purposes for which the Corporation is organized and chartered are as follows:

A. To provide for the management and operation of the Four Bears Community Building, for the use and benefit of the Corporation.

B. To engage in any lawful activity which enhances the operation of the aforementioned community facilities and the services provided thereby.

C. To secure funding from without the Community of Four Bears for the purpose of promoting and improving the health and social and economic well-being of the members of the Four Bears Community.

D. To generally engage in any lawful activity in furtherance of the aforementioned purposes and to have all powers and rights conferred by the Three Affiliated Tribes pursuant to the grant of the Charter to the Corporation.

ARTICLE III
REGISTERED OFFICE

The registered office maintained by the Corporation shall be located in the Four Bears Community Building, in the Community of Four Bears, County of McKenzie, State of North Dakota. The Corporation may maintain such other offices within the exterior boundaries of the Fort Berthold Reservation as its Board of Directors may, from time to time, determine to be necessary and convenient for the implementation of its purposes and administration of its activities.

ARTICLE IV
MEMBERSHIP

The Corporation shall have membership and each member shall be:

1. an enrolled member of the Three Affiliated Tribes, a non-Tribal member Indian, or a non-Indian who is married to a Tribal member resident in the Four Bears Community; and

2. eighteen (18) years of age or older; and
3. a bona fide resident of the Four Bears Community for a period of at least thirty (30) days.

ARTICLE V
MEETINGS OF MEMBERSHIP

SECTION 1. Regular Meetings.

The regular meetings of the membership of the Corporation shall be held annually for the purpose of electing the members of the Board of Directors and for the transaction of such other business as may come before the membership. At a special meeting held subsequent to the adoption of these Bylaws, the membership shall designate and establish the date on which the regular meeting of the membership shall be held in each year. The time and location of each regular meeting to be held on such established date shall be determined by the respective Board of Directors.

SECTION 2. Special Meetings.

Special meetings of the membership of the Corporation may be called by the Chairperson, by a majority of the members of the Board of Directors, or by ten percent (10%) of the membership. The time, date, and location of any such special meeting shall be determined by the person(s) calling the meeting.

SECTION 3. Notice of Meetings.

Notice setting forth the time, date, and location of the meeting, and, in the case of a special meeting, the purpose(s) for which the meeting has been called, shall be given not less than three (3) days before the date of the meeting, either personally, by mail, or through the local media (e.g., radio and/or newspaper), at the direction of the Chairperson or of the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his or her address as it appears in the records of the Corporation, with postage thereon prepaid. In addition, copies of such notice shall be conspicuously posted in public places situated in the Four Bears Community.

SECTION 4. Quorum.

Except as provided in Article VI, Section 5, a quorum at any meeting of the membership shall be constituted by one tenth (1/10) of the members entitled to vote at such meeting. The vote of a majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

When a quorum is not present at any meeting, such meeting shall be adjourned for that reason. When a quorum is

present at the commencement of any meeting, but members have subsequently withdrawn from such meeting so that less than a quorum remains, the members remaining shall continue to constitute a quorum for the purpose of transacting business.

SECTION 5. Voting.

Each member of the Corporation shall be entitled to one (1) vote on each matter submitted to a vote of the members at such meeting.

ARTICLE VI BOARD OF DIRECTORS

SECTION 1. General Powers.

The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall conduct, manage, and control the affairs and property of the Corporation, exercise all corporate powers, and act in an advisory capacity. The Board of Directors shall be responsible for the formulation of the policies of the Corporation. The Board of Directors may create such committees as may be necessary or convenient for the implementation of the purposes and the administration of the activities of the Corporation.

SECTION 2. Number of Directors.

The number of members of the Board of Directors shall be five (5).

SECTION 3. Election of Directors.

There shall be an election of Directors at each regular annual meeting of the membership of the Corporation. Each seat on the Board of Directors shall be subject to election at each such meeting of the membership. Each member of the Board of Directors shall be elected to serve a term of one (1) year.

A member of the Corporation shall be eligible as a candidate for membership on the Board of Directors provided that:

A. He/she has been a bona fide resident of the Four Bears Community for a period of at least six (6) months next preceding the date on which the election of the Board of Directors is to held; and

B. He/she has not been removed from Board of Directors as provided in Article VI, Section 5 of these Bylaws; and

C. He/she has not been found guilty by a court of competent jurisdiction of a felony; and

D. He/she has not received a discharge other than an honorable discharge from any branch of the Armed Forces of the United States; and

E. He/she, at the time of the filing of his/her candidacy, is not delinquent in the payment of any financial obligation in favor of the Corporation.

SECTION 4. Vacancies.

Any vacancy occurring on the Board of Directors, whether by reason of resignation, removal, or otherwise, shall be filled as promptly as practicable by the vote of the membership of the Corporation conducted at a special meeting thereof, to be held no later than five (5) days from the date on which the vacancy occurred. Any person so elected to fill a vacancy on the Board of Directors shall satisfy the eligibility criteria prescribed in Section 3 of this Article and shall be elected for the unexpired term of his/her predecessor in office.

SECTION 5. Removal.

The membership of the Corporation, by a majority vote of those members present at special meeting thereof, at which at least fifteen percent (15%) of the membership is present, may remove any member of the Board of Directors, whenever in the judgment thereof, the best interests of the Corporation would be subserved by such removal.

SECTION 6. Quorum.

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting thereof. The act of a majority of the members of the Board of Directors present at a meeting thereof at which a quorum is present shall be the act of the Board of Directors.

SECTION 7. Meetings.

The regular meetings of the Board of Directors shall be held once each month, the time, date, and location of each such regular meeting to be determined by the Board. Special meetings of the Board of Directors shall be held at the call of the Chairperson or of a majority of the Board members, who shall determine the time, date, location of each such special meeting. The Chairperson or the persons having called a meeting shall cause the Secretary of the Corporation to direct to each member of the Board of Directors written notice of each scheduled meeting, whether regular or special, either personally or by mail, no later than twenty-four (24) hours before the scheduled commencement of the respective meeting. In the case of each special meeting of the Board, the written notice thereof shall specifically identify the purpose(s) for which such meeting has been called.

SECTION 8. Bonding.

Each member of the Board of Directors shall be bonded in the amount deemed appropriate and reasonable by the membership of the Corporation at a special meeting thereof. The amount of such proposed bonding shall be approved by the Tribal Business Council of the Three Affiliated Tribes.

ARTICLE VII
Officers

SECTION 1. Designation.

The officers of the Corporation shall consist of the Chairperson, the Vice-Chairperson, the Secretary, and the Treasurer. No more than one (1) office may be held by the same person.

SECTION 2. Duties and Authority.

The designated officers of the Corporation shall assume the respective duties and be possessed of the respective authority as follows:

A. Chairperson.

The Chairperson shall be the chief executive officer of the Corporation. The Chairperson shall be continuously cognizant of the affairs of the Corporation and, subject to the direction of the Board of Directors, shall have general charge of the business, affairs, and property in the general operation thereof. The Chairperson shall be the presiding officer at all meetings of the Board of Directors and of the membership of the Corporation. The Chairperson shall have the authority to create standing and special committees and to appoint the members thereof, said committees to possess such respective powers and assume such respective duties as the Board of Directors may determine necessary and appropriate. The Chairperson shall be an ex officio member of any and all such committees. The Chairperson shall sign with the Treasurer any deed, mortgage, bond, contract, or other instrument which the Board of Directors has authorized to be executed. The Chairperson shall assume any additional duties and be possessed of any additional authority as, from time to time, may be delegated thereto by the Board of Directors.

B. Vice-Chairperson.

The Vice-Chairperson shall assume the duties and be possessed of the authority inherent in the office of the Chairperson in those instances wherein the Chairperson is not present to act, is unable to act, or refuses to act. The Vice-Chairperson shall assume any additional duties and be possessed of any additional authority as, from time to time, may be delegated thereto by the Board of Directors. The Vice-Chairperson, in the absence of the Chairperson or the Treasurer, shall sign, on behalf of either such officer, any deed, mortgage, bond, contract, or other instrument which the Board of Directors has authorized to be executed.

C. Secretary.

The Secretary shall serve as the executive secretary of the Corporation. The Secretary shall compile and maintain all of the documents and other written materials arising out of the operation of the Corporation. The Secretary shall

draft and cause to be directed to the members of the Corporation and to the members of the Board of Directors notice of the respective meetings thereof. The Secretary, in conjunction with the Chairperson, shall be responsible for all written correspondence as may be necessary for the operation of the Corporation.

D. Treasurer.

The Treasurer shall serve as the executive fiscal officer of the Corporation and shall have general charge of all financial matters inherent in the operation of the Corporation. The Treasurer shall sign with the Chairperson any deed, mortgage, bond, contract, or other instrument which the Board of Directors has authorized to be executed.

ARTICLE VIII
Books and Records

The Corporation shall keep complete books and records of account and shall keep and maintain minutes of the proceedings of its members, of the Board of Directors, and of the committees to which any authority has been delegated by the Board of Directors. The Corporation shall keep and maintain at its registered office a record of the names and current addresses of the members thereof. The books and records of the Corporation may be inspected by any member thereof, or by his or her authorized agent or attorney, and by any member of the Tribal Business Council of the Three Affiliated Tribes, for any proper purpose, at any reasonable time.

An independent audit of the fiscal operation of the Corporation shall be conducted on an annual basis at such time so as to ensure that the final findings and recommendations of the audit are made available to the members of the Corporation at least thirty (30) days prior to the date on which the regular annual meeting of the members of the Corporation is held. In addition, an independent audit shall be conducted at the direction of the Tribal Business Council of the Three Affiliated Tribes at any time deemed advisable thereby.

ARTICLE IX
Shares of Stock and Dividends

The Corporation shall not have or issue shares of stock. No dividend shall be paid and no part of the income of the Corporation shall be distributed to the members, directors, or officers thereof. The Corporation, however, within the discretion of the Board of Directors, may pay compensation in a reasonable amount to the members, directors, or officers thereof for services rendered, may confer benefits upon the members thereof for services rendered, may confer benefits upon the members thereof in conformity with its purposes, and, upon dissolution or final liquidation, may make distributions to the members thereof as permitted by the laws of the Three Affiliated Tribes and no such payment, benefit, or distribution shall be deemed to be a dividend or a distribution of income.

ARTICLE X
Loans to Directors and Officers

No loans shall be made by the Corporation to the directors or officers thereof, except with the approval of the membership of the Corporation. In the event that the Board of Directors should grant a loan to a director or officer without the approval of the membership of the Corporation, the directors of the Corporation who voted for or assented to the making of the loan to a director or officer of the Corporation, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until the full repayment thereof has been made.

ARTICLE XI
Amendments to Bylaws

The provisions set forth herein may be altered, amended, or repealed by the membership of the Corporation at any regular or special meeting thereof at which a quorum is present by an affirmative vote of a majority of the members present; provided further, that the respective duly adopted amendment be approved by the Tribal Business Council of the Three Affiliated Tribes.

Tribal Business Council
Fort Berthold Indian Reservation
New Town, ND 58763

Ref: Four Bear's Community

Dear Council Members:

This letter will serve as a chronological listing of all meetings that took place over a four (4) month period regarding the Four Bear's Community. Beginning on January 20, 1987 up to the present date of April 8, 1987.

We, as a community have seen the need to be unified, working together, fairness in all areas which includes, conducting a fair election, audit be done on the community's funding, to have and to hold community meetings where everyone will be treated with respect and more importantly to share ideas and working together to accomplish our community's goals for the betterment of our community.

With the above mentioned goals and working together we can and will accomplish what we have labeled as our communities goals and more specifically needs.

We strongly feel that having our community chartered with bylaws will be a positive step in the right direction. The Charter and bylaws were drawn up and worked on with community effort.

The communities' election, that was held on March 10, 1987 did not specify any names and positions for candidacy - it was more in the nature of a "sign-in" sheet.

We can further document that when the Tribal Election Polls closed on the 10th of March, 1987; the present chair and Clarinda Gohl were the only persons left in the community center with the community election box. Is this action fair to the people? Also is it fair to have a member who is still holding community office to tally the votes?

The people of Four Bears community are seeking only fairness and the opportunity to working together under the guidance of a Charter and bylaws, the opportunity to best serve the people according to priorities and needs with community input, the opportunity to hold meetings in the community center where every person will be treated with respect.

The attendance at the meetings we have had shows that we are organizing by community effort, the enthusiasm of the people expressing their concerns for immediate change in local government of Four Bear's is phenomenal. The least number that have been in attendance is (18) and the most has been (40). This in itself is evidence that the people are ready for a change and are ready to move forward.

The drafting of the Charter, which was approved by the Tribal Business Council on March 26, 1987 itself took six (6) meetings with the community, three (3) meetings with the Tribal council, one of which was a closed session. Even though the matter was concerning the community, the Four Bears members that were present were told to leave the council chambers and only Rose Crow Flies High was permitted to remain, the recorders were turned off. The Tribal recording secretary was also asked to leave.

Upon our return, the Tribal Business Council stated that Rose was recognized as the elected official from the Four Bears Community and we were told to work with her. We fully cooperated with the councils request. Every meeting that was held she was notified, the radio station was utilized also, efforts were made to each household by means of letters or flyers and radio.

On March 25, 1987 Rose designated Myra Snow, Hazel Blake and Emmaline Blake to draft the bylaws. Although it wasn't accepted by the members present because we felt the community as a whole should be involved in drafting the bylaws, yet we cooperated with her request.

The first meeting for drafting the bylaws was held on March 30, 1987, nine (9) people were present, Emmaline Blake was present at this meeting, however after some discussion we adjourned because of no legal advise. With Emmaline's approval, nine (9) people met with Kipp Quale on March 31, 1987 and spent approximately six (6) hours drafting the bylaws so that the power would go back to the people. Copies were made and distributed that same evening and the next day.

April 1st, 1987, (24) people were in attendance, Rose did not attend, Emmaline Blake and Myra Snow were both in attendance. Twenty one (21) people approved the bylaws, none opposed. Also, \$39.11 was donated by the people to the five (5) volunteers who would ^{be} taking the draft form to community members.

April 2nd, 1987; we decided to have a pot luck supper and a meeting on April 6th, we sent out flyers, utilized the radio announcing the meeting on the bylaws. Thirty-three (33) people were in attendance and (30) people approved the bylaws. At this meeting, Hazel Blake re-delegated her authority to Camilla Snyder for work on bylaws.

Therefore, as stated in the Tribal Council Constituion and bylaws, we pray that you as our elected representatives will uphold the wishes of the Four Bear's Community and grant the approval of the bylaws.

By the number of the meetings held and the communities' efforts in drafting these bylaws; we have proven that we are ready for change and as mentioned before, we strongly feel that our community chartered with bylaws drawn up will be a positive step in the right direction.