

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 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 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, The Fort Berthold Indian Dance Club is an on-going cultural development program for members and friends of the Three Affiliated Tribes, which fosters improved communications and cooperation between and among tribes, governments, and other entities on culture and traditions, and

NOW THEREFORE BE IT RESOLVED, That pursuant to its constitutional power and authority, the Tribal Business Council of the Three Affiliated Tribes hereby grants a nonprofit corporate charter to the Fort Berthold Indian Dance Club, and

BE IT FURTHER RESOLVED, The Tribal Business Council approves the attached charter and bylaws of the Fort Berthold Indian Dance Club that governs organizational operations and policies.

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 7 members of whom 5 constitutes a quorum 5 were present at a Special Meeting, thereof duly called, noticed, convened, and held on the 8th day of march, 1990; that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 5 members, 0 members opposed, 0 members abstained, 0 members not voting and that said Resolution has not been rescinded or amended in any way.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

ATTEST:  
[Signature]  
Chairman, Tribal Business Council

[Signature]  
Secretary, Tribal Business Council

CHARTER  
FORT BERTHOLD INDIAN DANCE CLUB

Pursuant to the authority granted by the Constitution of the Three Affiliated Tribes, the Tribal Business Council of the Three Affiliated Tribes has granted this Charter to a non-profit corporation known as the Fort Berthold Indian Dance Club, Corporation by Tribal Business Council Resolution No. 90-60-TL, duly adopted on the 8<sup>th</sup> day of March, 1990, at a Regular Meeting thereof.

ARTILCE I

The name of the Corporation shall be the Fort Berthold Indian Dance Club.

ARTICLE II

The period of duration of the Corporation shall be perpetual.

ARTICLE III

The Corporation shall be the Fort Berthold Indian Dance Club, and as such, its activities shall not be governed by the Tribal Business Corporation Ordinance.

ARTICLE IV

The purposes for which the Fort Berthold Indian Dance Club is organized and chartered are as follows:

A. To provide an on-going cultural development program for members and friends of the Three Affiliated Tribes.

B. To foster improved communications and cooperation between and among tribes, governments, and other entities on enhancing understanding of the Three Affiliated Tribes culture and traditions.

C. To secure funding within and from without the Fort Berthold Reservation for the purposes of providing and improving the understanding of the Three Affiliated Tribes culture and traditions.

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

E. Engage in and with other federal and non-federal entities in securing funding to promote the colorful heritage of the people of the Three Affiliated Tribes and area.

ARTICLE V

The Fort Berthold Indian Dance Club shall have the following powers which it may exercise with the purposes for which it is organized and chartered:

A. To have perpetual succession by its corporate name.

B. To enter into agreements, contracts, or relationships with and government agency, federal, state, local, or tribal, or with any person, partnership, association, or corporation, in accordance with normal and prudent business practices, as it pertains to the Fort Berthold Indian Dance Club and without any liability to the Three Affiliated Tribes.

C. To purchase or otherwise acquire and lease all equipment and property improvements for the purposes of the Fort Berthold Indian Dance Club.

D. To establish and maintain such bank accounts as may be deemed necessary for the proper operation and maintenance of the business conducted by the Fort Berthold Indian Dance Club.

E. To purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Fort Berthold Indian Dance Club against any liability asserted against him or her and incurred thereby in any such capacity or arising out of his or her status as such, whether or not the Fort Berthold Indian Dance Club would have the power to indemnify him or her against such liability under the provisions of this Article.

F. To adopt codes, rules, and procedures relative to the conduct of the Fort Berthold Indian Dance Club as it should deem necessary and proper.

G. To make and alter codes and bylaws, not inconsistent with the provisions of this Charter for the administration and regulation of the internal affairs of the Fort Berthold Indian Dance Club.

H. To adopt and use a corporate seal.

I. To indemnify any director, officer, or employee of the Fort Berthold Indian Dance Club who was or is a party defendant or who is threatened to be made a party defendant to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, or administrative, against expenses actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit, or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Fort Berthold Indian Dance Club, and with respect to any criminal action or proceeding, had not reasonable cause to believe that his or her conduct was unlawful.

J. To indemnify any director, officer, or employee of the Fort Berthold Indian Dance Club who was or is a party or who is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding instituted by the Fort Berthold Indian Dance Club to secure a judgment in its favor against expenses actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit, or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Fort Berthold Indian Dance Club, provided, however, that no indemnification shall be made with respect to any claim, issue, or matter as to which such person has been adjudged to be liable for negligence of misconduct in the performance of his or her duty to the Fort Berthold Indian Dance Club.

K. To generally have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Fort Berthold Indian Dance Club is organized and chartered.

#### ARTICLE VI

The Three Affiliated Tribes vests in the Fort Berthold Indian Dance Club the exclusive right and obligation to finance, improve, develop, manage, operate and maintain the Fort Berthold Indian Dance Club Administrative Offices located in Parshall, North Dakota or as deemed by the Fort Berthold Indian Dance Club.

#### ARTICLE VII

The business and affairs of the Fort Berthold Indian Dance Club shall be managed by its Board of Directors. The provisions for the administration and regulation of the internal affairs of the Fort Berthold Indian Dance Club shall be set forth in its Bylaws. The Board of Directors shall be appointed as defined in the Bylaws.

ARTICLE VIII

The membership shall be composed of members and friends of the Three Affiliated Tribes who have applied for membership and have been accepted under the Fort Berthold Indian Dance Club defined Bylaws.

ARTICLE IX

Once issued, this Tribal Charter for the Articles of Incorporation for the Fort Berthold Indian Dance Club shall not be revoked except by Tribal Resolution vote in which 100% majority of the voting tribal council members vote to abolish the Fort Berthold Indian Dance Club for cause.

ARTICLE X

The number of Directors constituting the initial Board of Directors of the Fort Berthold Indian Dance Club is three and the names and addresses of the persons who are to serve as Directors are:

1. EDWARD LONE FIGHT, President, P.O. Box 464, New Town, ND 58763
- 2.
3. JAMES BLUESTONE, SR., Secretary-Treasurer, Rural Rt. 1, Parshall, ND 58770

ARTICLE XI

Amendments to this Charter may be made, from time-to-time, in any and in as many respects as may be desired, at any regular or special meeting of the Board of Directors of the Fort Berthold Indian Dance Club, duly called for said purpose, provided that a quorum thereof is present and that two-thirds (2/3) of the Directors present at said meeting approve the adoption of the respective proposed amendments; provided further, that the respective duly adopted amendments be approved by the Tribal Business Council of the Three Affiliated Tribes.

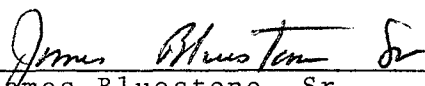
V E R I F I C A T I O N

We, the incorporators and duly elected President and Secretary-Treasurer of the Fort Berthold Indian Dance Club, having been first duly sworn upon oath, state that we each have read the foregoing Charter and know the contents thereof, and verily believe the statements made therein to be true.

Dated this 8<sup>th</sup> day of March, 1990.

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Edward Lone Fight  
President  
Fort Berthold Indian Dance Club

  
James Bluestone, Sr.  
Secretary-Treasurer  
Fort Berthold Indian Dance Club

FORT BERTHOLD INDIAN DANCE CLUB

CORPORATE BYLAWS

ARTICLE I

Corporate Identification

Section 1.01. Name. The name of the Corporation shall be Fort Berthold Indian Dance Club.

Section 1.02. Registered Office and Agent. The address of the registered office of the Corporation shall be Fort Berthold Indian Dance Club, Rural Route 1, Parshall, North Dakota 58770 and title of the registered agent of the Corporation at this address shall be the Secretary-Treasurer.

Section 1.03. Purpose. The Corporation is the Fort Berthold Indian Dance Club, existing under a Tribal Corporate Charter as a non-profit organization, and designed to provide an on-going cultural development program for members and friends of the Three Affiliated Tribes; to foster improved communications and cooperation between and among tribes, governments and other entities; to secure funding within and from without the Fort Berthold Reservation for the purposes of providing and improving the understanding of the Three Affiliated Tribes culture and traditions; to generally engage in any lawful activity in the furtherance of the aforementioned purposes and to have all the powers and rights conferred by the Three Affiliated Tribes pursuant to the granting of the charter to the club; and engage in and with other federal and non-federal entities in securing funding to promote the colorful heritage of the people of the Three Affiliated Tribes and area.

Section 1.04. Seal. The Board of Directors may provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the corporation, and the words "Corporate Seal".

Section 1.05. Fiscal Year. The Fiscal Year of the Corporation shall begin on the 1st day of January and shall end on the 31st day of December.

ARTICLE II

Section 2.01. Membership. Members of the Three Affiliated Tribes and Friends of the Three Affiliated Tribes who have applied and have been accepted for membership by the Fort Berthold Indian Dance Club.

ARTICLE III

Board of Directors

Section 3.01. General Powers. The business and affairs of the Fort Berthold Indian Dance Club shall be managed by its Board of Directors, except as otherwise provided by the Articles of Incorporation of the Fort Berthold Indian Dance Club.

Section 3.02. Number. The number of Directors for the Fort Berthold Indian Dance Club shall be comprised of three members.

Section 3.03. Appointment and Term of Office. The three representatives to such Board shall be the President, Vice President, and Secretary-Treasurer. Initially, the Board Members shall serve for a period of six (6) years.

Section 3.04. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or two-thirds (2/3) of the total number of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, wherever located, as the place for holding a special meeting of the Board of Directors called by them. Written notice of a special meeting shall be given to each Director at least two days prior to a special meeting, except that if the written notice is mailed to a Director or is given by telegram/fax at least four days prior notice must be given, which notice shall be deemed given when mailed or telegraphed/faxed. Any director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 3.05. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent setting forth the action so taken is signed by all of the Directors that would have been entitled to vote on the action had a meeting been held.

Section 3.06. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority be present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.



Section 3.07. Voting Requirements. Except as otherwise provided in the Articles of Incorporation or in these bylaws, a majority vote of the Directors present at a meeting at which a quorum is present shall be required for an act or resolution under consideration to constitute an act or resolution of the Board of Directors.

Section 3.08. Removal. Any Director may be removed from the Board if such Director shall have missed three regular or special meetings of the Board in any twelve-month period, unless such missed meetings have been excused by the President. Additionally, any Director, who during the term for which he/she was elected or appointed, is convicted of a felony, found guilty of dereliction of duty, malfeasance in office, or behavior reflecting on the dignity and integrity of the Fort Berthold Indian Dance Club, may be removed from his/her office or position by an affirmative vote of two-thirds (2/3) of the Board of Directors. Prior to any vote for removal from office or position, he/she shall be given a written statement of charges against him/her at least thirty (30) days before which he/she is to appear and he/she shall be given an opportunity to answer any and all charges at the designated hearing.

Section 3.09. Vacancy. Any vacancy occurring in the Board of Directors shall be filled by appointment of a replacement by the remaining Board of Directors at a meeting thereof called.

Section 3.10. Compensation. By resolution of the Board of Directors, the Directors may be paid their expenses for each meeting of the Board of Directors. No payment shall preclude any Director from serving the Fort Berthold Indian Dance Club in any other capacity and receiving a compensation therefore.

Section 3.11. Presumption of Assent. A Director of the Fort Berthold Indian Dance Club who is present at a meeting of the Board of Directors at which action on any Corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action before adjournment thereof or unless he shall forward such dissent by registered or certified mail to the Secretary of the Fort Berthold Indian Dance Club immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of the action dissented to.

#### ARTICLE IV

##### Officers

Section 4.01. Number. The officers of the Corporation shall be a President, a Vice President, a Secretary-Treasurer, each of whom shall be elected by the Board of Directors. Such officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 4.02. Election. The officers of the Corporation shall be elected by the Board for six-year terms of office. Nothing contained herein shall prohibit the Board from electing an individual officer for more than one consecutive term of office.

Section 4.03. Removal. Any officer or agent elected by the Board may be removed if such officer or agent during the term for which he/she was elected or appointed, is convicted of a felony, found guilty of dereliction of duty, malfeasance in office, or behavior reflecting on the dignity and integrity of the Corporation by an affirmative vote of two-thirds (2/3) of the Board of Directors. Prior to any vote for removal from office or position, he/she shall be given a written statement of charges against him/her at least thirty (30) days before which he/she is to appear and he/she shall be given an opportunity to answer any and all charges at the designated hearing.

Section 4.04. Vacancy. Whenever a vacancy shall occur in any office by reason of death, resignation, or otherwise, the vacancy shall be filled by the Board of Directors, and the officer so elected shall hold office as provided in these bylaws.

Section 4.05. President. The President shall be the principal executive officer of the corporation, and, subject to the control of the Board of Directors, shall have general control of the business, affairs, and property of the corporation, and control over its agents, officers, and employees. He/she shall perform such other duties and exercise such other powers as from time-to-time may be assigned to him/her by these bylaws or by the Board of Directors.

Section 4.06. Vice President. The Vice President shall perform all duties incumbent upon the President during the absence or disability of the President, and shall perform such other duties as from time-to-time may be assigned to him/her by these bylaws or by the Board of Directors.

Section 4.07. Secretary. The Secretary shall: (a) Keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal, is duly authorized; (d) sign with the President, certificates for shares of the Corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (e) in general perform all duties incident to the Office of Secretary and such other duties as from time-to-time may be assigned to him/her by the President of the Board.

Section 4.08. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall: (a) Have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation for any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article V of these bylaws; and (b) in general, perform all the duties as from time-to-time may be assigned to him/her by the President or by the Board of Directors.

#### ARTICLE V

##### Contracts, Loans, Checks, Deposits and Official Books and Records

Section 5.01. Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 5.02. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 5.03. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, 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 and in such a manner as shall from time-to-time be determined by resolution of the Board of Directors.

Section 5.04. Official Books and Records. The official books and records of the Corporation shall consist of the minute book, and the books and records of account. The Secretary shall be responsible for their upkeep and safekeeping.

#### ARTICLE VI

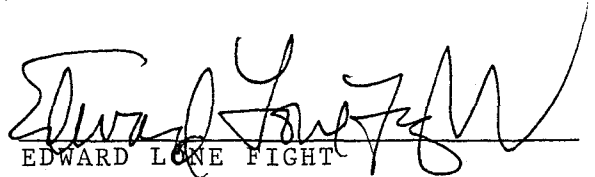
Whenever any notice is required to be given to any director of the Corporation under the provision of these bylaws or under the provisions of any other applicable law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VII

Amendments

These bylaws may be amended or repealed, and new bylaws may be adopted, only by a majority vote of the Board of Directors at any regular or special meeting.

Dated: March 8, 1990



EDWARD LONE FIGHT  
PRESIDENT  
FORT BERTHOLD INDIAN DANCE CLUB

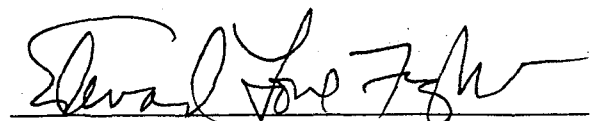
ATTESTED:

\_\_\_\_\_  
VICE PRESIDENT  
FORT BERTHOLD INDIAN DANCE CLUB



\_\_\_\_\_  
SECRETARY-TREASURER  
FORT BERTHOLD INDIAN DANCE CLUB

APPROVED:



EDWARD LONE FIGHT, CHAIRMAN  
THREE AFFILIATED TRIBES