

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;

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;

WHEREAS, Article VI, Section 5(1) of the Constitution of the Three Affiliated Tribes specifically authorizes and empowers the Tribal Business Council to adopt resolutions regulating the procedure of Tribal agencies;

WHEREAS, The Fort Berthold Indian School Board Association, Inc., has filed articles of incorporation and is requesting to be recongized and chartered by the Three Affiliated Tribes as a not for profit corporation; and,

WHEREAS, The legal department of the Three Affiliated Tribes has reviewed the articles of incorporation and has found these articles legally sufficient.

NOW, THEREFORE BE IT RESOLVED, that the corporate entity entitled the Fort Berthold Indian School Board Association, Inc., is hereby recongized and granted a charter by the Three Affiliated Tribes.

FURTHER, BE IT RESOLVED, that a duplicate original be placed on file with the Tribal Legal Department and a charter signed by the Tribal Chairman and Secretary of this tribe and issued to this corporate entity.

FORT BERTHOLD INDIAN SCHOOL BOARD ASSOCIATION, INC.

ARTICLES OF INCORPORATION

The undersigned incorporators, all of whom are citizens of the United States and residents of the Fort Berthold Indian Reservation, desiring to form a non-profit corporation under the non-profit corporation laws of the Three Affiliated Tribes, do hereby certify:

ARTICLE I

The name of the corporation is the Fort Berthold Indian School Board Association, Inc.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The principal place of business of the corporation shall be the Fort Berthold Indian Reservation.

ARTICLE IV

The period of the corporation's duration shall be perpetual.

ARTICLE V

The corporation shall have a logo which will be representative of the purposes of the corporation.

ARTICLE VI

Section 1. The purposes of the corporation shall be as follows:

(a) The Fort Berthold Indian School Board Association will provide leadership in the development of individual and community responsibility and accountability to ensure that all tribal members

(the unborn to adult) will obtain the intellectual, cultural, social, spiritual and physical development necessary to be self-sufficient, productive and contributing members of the nation.

(b) To protect, maintain and promote the education of the members of the Three Affiliated Tribes, and American Indians pursuant to the federal trust responsibility.

(c) To promote to the fullest extent possible, quality educational opportunity for the members of the Three Affiliated Tribes, and American Indian people as a whole.

(d) To assist member boards by providing training, technical assistance and information sharing service for them; and

(e) To work directly with the Three Affiliated Tribes in all educational areas.

(f) To maintain close working relationships with the Fort Berthold Indian organizations, American Indian Tribes and appropriate local, federal and state agencies.

#### Section 2.

(a) The corporation is organized exclusively for educational and charitable purposes, consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Law.

(b) The corporation shall have all powers necessary to carry out the purposes as mentioned above.

### ARTICLE VI

Section 1. No part of the net earnings of the corporation

Section 3. The officers of this corporation shall be a President, Vice President, Secretary-Treasurer and such other officers as the Board of Directors may deem to elect. Officers shall have such powers, responsibilities and terms as provided in the by-laws.

Section 4. The officers of this corporation shall be comprised of one member from each school.

Section 5. The Regular and Special meetings of the Board of Directors shall be held in such manner and location as specified in the by-laws.

Section 6. The members of the Board of Directors shall be composed of fifteen members five each from the school boards of MANDAREE SCHOOL DISTRICT # 36; TWIN BUTTES SCHOOL DISTRICT # 37, WHITE SHIELD SCHOOL DISTRICT # 85.

#### ARTICLE IX

Section 1. The by-laws of the corporation shall contain provisions for the regulation and management of the affairs of the corporation not inconsistent with tribal law or with these Articles.

Section 2. The by-laws of the corporation shall be made, amended or repealed by the Corporation's Board of Directors by a majority vote of all Directors at any regular or special meeting where a quorum is present.

#### ARTICLE X

Section 1. The Corporation's regular membership shall have the powers to amend these Articles by a majority vote of those present at any regular or special meeting when a quorum is present

subject to the Tribal Business Council's approval.

Section 2. Written notice of any proposed amendments to these Articles shall be given to each of the members at least ten days prior to any such meeting.

Section 3. Any amendments to these Articles of Incorporation duly proposed and adopted shall be signed and acknowledged by the President and attested to by the Secretary of this corporation, and shall be filed and recorded as provided by tribal law.

#### ARTICLE XI

Section 1. The regular voting membership of the corporation shall be as follows:

Any school board responsible for the overall operation of a school and/or dormitory under the ISEP funding formula pursuant to the legal authority delineated in P. L. 95-561, P. L. 93-638, and P.L. 100-297 and/or any public school composed of a majority of Indian members, which is sanctioned by its Tribal government authority.

Section 2. Associate and individual (non-voting) membership in the corporation shall be open to any board, committee or individual interested in Indian education, as more fully outlined in the by-laws.

#### ARTICLE XII

The private property of members of the corporation, members of the Board of Directors, and employees of the corporation shall be exempt from liability for any debts or obligations.

#### ARTICLE XIII

In the event of the dissolution of this Corporation, its remaining assets, if any, shall be distributed to one or more non-

profit charitable organizations or corporations, as the Board of Directors of the Corporation shall determine so that the remaining assets of this Corporation shall be used for the purpose for which this Corporation was organized. Any such assets not so distributed shall be distributed by a court or courts having jurisdiction to another organization to be used in manner that will best accomplish the general purposes for which this Corporation was organized.

ARTICLE XIV

The initial registered agent for service of process shall be the President of the Corporation.

In witness whereof, for the purpose of forming this non-profit corporation, we, the undersigned incorporators, being of lawful age, have executed these Articles of Incorporation this 12/02/92.

ARTICLE XV

This corporation shall be subject to the laws of the three Affiliated Tribes and subordinate to the governing bodies of the Three Affiliated Tribes.

[Signature]  
President

RR1 PO 136 Golden Valley N. Dak  
Address 58541

[Signature]  
Vice President

Box 212 GARRISON N.D. 583  
Address

[Signature]  
Secretary-Treasurer

Box 488 Mandaree ND 58757  
Address

CHARTER MEMBERS ARE:

MANDAREE SCHOOL DISTRICT

TWIN BUTTES SCHOOL DISTRICT

[Signature]

WHITE SCHOOL DISTRICT

FORT BERTHOLD INDIAN SCHOOL BOARD ASSOCIATION, INC.

BY-LAWS

ARTICLE I OFFICERS

Section 1 The offices shall be elected at the Annual Meeting and shall serve for a term of one year or until their successors have been elected.

Section 2 All actions of the Executive Board of Directors are subject to approval by the membership at a duly called meeting with a quorum present.

Section 3 The officers shall not be compensated for their services.

ARTICLE II DUTIES OF OFFICERS

Section 1 President  
The President shall preside at all meetings of FBISBA. He/she shall appoint all standing and special committees and shall be an ex-official member of all committees.

Section 2 Vice President  
In the absence of the President, the Vice President shall have and perform all of the powers and duties of the President.

Section 3 Secretary-Treasurer  
The Secretary-Treasurer shall have charge and custody of and be responsible for all funds, securities and financial records of FBISBA.

Section 4 The Business Manager shall keep the minutes of all meetings of FBISBA and the Executive Board of Directors; shall keep the membership roster current; and shall give advanced notices of all scheduled meetings as appropriate. The Business Manager shall be compensated at the rate of \$200 per meeting.

ARTICLE III MEETINGS

Section 1 Regular monthly FBISBA meetings shall be conducted.

Section 2 Special  
Special Meetings may be called by the Chairman and any three board members. Notice of Special Meetings and the purpose of the meeting shall be given not less than three (3) days before the date

set for the meeting.

Section 3 The FBISBA shall conduct their annual meeting during the second weekend in September.

#### ARTICLE IV PARLIAMENTARY AUTHORITY

Section 1 The order of business in each meeting of FBISBA shall generally be in accordance with Robert's Rules of Order.

#### ARTICLE V MEMBERSHIP

Section 1 Regular Membership  
Regular Membership shall be open to those Fort Berthold Reservation schools which enroll Native American Indians and who have currently paid membership dues.

Section 2 Associate Membership (Friends of FBISBA)  
Associate Membership is available to administrators, educators, former school board members and to any individuals who support the purposes and goals of FBISBA. Friends of FBISBA shall not be allowed to hold office or vote.

#### ARTICLE VI ELECTIONS

Section 1 The nominating committee of FBISBA shall be composed of members appointed by the President. The membership shall be notified thirty (30) days prior to the annual meeting. The immediate past President shall serve as the Chair of the Nominating Committee. The Nominating Committee shall submit a Slate of Officers consisting of one (1) or more nominees for each position, to the general membership at its annual meeting. Additional nominations may be made from the floor, provided the consent of the nominee has been obtained.

Section 2

- a. The election of officers shall take place at the July meeting of FBISBA.
- b. The FBISBA election shall be by secret ballot.
- c. Voting by proxy shall not be allowed.
- d. The nominee receiving the highest number of votes shall be declared the winner and succeed to the position for which he/she was nominated and shall take office at the close of the annual meeting.

Section 3 Voting Rights

Each regular School Board member in good standing shall be entitled to one (1) vote at all meetings of FBISBA in all matters properly presented before the membership.

ARTICLE VII FINANCES

Section 1 Regular School Board Members shall remit annual dues based on rates established by the Executive Committee and approved by the FBISBA members schools at the Annual Meeting.

Section 2 All monies received in the name of FBISBA shall be paid to the Secretary/Treasurer. All funds received shall be maintained in the name of FBISBA.

Section 3 All expenses are to be approved for payment by FBISBA at a duly called meeting and voted upon with a quorum present.

Section 4 Signatures of the Chair, Vice Chair and Secretary/Treasurer must appear on all checks for payment.

Section 5 BNC National Bank of Bismarck shall be FBISBA's official bank.

Section 6 The official minutes of FBISBA will be published by FBISBA in their newsletter.

Section 7 An annual audit shall be conducted by a Certified Public Accountant. The responsibility for the audit shall be shared on a rotation basis: Mandaree, Twin Buttes, White Shield, and other schools.

ARTICLE VIII VACANCIES

Section 1 Any vacancies occurring during the term of office will be filled by the membership.

ARTICLE IX QUORUM

A quorum shall be 9 School Board members present.

ARTICLE X AMENDMENTS

These articles may be amended by a majority vote of the membership.

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Resolution # 92-139-JJ.

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 constitute a quorum, 6 were present at a Regular Meeting thereof duly called, noticed, convened, and held on the 3rd day of December, 1992; 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 not voting, and that said Resolution has not been rescinded or amended in any way.

Dated the 3rd day of December, 1992.

John J. Rahlhead Jr.  
Secretary, Tribal Business Council

ATTEST:

William O. Welburn  
Chairman, Tribal Business Council

Resolution # 92-139-JJR

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

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Dated the 3rd day of December, 1992.

John J. Rabbithead Jr.  
Secretary, Tribal Business Council

ATTEST:

William O. Welburn  
Chairman, Tribal Business Council