

**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 and welfare and benefit of the Tribes and the enrolled members thereof; and

WHEREAS, The North Dakota Indian Council on Addictive Disorders is a non-profit Corporation comprised of North Dakota Alcoholism Directors with members made up of Alcoholism Program staff; and

WHEREAS, The purpose of the NDICAD is to solidify and unify Indian programs on addictive disorders by integrating a network of individuals representative of all the identified Indian programs on Addictive Disorders in the State of North Dakota; and

WHEREAS, The Three Affiliated Tribes recognize the need for a unified effort of the North Dakota Alcoholism Directors and Alcoholism Programs to combat addictive disorders effecting all Tribes.

NOW, THEREFORE, BE IT RESOLVED, that the Tribal Business Council of the Three Affiliated Tribes recognizes and supports the efforts of the North Dakota Indian Council on Addictive Disorders to achieve a better way to live without alcohol and other addictive disorders.

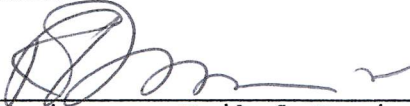
C E R T I F I C A T I O N

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 constitute a quorum, 6 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 14th day of September, 1995; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 5 members; 0 members opposed; 0 members abstained; 1 members not voting, and that said Resolution has not been rescinded or amended in any way.

Dated this 14th day of September, 1995.

Daylon Spotted Bear
Secretary, Tribal Business Council

ATTEST:



Chairman, Tribal Business Council

BY-LAWS

THE NORTH DAKOTA INDIAN COUNCIL
ON
ADDICTIVE DISORDERS

A Non-Profit Corporation

ARTICLE I - ORGANIZATION AND OFFICE

Section 1: NAME. This organization shall be called the North Dakota Indian Council on Addictive Disorders, which may, under appropriate circumstances, be abbreviated "NDICAD" and identified by such logo or service mark as the Membership shall adopt and authorize the Board to copy right and/or register.

SECTION 2: STATUS AND ORGANIZATION. NDICAD is a non-profit corporation, organized under the laws of the State of North Dakota.

SECTION 3: PRINCIPAL OFFICES. The principal office of NDICAD for the transaction of business is located at Chemical Health Center, 3315 University Drive, Bismarck, ND 58504.

SECTION 4: FIELD OFFICES. As the Board of Directors may from time to time designate and as its business may require, NDICAD may also establish offices at such other places where it is qualified to do business.

ARTICLE II - PURPOSE

SECTION 1: PURPOSE. The purpose of the NDICAD is to solidify and unify Indian Programs on Addictive Disorders by integrating a network of individuals representative of all the identified Indian Programs on Addictive Disorders in the State of North Dakota. (Said network to be established for the following purposes.)

1. To assist in the establishment of firm lines of communication between Indian Programs on Addictive Disorders and local, state and federal government programs.
2. To formulate and present the collective ideas of Indian Programs on Addictive Disorders.
3. To coordinate delivery of services.
4. To strengthen the referral process between programs.
5. To work toward certification/licensure of program personnel and facility.

6. To assess training needs of Indian programs and assist in the identification of all available and existing resources to meet these needs. (This would encompass youth, women and men including prevention, intervention, treatment and continuing care issues/services.)
7. To assist in the identification of additional funding sources.
8. To promote and maintain health and wellness ideals for program personnel.
9. To carry on any activities in conjunction with the foregoing and thereto not forbidden by Tribal sovereignty, laws and ordinances and by the laws of the State of North Dakota. And with all the powers conferred upon non-profit corporation by Tribal sovereignty, laws and ordinances and by the laws of the State of North Dakota.

ARTICLE III - MEMBERSHIP AND VOTING

SECTION 1: VOTING MEMBERS - ELIGIBILITY. The voting membership of NDICAD shall be composed of American Indian Programs on Addictive Disorders, representatives or designates of such programs located within the State of North Dakota. Voting members in good standing, duly registered, shall be entitled to one (1) vote per program, on each matter submitted to the membership at the NDICAD meetings.

SECTION 2: MEMBERSHIP FEES. Voting members shall be assessed annual membership fees in the amount of \$200.00.

SECTION 3: GOOD STANDING. In order to maintain good standing, and the right to participated in the activities and deliberations of NDICAD, all members shall conduct themselves in a professional and ethical manner so as not to negatively impact the organization.

ARTICLE IV - MEETINGS

SECTION 1: ANNUAL MEETING. The annual meeting of the membership and Board of Directors shall be held within five months after the close of the fiscal year of the corporation. The purpose of the Annual Meeting shall be the election of officers and directors for the coming year, establishment of fees and assessments, and the transaction of such other business as may properly come before the meeting.

SECTION 2: REGULAR MEETINGS. The Board of Directors shall hold regular meetings, open to attendance by voting members, within ninety (90) days. These meetings shall commence one quarter-year from the date of the incorporation. The Board of Directors, by majority vote, may recess any meeting in progress.

SECTION 3: SPECIAL MEETINGS. Special meetings of the Board of Directors may be called at any time by the President. The President or the Secretary/Treasurer shall call such a meeting upon receipt of a written request with agenda attached.

SECTION 4: NOTICE OF MEETINGS. (a) Written notice of the time and place of fall meetings, annual, regular or special, shall be served upon each voting member personally or by mail, not less than ten (10) days prior to such meeting.

(b) Notice of special meetings shall include the purpose or purposes for which such special meeting is called, and shall indicate the program or programs requesting such meeting.

(c) If at any meeting action is proposed that would, if taken, entitle members to receive benefits in the form of program dollars, or would consider the matters related to the good standing or rank of any member of the organization, the notice of such meeting shall include a conspicuous statement of that fact.

(d) Notice of the next scheduled meeting need not be served upon persons who become members of record after the mailing of notices for that meeting.

(e) Unless otherwise required by statute, written notice of emergency cancellations or adjourned meetings need not be given, and the Board shall use best efforts to notify the membership and those scheduled to attend in a timely fashion consistent with the circumstances.

SECTION 5: QUORUM. (a) Except as otherwise provided herein, or by statute, or in the Articles of Incorporation (such Articles and any amendments thereto hereinafter "Articles") at all meetings the presence of 51% of the Board of Directors at the commencement of such meetings shall constitute a quorum.

(b) A quorum must be present at the commencement of a meeting in order for official business to be transacted. A quorum having been established, the withdrawal of any member(s) after the commencement of a meeting shall have no effect on the continuing existence of a quorum.

(c) A quorum shall not be necessary for the Board of Directors to adjourn any meetings by majority vote.

SECTION 6: WAIVER OF NOTICE. Whenever any notice is required to

be given under the provisions of the ARTICLES or BY-LAWS of this corporation, a written waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time for which notice would have been required, shall be deemed equivalent to the actual giving and receipt of such notice. Any member who attends a meeting, in person or by proxy, may submit a signed Waiver of Notice.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1: GENERAL POWERS. The affairs of the corporation shall be managed by its Board of Directors.

SECTION 2: QUALIFICATIONS. (a) Directors shall be individuals who are currently authorized directors, coordinators or delegates of Indian Programs on Addictive Disorders.

SECTION 3: OFFICERS. The Board of Directors shall elect from among its members a President, a Vice President and a Secretary/Treasurer, whose attendance is mandatory at all meetings, except for cause.

(a) PRESIDENT. The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the Board of Directors and the Executive Committee and shall appoint the membership of all committees. The President shall implement the policies and directives of the Board of Directors, and do all things necessary and proper to the faithful execution of his/her responsibilities. In the event of the absence or incapacity of the President, the Vice President shall preside at meetings of the Board of Directors.

(b) VICE PRESIDENT. In the absence of the President, the Vice President shall preside over meetings of the Board of Directors and Executive Committee, and, when so acting, shall have the powers necessary to continue the business of the corporation.

(c) SECRETARY/TREASURER. The Secretary/Treasurer shall keep the minutes of the meetings of the membership and Board of Directors, be custodian of the corporate records and corporate seal, and in general perform all duties incumbent to the Office of the Secretary/Treasurer. The Secretary/Treasurer shall have charge and custody and be responsible for all financial affairs of the corporation. The Secretary/Treasurer shall maintain the financial records of the Corporation, and shall submit annual written reports of accounts to the Board of Directors and the Membership. The Secretary/Treasurer shall submit quarterly financial statements to the Board of Directors at regular meetings, and, at the Board's direction attend to the timely filings of such reports as may be required by law.

SECTION 4: TENURE. (a) Members of the Board of Directors shall serve for a period of one (1) year. Elections for vacancies on the Board of Directors shall be held at the annual meetings.

(b) Directors serving as officers shall serve one (1) year terms, and shall be eligible for re-election for one (1) successive term in the same office. Directors may be elected to successive officer positions as frequently as their peers shall select them, but in no case shall they serve more than two (2) successive terms in the same office.

(c) Except as otherwise provided in SECTION 5, REMOVAL FOR CAUSE, Directors may be removed only at regular or special meetings where the Board member has been notified in writing that removal action is to be considered at the next meeting. Removal of a Director shall be had only upon two-thirds vote by secret ballot.

SECTION 5: REMOVAL FOR CAUSE. (a) All Directors shall conduct themselves in a professional and/or ethical manner as not to negatively impact the organization. Failure of a Director to meet these standards shall result in immediate suspension of official responsibilities.

(b) A Director thus suspended shall be entitled to a hearing before the Executive Committee within thirty (30) days of suspension, and shall have the right to be represented by legal and medical counsel at the hearing.

(c) An appeal may be brought by the removed Director to the Board of Directors, and the questions of removal shall be heard before the Board of Directors at its next regular meeting. If by secret ballot, two-thirds of the Board shall oppose removal, the full Board shall reconsider the matter and shall render a written report of its decision and findings at the next regular meeting. This decision shall be final.

(d) A Director removed under this Section may maintain membership in NDICAD, but shall not be eligible for reinstatement of voting membership of good standing for one (1) year from the date of original removal.

(e) Upon application for reinstatement to good standing, the Executive Committee shall compassionately consider a removed Director's rehabilitative progress, including treatment programs and medical evidence. The Committee shall render a written statement of reasons for granting or denying reinstatement to good standing within ninety (90) days of application. Appeals may be had before the full Board, as set forth in paragraph (b) of this Section.

SECTION 6: VACANCIES. Any vacancy occurring in the Board of Directors by reason of resignation, removal or otherwise, and any

Directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall serve the unexpired term of his/her predecessor in office.

ARTICLE VI - COMMITTEES

SECTION 1: STANDING COMMITTEES. The following Committees are established as standing committees and will submit such annual and other reports to the Board of Directors and the Corporation as are required for conduct of business.

(a) EXECUTIVE COMMITTEE. The Executive Committee shall be composed of the Officers of the Board. The Executive Committee shall be empowered to act for the Board between regular meetings as required.

(b) PROGRAM AND TRAINING COMMITTEE. This Committee shall coordinate program and training activities undertaken by the Board, and shall render periodic reports on progress, problems and opportunities as directed.

(c) BY-LAWS COMMITTEE. A By-Laws Committee shall review NDICAD By-Laws, and shall make recommendations of change to the Board of Directors at each annual meeting, or a regular meeting if the need shall arise. Notice of By-Law Committee matters coming up for decision must be included in the announcement of any regular or special meeting at which they will be discussed, and such notice must be set forth conspicuously within said notice.

SECTION 2: SPECIAL COMMITTEES. (a) The Board of Directors may, by appointment, create such special committees as it requires. Special committees are created for a period of not more than one calendar year, but may be renewed annually.

(b) Special Committees have no authority to bind or obligate the corporation, or to act in an official capacity on behalf of the Board of Directors and are constituted to gather information, render recommendations or perform other specific tasks as are set forth by appointment.

(c) Matters of membership, rules, vacancies and budgets set forth in Section 1 shall govern Special Committees unless the Board of Directors establishing the Special Committee shall specify otherwise.

SECTION 3: COMMITTEE MEMBERSHIP AND VACANCIES. The Chairperson and the members of standing and special committees shall be appointed by the President, and shall serve without compensation at the pleasure of the Board of Directors. Vacancies shall be filled by the President.

(a) Operating expenses and reimbursements and other committee budgets shall be determined by the Executive Committee.

(b) Unless otherwise specified in the committee resolution or rules, a majority of the membership of a committee shall constitute a quorum, and the vote of the majority present shall be the act of the committee. Each committee may adopt such additional rules that are not inconsistent with these by-laws.

(c) The Board may delegate the responsibility of any standing or special committee to the Executive Board.

ARTICLE VII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1: CONTRACTS. In addition to the officers authorized by these by-laws, the Board of Directors may authorize any officer or officers, agent or agents of the corporation to enter into any contract or execute and deliver any instrument in the name, and on behalf of the Board. Such authority may be general, or confined to specific instances, however, in all cases where an agent is given the power to bind the corporation a Board Resolution evidencing the grant and limitations of said authority must be passed by majority vote and duly recorded in the minutes.

SECTION 2: CHECKS, DRAFTS AND NEGOTIABLE INSTRUMENTS. The Board has the power to incur debt and make payment thereof. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Board of Directors shall be signed by such officer or officers, agent or agents as shall be determined by Resolution of the Board of Directors. In the absence of such officer or officers, agent or agents, instruments shall be signed by the Secretary/Treasurer and countersigned by the President.

SECTION 3: DEPOSITS. The Board has the power to accept funds, grants, dues, fees or other monies conferred upon or legally due to the corporation. All funds of the Board shall be promptly deposited to the credit of the Board of such banks, trust companies or other depositories as the Board shall by Resolution select.

SECTION 4: GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, public or private, grant, gift, bequest of devise for the general purpose or special purpose of the Board.

**ARTICLE VIII -
STANDARDS FOR CONTRACTORS, EMPLOYEES AND AGENTS**

SECTION 1: CONTRACTS. The Board of Directors may enter into contracts with individuals or organizations to receive or deliver services which are consistent with the lawful objectives of the corporation and infurtherance of its business. Such contracts may be entered into on such terms and conditions as are mutually agreeable and which the Board of Directors shall deem just and proper.

(a) EQUAL OPPORTUNITY. NDICAD is an equal opportunity employer whose hiring and promotion practices are based on qualifications and performance. NDICAD does not discriminate on the basis of sex, race, religion, national origin or physical handicaps. NDICAD shall further adhere to the policy of the Indian Preference, PL 94-638.

ARTICLE IX - BOOKS AND RECORDS

SECTION 1: The corporation shall keep current and complete books and records of account, and shall also keep minutes of the proceedings of its Annual, Regular and Special meetings, as well as minutes of all committees having grants of authority from the Board of Directors. These records shall be maintained in the custody of the appropriate director and shall include a roster of the names and addresses of voting members. All books and records of the corporation may be inspected by any member or his/her agent or attorney for any purpose during regular business.

ARTICLE X - PARLIAMENTARY AUTHORITY

SECTION 1: In addition to these BY-LAWS, the rules contained in the current edition of ROBERTS RULES OF ORDER, NEWLY REVISED shall govern the conduct at meetings.

ARTICLE XI - AMENDMENTS

SECTION 1: AMENDMENT BY BOARD OF DIRECTORS. These By-Laws may be altered, amended or repealed by two-thirds vote of the Board of Directors at any regular or special meeting, provided that conspicuous notice of the proposed amendment is given in writing at least ten (10) working days in advance of the meeting. Such amendments must be submitted to the voting membership at the next annual meeting.

SECTION 2: AMENDMENT BY MEMBERSHIP. Amendments to NDICAD By-Laws may be proposed in writing to the By-Laws Committee by any voting member. Proposals must be sent by certified or registered mail, and must be sent not less than ninety (90) days prior to the annual

meeting. The By-Laws Committee shall prepare a report on the impact of proposed amendments, and may render recommendations regarding passage. The proposed amendment(s) and their committee reports shall be presented to the membership at the annual meeting, together with any amendments adopted by the Board of Directors in the interim. The membership shall adopt or reject such amendments by majority vote, using written ballots.