

**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 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;
- WHEREAS,** Certain enrolled members, resident with the North East Segment "Parshall/Luckymound", have recently requested that the Tribal Business Council grant a non-profit corporate charter to a group promoting and improving the health and social and economic well-being of the members of the North East Segment "Parshall/Luckymound Community Development Board & Corporation; 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 North East Segment "Parshall/Luckymound Community Development Board & Corporation to grant the requested charter;
- 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 non-profit corporate charter to the North East Segment "Parshall/Luckymound Community Development Board & Corporation, a true and correct photostatic copy of which charter is attached hereto.

NORTHEAST SEGMENT:
"PARSHALL/LUCKYMOUND"

CHARTER/BYLAWS OF THE
COMMUNITY DEVELOPMENT BOARD & CORPORATION

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 COMMUNITY BASED CORPORATION KNOWN AS THE "COMMUNITY DEVELOPMENT BOARD & CORPORATION", REPRESENTING THE NORTHEAST SEGMENT: PARSHALL/LUCKY MOUND COMMUNITY OF THE FORT BERTHOLD INDIAN RESERVATION.

ARTICLE I

The NAME of the Corporation shall be the "Community Development Board & Corporation".

ARTICLE II

The PERIOD of duration of the Corporation shall be perpetual.

ARTICLE III

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

A. To provide for the management and operation of the Parshall/LuckyMound Veterans Memorial Hall and all assets and property collectively belonging to the Community, subject to compliance with and subordination to the laws of the Three Affiliated Tribes.

B. To engage in lawful activity which shall further community services, programs, and interests.

C. To secure and manage Community funding and assets for the purpose of promoting and improving the health and social/economic welfare of the Community membership.

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

ARTICLE IV

The Corporation shall the following POWERS which it may exercise consistent with the PURPOSES for which the Corporation has been organized and chartered:

- A. To levy, collect, and expend leases, fees, and rental payments for use of Community property.
- B. To sue and be sued, complain, and defend in its Corporate name.
- C. To purchase, take, receive, lease, take by gift, devise, bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- D. To sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or part of its property and assets.
- E. To make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, or other obligations, and secure any of its obligations by mortgage or pledge of all or any of the community property, franchises, and income; provided, however, that any indebtedness incurred by the Corporation shall not exceed the amount of five hundred thousand and 00/100 Dollars (\$500,000) at any one time.
- F. To lend money for its corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for payment of funds so loaned or invested.
- G. To elect and appoint officers and agents of the Corporation, and define their duties and fix their compensation.
- H. To make and alter bylaws, not inconsistent with this Charter, for the administration and regulation of the affairs of the Corporation.
- I. To make donations for the public welfare or for charitable, community, or educational purposes.

J. To generally have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation has been organized and chartered.

ARTICLE V

The Corporation is organized as a NON-PROFIT entity and shall have no capital stock.

ARTICLE VI

The Corporation shall have MEMBERSHIP and each member shall be:

1. An enrolled member of the Three Affiliated Tribes, a non-tribal enrolled Indian member of a federally-recognized tribe, or a non-Indian who is married to an enrolled member of the Three Affiliated Tribes who resides in the Community, or a non-Indian who has a legal child enrolled as a member of the Three Affiliated Tribes;
2. Eighteen (18) years of age or older; and
3. A bona fide resident of the N.E. Segment Community for a period of at least sixty (60) days.

ARTICLE VII

The Corporation shall hold MEETINGS of membership as providing at the minimum:

1. Regular Meetings: Regular meetings of the membership shall be held annually for the purpose of electing the members of the Community Board of Directors when such positions have expired, removed, or abandoned, and for the transaction of such other business as may come before the membership. The date, time, and location of the annual membership meeting shall be determined by the respective Community Board of Directors.
2. Special Meetings of the membership of the Corporation may be called by the President, by a majority of the members of the Community Board of Directors, or by thirty percent of the total membership eligible for membership. The date, time, and place of the Special meeting shall be determined by the person(s) calling the Meeting.

3. NOTICES of any Community meetings shall set forth the time, date, and place of the meeting and shall be posted in conspicuous public places as well as posted with local media (e.g. radio, t.v., newspaper) at least three days before the date of the meeting.

ARTICLE VIII

Except as provided in Article IX, a QUORUM at any meeting of the general membership of the Corporation shall be constituted by one-tenth (1/10) of the membership eligible to be members of the Corporation. The vote of a majority of the votes entitled to be cast by the members 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 present at the commencement of a 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 if that remaining number is at least one-half of the Quorum number required.

ARTICLE IX

The Corporation shall be governed by the BOARD OF DIRECTORS, who shall be authorized and limited as follows:

1. General Powers: The affairs of the Corporation shall be managed by the Board of Directors (hereafter Board). The Board shall conduct, manage, and control the affairs, assets, and property of the Corporation, exercise all Corporate powers, and act in the best interest of the Community, Corporation, and its membership. The Board shall have such authorities and powers as is generally recognized as being maintained by a corporate board of directors.
2. The Number of Directors: The number of Board members shall be seven (7) with six positions elected by the General corporate membership and one position reserved for the NE Segment Tribal Business Council Representative.
3. Not including the reserved Tribal Business Council seat or position, each seat on the Board shall be subject to election as a result of expiration of term, removal, resignation, or death.

Each member of the Board shall be elected to a term of two (2) years.

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

- A. He/She is an enrolled member of the Three Affiliated Tribes.
- B. He/She has been a bona fide resident of the Parshall/LuckyMound Segment for at least six (6) months preceding the date of election of the Board position to be held; 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;
- E. He/She, one day prior to the Board election, is not delinquent in the payment of any financial obligation in favor of the Corporation.

5. Any VACANCIES occurring on the Board of Directors, whether by reason of resignation, removal, or death, shall be filled as promptly as practicable by the majority vote of the Board of Directors in a quorum present as provided herein.

6. Members of the Board of Directors may be REMOVED by 1) a majority vote of the members present necessary to establish a quorum at a membership meeting, or 2) a majority vote of at least five members of the Board of Directors.

7. A Corporate Board of Directors Meeting QUORUM shall be constituted by the presence of no less than four (4) Board members, duly elected or appointed.

8. Regular MEETINGS of the Board of Directors shall be held once a month. Special Board meetings shall be held at the call of the President or by at least four Board members. All Board members shall be given personal written notice of a scheduled meeting at least forty-eight (48) hours prior to the scheduled meeting.

9. The Board shall make all necessary arrangements for bonding

Board members in an amount appropriate and reasonable, subsequently approved by the government of the Three Affiliated Tribes.

ARTICLE X

1. The Board of Directors OFFICERS shall consist of the President, Vice-President, Secretary, Treasurer, Public Relations Officer, and Member at Large. No more than one (1) office may be held by the same person.

2. The DUTIES, AUTHORITIES, and RESPONSIBILITIES of the OFFICERS of the Board of Directors of the Corporation shall be as follows:

A. PRESIDENT:

1. Subject to direction by the Board, shall have general charge of the business, affairs, and property of Corporation's general operation.

2. Shall be the presiding officer at Board and Membership Meetings.

3. Power to appoint committees and Board assignments, subject to full Board discretion.

4. Shall maintain signatory authority on all corporate documents, including, but not limited to deeds, mortgages, contracts, and banking instruments.

B. VICE-PRESIDENT:

1. Shall assume duties expressed and inherent of the President in those instances wherein the President is not present to act or is unable to act.

2. Shall perform any additional duties or assignments by the President, subject to the discretion of the Board.

C. SECRETARY:

1. Organize and maintain all written documents and materials arising out of the operations of the Board and Corporation.

2. In conjunction with the President, shall organize an agenda for meetings and affairs.

3. Subject to Board discretion, shall be responsible for all written correspondence representing the affairs of the Board and Corporation.

4. Shall perform any additional duties and responsibilities assigned by the President or Board.

D. TREASURER:

1. Shall serve as the fiscal officer and shall have, subject to Board discretion, general discharge responsibility of all financial matters relative to community assets and revenues.

2. Shall maintain, with the President, signatory authority on all corporate documents utilized for the financial operations of the Board and Corporation.

3. With the assistance of Board and community staff members, shall assist in the acquirement of revenues beneficial to the needs and programs of the Corporation(e.g. fund-raising).

E. PUBLIC RELATIONS OFFICER:

1. Shall organize and conduct public relations activity on behalf of the Board and Corporation for the purposes of establishing relationships with business, charitable, and governmental entities, as well as to assure involvement of Corporate membership.

2. Shall assist with the organizational needs relative to Board and community meetings, other than duties assigned to other Board members and staff, to ensure the organizational success and operations of the meetings.

3. Shall assist in the organization and conduct of fund-raising activities beneficial to the community and Corporation.

4. Shall perform such other duties and responsibilities as assigned by the President or Board.

F. MEMBER AT LARGE:

Shall perform such duties and responsibilities as assigned by the President or Board.

ARTICLE XI

No loans, grants, or similar expenditures shall be made towards or on behalf of any individual(s) or group, except as provided by an authorized and formal structure duly reviewed and approved by the Board, and subject to the discretion of the Corporate and Community membership. Any expenditures made by any individual without proper authorization and approval shall be subject to criminal and civil prosecution, as well as any other disciplinary action deemed appropriate by the governing Board.

ARTICLE XII

Amendments.

Any or all provisions provided herein may be amended or repealed by the membership of the Corporation at any regular or special meeting duly noticed, convened, and conducted as provided in these Articles by an affirmative vote of the majority of the members present; the duly adoptive amendment shall be subsequently approved by the Tribal Business Council within ninety (90) days after such amendment is duly adopted to remain effective.

ARTICLE XIII

Distribution of assets, dissolution, or final liquidation:

- A. The purposes of the Corporation shall be maintained as charitable or publicly spirited.
- B. The Corporation shall not carry on any activities that will jeopardize the exemption from federal income status normally allowed to a non-profit Corporation.
- C. Upon dissolution of the Corporation, the Board shall make provisions for payment of all liabilities, and shall dispose of all remaining assets in a manner consistent with the Corporation's non-profit status.
- D. No part of any earnings or property of the Corporation shall at any time inure to the benefit any member, director, or affiliate, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or assets borrowed.

BOARD OF DIRECTORS:

CURRENT BOARD OF DIRECTORS:

- * MERVIN PACKINEAU, PARSHALL, ND 58770
- * CHERYL WHITE, PARSHALL, ND,
- * CHARLES FOOTE, PARSHALL, ND
- * LEONE WHITE, PARSHALL, ND
- * BYRON YOUNGBIRD, PARSHALL, ND


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, 7 were present at a Regular Meeting thereof duly called, noticed, convened, and held on the 8th day of February, 1996; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 7 members, 0 members opposed, 0 members abstained, 0 not voting, and that said Resolution has not been rescinded or amended in any way.

Dated this 8th day of February, 1996.

Daylon Spotted Bear
Secretary, Tribal Business Council

ATTEST:



Chairman, Tribal Business Council