

**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, Certain enrolled members have recently requested that the Tribal Business Council grant a nonprofit corporate charter to a group organized within the Mandaree Community for the purpose of promoting and improving the health, social and economic well being of the resident members of the six segments of the Fort Berthold reservation; and

WHEREAS, It is the considered judgement of the Tribal Business Council of the Mandan, Hidatsa and Arickara Nation that it would be in the best interest of the reservation community to grant said body a 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 West Segment Development Corporation a true and correct copy of which Charter 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 comprised of seven (7) members of whom 5 constitute a quorum, 7 were present at a Regular meeting thereof duly called, noticed, convened, and held on the 16th day of September, 1997; That the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 6 members, 1 members opposed, 0 members abstained, 0 member(s) not voting, and that said Resolution has not been rescinded or amended in any way.

BYLAWS OF WEST SEGMENT DEVELOPMENT CORPORATION

ARTICLE I NAME

The name of the corporation shall be the West Segment 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 aid in the economic development of the West segment and other tribal segments.

B. To engage in any lawful activity which enhances the Mandaree community and the West segment.

C. To provide services to the community and other segments as may become available through economic development enterprises.

D. To secure funding from outside the West segment and to raise funds within the segment for the purpose of promoting and improving the health, social and economic well being of the members of the community.

E. To enter into contracts and to conduct activities which promote such economic development and to develop economic enterprises which support the economic well being of the community, and other segments as applicable.

ARTICLE III REGISTERED OFFICE

The registered office maintained by the Corporation shall be located in the Mandaree Community, Mandaree Community Center, Fort Berthold Reservation, County of McKenzie, State of North Dakota. The Corporation may maintain such other offices within the exterior boundaries of the Fort Berthold Reservation as it's Board of Directors may, from time to time, determine to be necessary and convenient for the implementation or 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 who meets 1997 standards for enrollment with the Three Affiliated Tribes.
2. Twenty one years of age or older
3. A bona fide resident of the West Segment.

ARTICLE V MEETINGS OF THE MEMBERSHIP

SECTION I. Regular Meetings.

The regular meetings of the membership of the Corporation shall be held annually and for the purpose of transacting business that may properly come before the membership.

SECTION 2. Special Meetings.

Special meetings of the membership of the Corporation may be called by the chairperson of the board, by a majority of the members of the Board of Directors, or by twenty five percent (25%) of the membership. The date time and location of any such special meeting shall be determined by the person 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 for which the meeting is being called, shall be given not less than three days before the date of the meeting, either personally, by mail, or through the local media, at the direction of the person/entity calling the meeting, to each member entitled to vote at such meeting.

If mailed, the notice shall be deemed delivered when deposited in the United States mail addressed to the member at his address at it appears in the records of the Corporation, with postage prepaid. In addition, copies of such notice shall be prominently displayed in public places situated on the Fort Berthold Reservation.

SECTION 4. Quorum.

Except as provided otherwise, a quorum of the membership shall be constituted of twenty five percent (25%) of the members entitled to vote at such meeting. The vote of the majority of the voters entitled to vote, present at such meeting where a quorum has been established 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. When a quorum is present at the commencement of any meeting, but members subsequently withdraw from such meeting, the members remaining shall continue to constitute a quorum so as to conduct any authorized business for the Corporation.

SECTION 5. Voting.

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

**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 to implement the

purposes and the administration of the activities of the Corporation.

SECTION 2. Number of Directors.

The number of the directors of the Corporation shall be no less than three.

SECTION 3. Appointment of Directors.

The directors of the Corporation shall be appointed by a committee comprised of the West Segment Councilman, a Mandaree School Board Member, and a member of Mandaree Inc., two others may be appointed from within the West Segment, such appointments shall be at large. The committee is composed of the individuals by virtue of the office they hold or by a term of years.

Each Director shall serve for a period of four years, provided that:

- A. He or she has been a bona fide resident of the West Segment for a period of six months preceding his appointment.
- B. He or she has not been removed from the Board of Directors provided in Article VI, Section 5, of these bylaws.
- C. He or she has not been found guilty of a felony at any time or has a misdemeanor conviction which constitutes fraud or unlawfully taking property of another or other like offense.
- D. He or she has not been fiscally irresponsible in any of his or her business or personal dealings.

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 a vote of the Board of Directors after receiving nominations from the membership of the Corporation. In the case that the vacancy is caused by removal from the office then the successor to office shall be appointed by the remaining Board members and he shall take that position on the Board of Directors.

SECTION 5. Removal.

The membership of the corporation may remove a board member. Said removal shall be by a majority vote of the members present at a special meeting, at which at least 25% (twenty five percent) of the eligible voters are present. The Board of Directors may also remove any member of the Board of Directors by a majority vote of the Board. Removal may be done by the membership or the Board of Directors whenever in the judgement thereof, the best interests of the Corporation would be served by such removal.

SECTION 6. Quorum.

A majority of the members of the Board of Directors shall meet quarterly, the time, date and location of each such regular meeting shall be determined by the Board.

Special meetings of the Directors shall be held at the call of the Chairperson or of a majority of the Board of Directors, who shall determine the time, date and location of such special meeting.

The Chairperson or other person responsible for calling the meeting shall direct 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 hours before the scheduled commencement of said meeting.

Special meetings shall specifically identify the purpose of said meeting.

SECTION 7. Bonding.

Each member of the Board of Directors may be bonded, the corporation shall pay the cost of any bond required or requested by the membership.

**ARTICLE VII
OFFICERS**

SECTION 1. Designation.

The officers of the corporation shall consist of the Chairperson, the Vice Chairperson, the Secretary/Treasurer. No more than one office may be held by the same person except in the position of Secretary/Treasurer.

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. The President/Chairperson shall preside over all meetings of the Corporation; represent the Corporation in dealings with outside agencies and other individuals; be an ex-officio member of all committees; appoint such committees as may be necessary; communicate to the Corporation such matters and make suggestions as may tend to promote the purposes of the Corporation; and act on behalf of the Corporation at the direction of the Board of Directors.

B. The Vice President/Vice Chairperson shall perform such functions as may be delegated by the Chairperson and shall act in the place of the Chairperson in the event of his/her inability to act or in his/her absence at any general meeting or other meeting of the Corporation or other committees of which the Chairperson is or may be a member. Should the Vice Chairperson be unable to preside the Chairperson and then the Vice Chairperson may appoint such person to conduct any general meeting as may be necessary.

C. Secretary/Treasurer shall be a combined position initially however the duties may be split and another officer appointed, by vote of the Board of Directors. The Secretary/Treasurer shall perform such administrative duties as the Corporation may delegate, including but not limited to keeping minutes of the meetings of the Corporation and preserving all other official or important documents of the Corporation. The Secretary has the power to delegate those duties to such other persons, not necessarily the Board of Directors, as may deemed necessary. The Treasurer shall be responsible for maintaining the accounts and financial transactions of the Corporation. He or she shall maintain an accounting of all amounts received, contributions and other income of the Corporation. He or she shall have custody of the funds of the

Corporation and shall disburse such funds to satisfy liabilities incurred by the Corporation consistent with the other provisions of the Bylaws. The Treasurer shall further act in accordance with accepted practices for the handling of financial affairs of tax-exempt organizations that qualify as tax exempt pursuant to 26 USC 501. It shall further be the duty of the Treasurer to ensure that a financial report is provided to the Board of Directors and to the membership at the annual meeting. The Treasurer shall also make arrangements for an annual audit.

ARTICLE VIII BOOKS AND RECORDS

The Corporation shall keep complete books and records of account and shall maintain financial information using the recognized professional rules of financial/fiscal accounting.

The Board shall keep and maintain minutes of the proceedings of its annual membership meeting, meetings 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 members thereof. The books and records of the Corporation may be inspected by a member thereof or by his or her authorized agent or by his attorney and by any member of the Tribal Business Council for proper purposes and at reasonable times with due notice of said inspection.

An independent audit of the fiscal operation shall be conducted on an annual basis at such time so as to ensure that the final findings and recommendations are made available to the membership at the regular annual meeting of the members of the Corporation.

ARTICLE IX SHARES OF STOCKS AND DIVIDENDS

The Corporation shall not have or issue shares of stock. The revenue of the Corporation, shall be expended or invested consistent with the policy and goals of the Corporation. The West Segment Corporation may pay compensation to members, directors, officers, thereof for services rendered and may confer benefits upon the general membership thereof in conformity with its purposes. 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 which are not generally available to the membership and which have an established procedure for application for such loan.

ARTICLE XI
AMENDMENTS TO THE BYLAWS

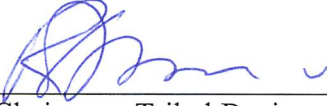
The provisions set forth herein may be altered, amended or repealed by the membership of the Corporation at any regular or special meeting thereof at which a quorum of the members or board of directors were present.

Chairman (voting) (not voting)

Dated this 16th day of September, 1997.

Daylon Spotted Bear
Secretary, Tribal Business Council

ATTEST:



Chairman, Tribal Business Council