

**RESOLUTION 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 having authority under said Act; and

WHEREAS, the Constitution of the Three Affiliated Tribes empowers the Tribal Business Council to engage in activities that benefit tribal members;

WHEREAS, the Tribal Business Council is authorized to grant corporate charters for public purposes;

WHEREAS, a group of tribal members have requested a nonprofit charter for business development and technical assistance which is necessary;

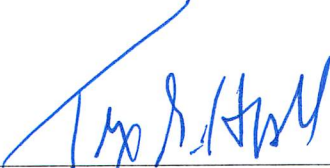
WHEREAS, granting a charter would be beneficial to the members and Tribe;

THEREFORE BE IT RESOLVED: that the Tribal Business Council hereby grants a nonprofit corporate charter to the **FORT BERTHOLD ENTERPRISE COALITION**.

CERTIFICATION

I, the undersigned Secretary of the Tribal Business Council hereby certify that the Council is composed of seven (7) members, of whom five (5) constitutes a quorum. 7 were present at a Regular meeting duly called and held on the 16th day of April, 1999. The foregoing Resolution was passed, 7 for, 0 opposed, and 0 abstained.

Dated this 16th day of April, 1999.



Chairman


Secretary

**CHARTER FOR
FORT BERTHOLD ENTERPRISE COALITION**

Pursuant to the inherent authority of the Three Affiliated Tribes, the Tribal Business Council has granted a charter to a nonprofit corporation known as the Fort Berthold Enterprise Coalition. Attached is a Council Resolution approving this Charter.

ARTICLE I Name

The name of the non-profit corporation shall be the Fort Berthold Enterprise Coalition, hereafter called Coalition.

ARTICLE I Purposes

The overall mission is to promote the social and economic potential of the Fort Berthold Indian Reservation through enterprise and business development.

The purposes of the Coalition shall be to provide technical assistance to members, including the following:

1. to develop business plans and loan packages and to help secure start up funds for small businesses;
2. to serve as an local and regional clearinghouse for sources of funds, grants, and loans available to small businesses and contractors;
3. to provide insurance and bonding services;
4. to assist in all phases of business development including legal work, insurance, bonding, and risk management;
5. to provide long range planning for business that includes will and estates;
6. to develop model tribal laws and monitor business related legislation at the local and national levels; and
7. to develop financial lending services and loans for members and others.

ARTICLE III Powers

The Coalition shall have the following powers which may exercise consistent with the purposes for which it has been organized and chartered:

1. To purchase, receive, leave or otherwise acquire real or personal property;
2. to sell, convey, lease or otherwise dispose of property;
3. to make contracts and borrow funds; to issue notes and bonds for funding; provided that any waiver of tribal immunity from suit shall be limited to the assets of the corporation;

4. to loan money for its corporate purposes, and invest and reinvest its funds;
5. to select and appoint officers and agents of the Coalition, and to define their duties and fix their compensation;
6. to make and alter bylaws for the administration and regulation of the Coalition; and
7. to generally have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Coalition has been organized, and as set by law.

ARTICLE IV Duration

The period of duration shall be perpetual.

ARTICLE V Membership

Section 1. General members. The Coalition shall have general membership consisting of members of a federally recognized tribe or spouse of a member of a federally recognized tribe, who are age eighteen (18) and older. Each member shall be entitled to vote on any matter properly brought before the membership.

Section 2. Associate Members. The Board of Directors will recruit associate members who can participate as non-voting members. The associate members can be individuals, companies or other interested organizations.

Section 3. Youth Members. The Board of Directors will recruit and establish membership for youth (college and high students) who are interested in business development on the reservation. Youth members can gain experience in meetings, and by developing youth oriented businesses.

ARTICLE VI Board of Directors

The initial Board of Directors shall be seven persons meeting the qualifications set out below. The initial Board shall serve for one year and an election will be held thereafter for terms as set out in Section 3. The initial Board of Directors are: Edward Danks, Clarence O'Berry, Debbie Fox, Frank White Calf, Vance Gillette, Joan Mann, and Mike Mariner.

Section 1 Number. The number of Directors shall be seven (7) persons.

Section 2. Composition. The seven member Board of Directors shall be elected from the general membership, and a majority to the Board shall be enrolled members of the Three Affiliated Tribes.

Section 3. Criteria. A person must be an enrolled member; not have a felony; not have a dishonorable discharge from the military service; and not have been removed from the

Board of Directors for cause as defined by case law.

Section 4. Terms. The terms of office shall be two years for three Directors, and three years for four Directors. A Director may be elected to repeated terms by the membership. The Board of Directors shall establish an election committee to run the election. The election committee shall consist of persons appointed by the Board, and the committee members need not be general members of the Coalition.

Section 5. Vacancy. Any vacancy shall be filled initially by an appointment by the remaining Board members. However, the vacancy shall be permanently filled by an election that will be held within sixty days.

Section 6. Removal. Any board member or officer may be removed by the Board for cause. Upon a suspension or removal a person can request a hearing in writing within ten (10) days. If no request is made, no hearing will be held. Also, a recall vote to remove a Board member will be set upon a petition of 10% of the general membership.

Section 7. Meetings. The Board will meet at least quarterly at a time and place designated by the Board, upon notice. Telephonic phone meetings may be held as necessary. Four members shall be a quorum, provided that the Executive officers (President, Vice-President and Secretary-Treasurer) may meet as the Executive Committee on items deemed important. Executive Committee items must be ratified at the next meeting in which a quorum is present.

The Board may call for an executive session on legal issues, leases, bids, personnel matters, or other business deemed to be of a nature requiring executive session.

Section 8. Agenda. An agenda shall be prepared for each meeting and followed by the Board of Directors.

ARTICLE VII Officers.

The initial Board of Directors shall select officers from among the Board. The officers shall be President, Vice-President, Secretary and Treasurer. The Treasurer must be bondable to handle Center funds and a bond may be required as set by the Board of Directors or funding agency.

The Board of Directors shall establish written job descriptions for all officers, agents and employees.

ARTICLE VIII Non-Profit

The Coalition is organized as a non-profit corporation and the officers will move to attain non-profit status with the Internal Revenue Service. The activities of the Center shall be consistent with the non-profit status and no person shall engage in prohibited actions.

ARTICLE IX Dissolution

Upon dissolution of the Coalition, the Board of Directors shall dispose of assets in such a manner provided by law consistent with the IRS rules and regulations. No part of any net earnings shall inure to the benefit of its members or officers, except the Center shall be authorized to pay reasonable compensation for services rendered.

ARTICLE X Agent

The registered agent shall be the Secretary: Joan Mann, PO Box 849 New Town, ND 58763

ARTICLE XI Corporate Seal

The Coalition shall have a seal as designed by the Board of Directors, and the seal shall be used for all necessary and business purposes.

ARTICLE XII Amendments

The bylaws may be amended or repealed at a meeting of the general membership, upon a majority vote. A proposed amendment must be in writing and open for debate among the membership.

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