



# United States Department of the Interior

OFFICE OF THE SECRETARY  
Washington, DC 20240

**MAR 06 2013**

The Honorable Tex Hall  
Co-Chair, Coalition of Large Tribes  
404 Frontage Road  
New Town, North Dakota 58763

Dear Chairman Hall:

Thank you for your letter of April 24, 2013, which enclosed a draft Charter of Incorporation for the Coalition of Large Tribes (COLT). The COLT is seeking to become a federally chartered corporation under 25 U.S.C. Section 477, as amended. The sponsoring Tribes, the Three Affiliated Tribes of the Fort Berthold Reservation (Mandan, Hidatsa, and Arikara Nation), and the Ute Indian Tribe of the Uintah and Ouray Reservation, shall serve as the charter member Tribes for the COLT, and the Federal Charter will be issued to the charter member Tribes.

The proposed Charter does not contain any provisions that are contrary to applicable Federal law. As evidenced by my signature on the Certificate of Approval, the enclosed Federal Charter is hereby approved. The approval shall not be construed as authorizing any action that would be contrary to Federal law.

The Charter shall become effective on the date of ratification by the charter member Tribes in accordance with tribal law.

Upon ratification of the Charter, please provide this office with three (3) copies of the original document, including the resolutions of ratification. Please deliver the enclosed approved original of the Charter of Incorporation to the Coalition of Large Tribes for safekeeping.

Sincerely,

Kevin K. Washburn  
Assistant Secretary – Indian Affairs

Enclosure

# **CHARTER OF INCORPORATION**

**of the**

## **COALITION OF LARGE TRIBES A Federally Chartered Corporation**

Issued to the following Charter Tribes:

**Mandan Hidatsa and Arikara Nation**

**Ute Indian Tribe**

### **ARTICLE 1 NAME**

The name of the corporation is COALITION OF LARGE TRIBES.

### **ARTICLE 2 PRINCIPAL OFFICE and REGISTERED OFFICE**

**Section 2.1. Principal Office.** The principal office of the Corporation shall be 404 Frontage Road, New Town, North Dakota, located within Indian Country (as defined by 18 U.S.C. § 1151) on land owned by the Mandan, Hidatsa and Arikara Nation. The Corporation may have such other offices, either within or out of Indian Country, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

**Section 2.2. Registered Office.** The registered office of the Corporation may be, but need not be, identical with the principal place of business of the Corporation within a jurisdiction that the organization transacts business, and the registered office may be changed from time to time by the Board of Directors.

### **ARTICLE 3 AUTHORITY FOR CHARTER**

**Section 3.1. Authority.** The Corporation is organized, incorporated and chartered under the laws of the United States as a Federally Chartered Corporation under 25 U.S.C. § 477, as amended, and shall have the powers, privileges and immunities granted by that statute and embodied in this Charter. The granting of this Charter does not abrogate, limit or in any respect, alter the sovereign immunity of any of the Charter Tribes or of any Members of the Corporation entitled to assert sovereign immunity.

## **ARTICLE 4 DEFINITIONS**

**Section 4.1.** Member shall only include federally recognized Indian Tribes as defined by the United States Department of the Interior that meets the requirements for membership as specified in Article 12.

**Section 4.2.** Corporation means the Coalition of Large Tribes (COLT), a federally chartered Corporation.

**Section 4.3.** Board of Directors means the governing body of COLT which shall be comprised of all Voting Members.

**Section 4.4.** Director means an individual that serves as a member Tribe's designated representative on the Board of Directors of COLT.

**Section 4.5.** Charter Tribe means a federally recognized Indian Tribe that jointly owns the Corporation with other Charter Tribes and is a member of the Corporation.

**Section 4.6.** Voting Member means a member of the Corporation that has paid required dues as specified in the Corporation Bylaws.

**Section 4.7.** Non-voting member means a Tribe that has joined the Corporation pursuant to Section 12.2.1 but has not paid dues in subsequent years.

**Section 4.8.** Associate Member means a person, organization or entity (other than a federally recognized Indian Tribe) that has joined the Corporation pursuant to section 12.2.1 and is not entitled to vote on Corporation matters.

**Section 4.9.** Executive Director means an employee of the Corporation employed at the Corporation's principal office with duties and responsibilities as defined in the Corporation Bylaws.

**Section 4.10.** Board Member means a representative who is an elected tribal official, or in her or her absence, an alternate designated by the Tribal Council, through resolution or document with equivalent authority to serve on the Board of Directors.

**Section 4.11.** Officer shall mean a Chairman, Vice-Chairman, Secretary-Treasurer that shall be elected from the membership by the membership.

## **ARTICLE 5 STATUS OF THE CORPORATION**

**Section 5.1. Corporation Distinct from Charter Tribes.** The Corporation is a legal entity jointly owned by the Charter Tribes, each of which is a federally recognized Indian

tribe, but is distinct and separate from the Charter Tribes. The activities, transactions, obligations, liabilities and property of the Corporation are owned by the Corporation to be managed and controlled by this Charter and Bylaws adopted for the Corporation by the Board of Directors as amended from time to time.

**Section 5.2. Tax Status.** The Corporation shall have the same privileges and immunities including tax status authorized under federal law as each Charter Tribe.

## **ARTICLE 6 NON-STOCK CORPORATION**

**Section 6.1. Non-Stock Corporation.** The Corporation shall be a non-stock corporation, the income of which shall be utilized only for the Corporate purposes and shall not inure to the benefit of private individuals or organizations or to the benefit of Charter Tribes in their capacity as Charter Tribes.

**Section 6.2. Use of Earnings.** The Corporation shall utilize all earnings and profits for the Corporation's reasonable business needs pursuant to an authorized budget duly approved by the Board of Directors.

## **ARTICLE 7 DURATION**

**Section 7.1.** The period of the Corporation's duration is perpetual, or until this Charter is revoked or surrendered by Act of Congress, pursuant to 25 U.S.C. § 477, as amended.

## **ARTICLE 8 CORPORATE PURPOSES**

The purposes for which the Corporation is formed is to promote the sovereign rights of the member tribes to protect, enhance, control, utilize and develop their respective land bases by:

**Section 8.1.** Educating the Administration, Congress, public and other tribes about the unique issues impacting tribes that govern large land bases;

**Section 8.2.** Advocating for legislative, regulatory and policy reforms to improve issues unique to tribes that govern large land bases;

**Section 8.3.** Advocating for legislative, regulatory, and policy reforms to improve protection, development and restoration of Indian land and assets to ensure the most beneficial use of lands for tribes and their individual Indian landowners;

**Section 8.4.** Advocating for legislative, regulatory, and policy reforms to have Indian trust lands treated as Indian lands and not public lands under the federal environmental and other federal laws of a general nature applied to Indian tribal and allotted trust lands;

**Section 8.5.** Identifying statutory, regulatory, fiscal and policy barriers to Indian land developments, and recommending ways to eliminate or lessen such barriers;

**Section 8.6.** Advocating and supporting individual tribal issues;

**Section 8.7** Advocating for the exercise of tribal sovereignty and jurisdiction to the fullest extent including the sovereign right to develop natural resources, pursue agricultural efforts and develop and enhance Reservation infrastructure such as transportation and water infrastructure;

**Section 8.8** To Pursue the legal determination that Indian lands are not public lands in both statutory and regulatory provisions promulgated by the United States;

**Section 8.9** To advocate for the protection of water rights land bases and other natural resources of Member Tribes;

**Section 8.10** To advocate for the protection of the Treaty rights of Member Tribes and to clarify and enhance the trust responsibility of the United States to Member Tribes;

## **ARTICLE 9 CORPORATE POWERS**

The Corporation is authorized:

**Section 9.1.** To engage in any lawful business permitted to a corporation organized under 25 U.S.C. § 477, as amended;

**Section 9.2.** To enter into agreements or contracts with any person, partnership, corporation, municipality, Indian Tribe, local, state or federal agency in order to conduct day to day business in furtherance of the Corporation's purposes;

**Section 9.3.** To pledge the assets and receipts of the Corporation as security for debts or other obligations to pledge and assign Corporate property or security therefore; and to acquire, sell, lease, exchange, transfer or assign personal property interests therein subject to limitations in Article 10 of this Charter;

**Section 9.4.** To purchase, take by gift or bequest, acquire, own, lease, manage, operate, deal in and dispose of real and personal property of all kinds and descriptions, wherever situated;

**Section 9.5.** To purchase insurance for any property or against any risk or hazard;

**Section 9.6.** To establish and maintain such bank accounts as may be necessary or convenient and to invest any funds not required for immediate obligation;

**Section 9.7.** To employ or appoint Officers, employees and agents of the Corporation and to define their duties and fix their compensation, as the Corporation shall deem proper;

**Section 9.8.** To sue and be sued in the Corporation's name in courts of competent jurisdiction within the United States, but only to the extent provided in and subject to the limitations stated in Article 18 of this Charter;

**Section 9.9.** To adopt, repeal, alter or amend bylaws for the regulation of internal affairs of the Corporation consistent with this Charter by supermajority of two-thirds vote of Board Members and applicable federal law, without the approval of the governing bodies of the Charter Tribes or the Secretary of the Interior;

**Section 9.10.** To establish dues for Members of the Corporation to the extent such dues are deemed necessary or appropriate to facilitate the general purposes of the Corporation;

## **ARTICLE 10 LIMITATIONS ON CORPORATE POWERS**

**Section 10.1.** The Corporation shall have no power:

10.1.1. To expressly or by implication enter into any agreement of any kind on behalf of any Charter Tribe;

10.1.2. To pledge the credit of any Charter Tribe;

10.1.3. To dispose of, pledge, or otherwise encumber real or personal property of any Charter Tribe;

10.1.4. To waive any right, privilege or immunity of, or release any obligation owed to, any Charter Tribe;

10.1.5. To enter into any sublease or other encumbrance or instrument for lands that may be leased to the Corporation by any Charter Tribe without the express written approval of the governing body of the Tribe leasing such lands to the Corporation;

10.1.6. To sell, lease, exchange or otherwise dispose of substantially all of the Corporation's assets without the prior approval of the Members of the Corporation. Approval shall be in the form of a resolution duly adopted by a two-thirds majority vote at a special meeting of Members;

10.1.7. To engage in any activity prohibited by 25 U.S.C. § 477

10.1.8. To purchase restricted Indian lands, or to sell, mortgage or grant a lease for any trust or restricted lands of any Charter Tribe or Member;

**Section 10.2. No Liability of Charter Tribes.** In the exercise of Corporation powers, the Charter Tribes shall not be liable on any contract of the Corporation, or for any tort committed by the Corporation or by any Director, Officer, employee or agent of the Corporation. No Members shall be liable on any contract of the Corporation (except to the extent so provided in a contract between the Corporation and such Member), or for any tort committed by the Corporation or by any Director, Officer, employee or agent of the Corporation. No lien against property of the Corporation shall be enforceable against any property of a Charter Tribe or any member of the Corporation.

## **ARTICLE 11 BYLAWS**

**Section 11.1.** The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with applicable Federal law or with this Charter. The initial Bylaws of the Corporation shall be adopted by its first Board of Directors by majority vote. The power to alter, amend or repeal Bylaws or to adopt new Bylaws shall be vested with the Board of Directors. Amendments to the Bylaws may occur at a regular or special meeting of the Board of Directors upon at least 30 working days notice prior to the scheduled meeting with written notice of the intention to alter, amend, repeal, or adopt new bylaws.

## **ARTICLE 12 MEMBERSHIP**

**Section 12.1. Classes of Membership.**

There shall be three (3) classes of Members: Voting Members, Associate Members and Non-Voting Members.

12.1.1. **Voting Members.** Voting Members must be federally recognized tribes as defined by the U.S. Department of the Interior, have submitted appropriate tribal resolutions or comparably authoritative documentation to become a member of the Corporation, must govern a land base of 100,000 acres or more, and pay the required membership dues.

12.1.2 **Associate Members.** The Voting Members may decide to include Associate Members who may be non-federally recognized tribes, as well as other interested entities, organizations, or individuals. Associate members may participate in the discussion of corporation business but may not vote on the business of the Corporation.

12.1.3 **Non-Voting Members.** Voting Members who have not paid dues cannot vote on the business of the Corporation, but they may attend meetings and discussions of the Corporation

**Section 12.2. Application Procedure for Voting Members.** Tribes must submit a Tribal Council Resolution or document with equivalent authority from the Tribe's governing body requesting membership in the Corporation. The Tribal Council Resolution or other similar document shall designate the Tribe's representative and an alternate to represent the Member Tribe on the Board. The Tribe shall notify the Corporation of changes in the designated representative and alternates also by Tribal Council Resolution or document with equivalent authority.

12.2.1. The Board of Directors may review Tribal membership requests and upon meeting the above requirements, recommend formal induction at the next meeting of the Corporation.

12.2.2. Upon formal induction at a Corporation Board meeting, payment of dues to the Secretary/Treasurer of the Corporation, a Tribe will be recognized as a Voting Member of the Corporation.

**Section 12.3. Application Procedure for Associate Members.** Any person, organization, entity or non-federally recognized Tribe may submit a written request for membership in the Corporation as an Associate member. The Board of Directors may either approve or deny a request for associate membership.

**Section 12.4. Voluntary Withdrawal of Membership.** Membership in the Corporation may be withdrawn upon the completion of the following procedure:

12.4.1 Voting and Inactive Members may withdraw from the Corporation by submitting to the Chairman of the Board of Directors, a Tribal Council resolution or a document of equivalent authority issued by the governing body of the tribe, which indicates its intent to withdraw from membership. Such withdrawal of membership in the Corporation shall be effective on the date the resolution is adopted by the governing body of the tribe submitting the resolution or as is designated within the resolution.

12.4.2. Associate Members may withdraw by submitting a letter to the Chairman of the Board of Directors, which indicates the Associate member's intent to withdraw from membership. Such withdrawal of membership in the Corporation shall be effective on the date the letter is written or as is designated within the letter.

**Section 12.5. Removal of Member.** Any member (Voting Member, Inactive or Associate Member) of the Corporation may be removed from membership in the Corporation upon a two-thirds vote of a quorum of the Board of Directors at a meeting called for such purpose or at a regular meeting provided that notice of the proposed removal is included in the agenda notifying Members of the meeting as required in Section 14.8.



**Section 12.6. General Powers.** The business and affairs of the Corporation shall be managed by the Board of Directors of the Corporation.

## **ARTICLE 14 BOARD OF DIRECTORS**

**Section 14.1. Authority.** The business affairs of the Corporation shall be managed exclusively by or under the direction of its Board of Directors, and all powers of the Corporation shall be exercised by or under the authority of the Board of Directors.

**Section 14.2. Tenure of Directors.** The Board of Directors shall be comprised of all voting Member designated representatives, or in his or her absence, the designated alternate. Voting Member's designated representatives shall serve until his or her successor is named by the Member Tribe or until his or her resignation, removal from office or death.

**Section 14.3. Initial Board of Directors.** The Initial Board of Directors of the Corporation shall include the following:

Tex Hall, Chairman, Mandan, Hidatsa and Arikara Nation  
Ben Shelly, President, Navajo Nation  
Nathan Small, Chairman, Shoshone Bannock  
Irene Cuch, Chairwoman, Ute Indian Tribe  
Willy Sharp, Jr., Chairman, Blackfeet Nation  
Brian Brewer, Chairman, Oglala Sioux Tribe  
Kevin Keckler, Chairman, Cheyenne River Sioux Tribe  
Cyril L. Scott, President, Rosebud Sioux Tribe  
Robert Shepherd, Chairman, Sisseton-Wahpeton Sioux Tribe  
Darrin Old Coyote, Chairman, Crow Tribe  
Randy Peone, Chairman, Spokane Tribe  
Darrell O'Neal, Sr., Chairman, Northern Arapaho Tribe

**Section 14.4. Successor Board Members.** If a Voting Member Tribe changes its designated representative to the Board of Directors, the new representative shall become a voting Board Member provided the Member Tribe has presented the appropriate resolution or equivalent documentation and paid required dues.

**Section 14.5. Terms.** Board Members shall serve as long as Member Tribes so designate.

**Section 14.6. Duties of Directors.** The Board of Directors shall manage the general affairs and business of the Corporation including:

14.6.1. Initiate the process of Amending, altering or repealing this Charter;

14.6.2. Electing, appointing or removing any Officer or Member of the Corporation;

14.6.3. Amending the Bylaws of the Corporation only by two-thirds vote;

14.6.4. Initiate the process of adopting a plan of merger or adopting a plan of consolidation with another corporation;

14.6.5. Authorizing the sale, lease, exchange or mortgage of substantially all the assets of the Corporation;

14.6.6. Initiate the process of Authorizing the voluntary dissolution of the Corporation.

**Section 14.7. Board Member's Conduct.** A Board Member shall perform his or her duties as a Board Member in good faith, in a manner the Board Member believes to be in or not opposed to the best interests of the Corporation, and with such care as an ordinarily prudent person would use under similar circumstances in a like position. In performing such duties a Board Member shall be entitled to rely on factual information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- Officers or employees of the Corporation;
- Legal counsel, public accountants or other professionals retained by the Corporation; and/or
- A committee of the Board.

**Section 14.8. Director's Meetings and Notice.** The Board of Directors shall meet at least quarterly and include all Members in such meetings. The Chairman of the Board may call for a meeting at any time and for any purpose or upon the written request of the Executive Director, if the Corporation has an Executive Director. At least five days written notice must be provided to all Board Members by the Secretary, or his designee, for all Board meetings stating the time, place and purpose of the meeting. A proposed agenda shall be included in such notice. Written notice may be provided by United States mail, electronic mail, or facsimile. For United States mail, the notice will be deemed delivered upon deposit in the United States mail. Notice to a Member by electronic mail to the Member's email address and facsimile to the Member's fax number, will be deemed delivered upon proof of email delivery and confirmation of facsimile transmission.

**Section 14.9. Telephonic Meetings of the Board.** The Board of Directors may conduct telephonic meetings or any Board Member may participate in a Board meeting via telephone.

- 14.9.1. Telephonic or internet-based meetings must comply with Board meeting notice provisions in Section 14.8.

14.9.2. The Secretary of the Corporation shall take Minutes of the meeting.

14.9.3. The telephonic meeting shall be deemed valid upon:

(a) Documentation of notice to all Members; and

(b) A quorum of the Board participating in the telephonic meeting.

**Section 14.10. Waiver of Notice.** The attendance of a Board Member at a meeting shall constitute waiver of notice of such meeting, except when the Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not convened in accordance with this Charter.

**Section 14.11. Quorum.** A majority of the Board of Directors shall constitute a quorum of the Board.

**Section 14.12. Board Action.** Each Board Member shall have one vote. Proxy voting shall not be allowed. The Board shall act only by vote of the Board at a duly convened meeting, and individual Board Members shall have no power to act for or on behalf of the Corporation. The Board may take action without meeting upon written consent to a proposed action signed by all the Board Members. The Board may adopt rules to conduct meetings as deemed proper that are not inconsistent with the Charter or the Bylaws of the Corporation.

**Section 14.13 Board Delegation of Authority to Executive Committee.** The Board of Directors delegates authority to the Executive Committee, comprised of the Officers of the Corporation, to take action, consistent with and in furtherance of Corporation objectives, between meetings. All such actions shall be ratified at the next Board meeting.

**Section 14.13. Liability of Board Members.** A Board Member shall not be personally liable to the Corporation or the Members of the Corporation for monetary damages for breach of fiduciary duty as a Board Member unless:

14.13.1. The Board Member has breached or failed to perform his/her duties as provided for in this Charter; and

14.13.2. The breach or failure to perform constitutes willful misconduct or recklessness.

## **ARTICLE 15 COMMITTEES**

**Section 15.1. Authority to Establish Committees.** The Board Members of the Corporation may establish committees to address various matters of corporation business.

Upon the establishment of a committee, the Chairman of the Board and Board may appoint Members and Associate Members to serve on the committee. Committees shall exist to advise the Board and all Committee actions shall serve as recommendations to the Board for final action.

## **ARTICLE 16 OFFICERS OF THE CORPORATION**

**Section 16.1. Election of Officers** will take place at the annual COLT Round Up. The following Officers will be elected for a two (2) year period, with exceptions for the initial board to achieve staggered terms:

Chairman – initial term for two years  
Vice-Chairman - initial term for one year  
Secretary/Treasurer – initial term for two years

All Officers of the Corporation shall be elected by the Board of Directors. If a Voting Member becomes a Non-voting Member while serving as an Officer, that Member's representative shall serve until the Board of Directors elects, at the next regular COLT meeting, a new representative from another Voting Member Tribe to fill the vacancy for the remainder of the term. If a Member Tribe changes its designated representative to the Corporation who has been elected as an Officer of the Corporation, the position will be vacant until the next Board meeting when the Board may elect a new Officer.

**Section 16.2. Chairman.** Board Members shall elect a Chairman from the Board Members who shall preside at all meetings of the Corporation. The Chairman shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform all duties as may be assigned to him/her by the Board of Directors. The Chairman is authorized to delegate any of his/her powers and responsibilities relating to the conduct of day-to-day business of the Corporation to the Executive Director of the Corporation in accordance with the Corporation's bylaws, if the Corporation has an Executive Director

**Section 16.3. Vice-Chairman.** The Board shall elect a Vice-Chairman from the Board Members. The Vice-Chairman, in the absence of the Chairman, shall perform all the duties of the Chairman and, when so acting shall have all the powers of and be subject to all restrictions upon the Chairman.

**Section 16.4. Secretary/Treasurer.** The Board shall elect a Secretary from the Board. The Secretary/Treasurer of the Corporation shall:

16.4.1. Provide Notice of all meetings, set the agenda for all meetings, attend all such meetings and keep a record of their proceedings; and

16.4.2. Serve as the custodian of the seal-letterhead of the Corporation (should the Corporation choose to utilize a seal) and shall have the power to affix the same to all documents, the execution of which on behalf of the Corporation is authorized by these bylaws or by action of the Board of Directors.

16.4.3. Provide Corporation Financial Reports on a quarterly basis and perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to the Secretary by the Board of Directors or as defined in the Corporation's bylaws.

16.4.4. Oversee the daily activities of an Executive Director or Fiscal Manager hired by the Corporation who shall be bonded and who shall be responsible for all funds and securities of the Corporation as defined in the Corporation's bylaws.

16.4.4. The Secretary/Treasurer is authorized to delegate any of his/her powers and responsibilities relating to the conduct of day-to-day business of the Corporation to the Executive Director of the Corporation in accordance with the Corporation's bylaws, if the Corporation has an Executive Director.

## **ARTICLE 17 ELECTION PROCEDURES**

**Section 17.1. Applicability.** This article shall govern the election of the Officers of the Corporation by the voting membership.

**Section 17.2. Procedures.** For the purpose of conducting elections for the Officers, the Secretary/Treasurer of the Corporation shall:

17.2.1. Take nominations and conduct elections at the annual COLT Round-up. The notice for the board meeting at which elections will occur shall indicate the office(s) open for election and the terms of such offices.

17.2.2. The Secretary/Treasurer shall entertain nominations from the floor of designated representatives of voting Member Tribes (Board of Directors) during the annual COLT Round-up of. Upon closure of nominations, the election of Officers may occur by secret ballot.

## **ARTICLE 18 NO WAIVER OF SOVERIEGN IMMUNITY**

**Section 18.1. Privileges and Immunities.** The Corporation is an instrumentality of the Charter Tribes and is entitled to all the privileges and immunities of the Charter Tribes, individually and jointly, except at as provided in this Article 18.

**Section 18.2 Waiver of Sovereign Immunity.** The Corporation is hereby authorized to waive, as provided in this Article, any defense of sovereign immunity from suit that the Corporation, Officers, Employees or Agents may otherwise enjoy under applicable federal, state or tribal law, arising from any particular agreement, matter, or transaction as may be entered into to further the purposes of the Corporation; and to consent to

alternative dispute resolution mechanisms such as arbitration, mediation or to a suit in tribal or other court of competent jurisdiction.

**Section 18.3. Form of Waiver.** Any waiver by the Corporation authorized by this Article shall be in a duly adopted resolution of the Board of Directors that shall not require the approval of the Charter Tribes or the Secretary of Interior. The resolution shall identify the party or parties for whose benefit the waiver is granted, the transaction(s) for which the waiver is granted, the property of the Corporation which may be attached to satisfy any judgment, and shall identify the Court in which the Corporation may be sued. Any waiver shall be limited to claims arising from the acts or omissions of the Corporation, Officers, Employees or Agents, and shall be construed only to affect the property and income of the Corporation.

**Section 18.4. No Waiver of Charter Tribes' Sovereign Immunity.** Nothing in this Charter, and no waiver of the Corporation's sovereign immunity pursuant to this Article, shall be construed as a waiver of the sovereign immunity of Charter or Member Tribes, and no such waiver by the Corporation shall create any liability on the part of any of the Charter or Member Tribes or any other instrumentality of any of the Charter or Member Tribes for the debts and obligations of the Corporation, or shall be construed as a consent to the encumbrance of attachment of any property of any of the Charter or Member Tribes or any other instrumentality of any of the Charter or Member Tribes based on any action, adjudication or other determination of liability of any nature incurred by the Corporation.

## **ARTICLE 19 INDEMNIFICATION**

**Section 19.1 Indemnification of Directors, Officers, Employees and Agents.** The Corporation may indemnify, in the discretion of the Board of Directors, any current or a party due to former Board Member, Officer, Employee or Agent against reasonable expenses incurred in connection with the defense of any action, suit, or proceeding in which he/she was made being or having been a Board Member, Officer, employee or agent of the Corporation if the Board determines that:

- 19.1.1. The Board Member, Officer, Employee or Agent acted in good faith;
- 19.1.2. The person reasonably believed his/her actions were in the best interest of the Corporation and not opposed to the best interest of the Corporation;
- 19.1.3. In the case of a criminal proceeding, the person had no reasonable cause to believe his/her conduct was unlawful;
- 19.1.4. The person seeking indemnification did not act or take action beyond the scope of his/her authority or office; and,
- 19.1.5. Any legal fees paid or any settlements made are reasonable in the best interests of the Corporation.

## **ARTICLE 20 DISSOLUTION**

**Section 20.1.** After issuance of this Charter by the Secretary of the Interior and ratification by the governing body of each Charter Tribe, the Corporation may be dissolved only as provided in this Article.

**Section 20.2.** The Corporation shall be dissolved by the act of the Corporation as follows:

20.2.1. The Board of Directors shall adopt a resolution recommending that the Corporation be dissolved.

20.2.2. A copy of any resolution stating the Corporation's intent to dissolve, verified by one of the Corporation's Officers, shall be delivered to the governing body of each Charter Tribe. The governing body of each Charter Tribe shall, by duly enacted and verified resolution, inform the Secretary of the Interior whether that Charter Tribe consents to dissolution of the Corporation.

20.2.3. If one or more of the Charter Tribes does not consent to the dissolution of the Corporation, the Corporation shall continue to carry on business pursuant to this Charter.

20.2.4. If all of the Charter Tribes consent to dissolution of the Corporation, the Corporation shall cease to carry on its business, except insofar as necessary for the winding up thereof, but its corporate existence shall continue until the Charter is revoked by act of Congress. The Corporation shall cause notice of dissolution to be mailed to each known creditor of the Corporation; collect its assets; pay, satisfy, and discharge its liabilities and obligations; and do all other acts required to liquidate its business and affairs.

20.2.5. After paying or adequately providing for the payment of all its obligations, the Corporation shall distribute the remainder of its assets, either in cash or in kind, to entities organized and operated exclusively for tribal governmental, charitable or educational purposes that shall at the time qualify as entities not subject to the federal income tax because of their status as Indian tribal governments or political subdivisions of Indian tribal governments or that qualify as tax exempt organizations under Section 501 (c) of the Internal Revenue Code.

20.2.6. All Charter Tribes that had previously consented to dissolution of the Corporation may, at any time prior to revocation of the Charter by act of Congress, submit resolutions to initiate revocation of voluntary dissolution proceedings. Written notice of the revocation shall be filed with the Secretary of

the Interior, which shall cause the revocation to be rendered ineffective and the Corporation may again carry on business.

20.2.7. When all debts, liabilities and obligations of the Corporation have been paid and discharged, or adequate provision has been made therefor, and all of the remaining property and assets of the Corporation have been lawfully distributed, the Charter Tribes shall request that the Secretary of the Interior and Congress take all actions necessary to revoke this Charter and dissolve the Corporation.

## **ARTICLE 21 BOOKS AND RECORDS**

**Section 21.1.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the Board meetings and shall keep at its registered or principal office a record giving the names and addresses of the Member Tribes and their designated representatives. All books and records of the Corporation may be inspected by an authorized representative, agent or attorney of any Member of the Corporation for any proper purpose at any reasonable time with reasonable notice.

## **ARTICLE 22 AMENDMENTS TO BY-LAWS**

**Section 22.1.** Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds vote of the Board of Directors present at any regular meeting or at any special meeting, if written notice of intention to alter, amend or repeal or to adopt new bylaws at such meeting is provided to the Board Members at least fifteen (15) working days prior to the meeting.



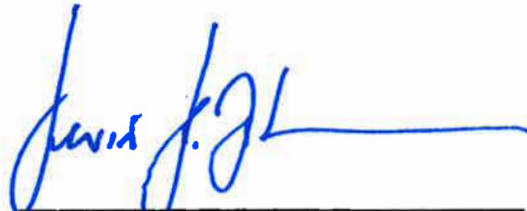
**CERTIFICATE OF APPROVAL**

I, Kevin K. Washburn, Assistant Secretary – Indian Affairs, by virtue of the authority granted to the Secretary of the Interior by the Act of June 18, 1934 (48 Stat. 984, 25 U.S.C. § 466), as amended, and delegated to me by 209 D.M. 8.1., do hereby approve this Federal Charter of Incorporation for use by the

Mandan Hidatsa and Arikara Nation  
Ute Indian Tribe

and the Coalition of Large Tribes.

PROVIDED, that nothing in this approval shall be construed as authorizing any action under this document that would be contrary to federal law.

  
Assistant Secretary – Indian Affairs

Washington, D.C.

Date: MAR 06 2013