

RESOLUTION NUMBER **TMBC246-05-17** OF THE DULY ELECTED AND CERTIFIED GOVERNING BODY OF THE TURTLE MOUNTAIN BAND OF CHIPPEWA INDIANS

WHEREAS, the Turtle Mountain Band of Chippewa Indians, hereinafter referred to as the Tribe, is an unincorporated Band acting under a revised Constitution and By-Laws approved by the Secretary of the Interior on June 16th, 1959 and amendments thereto approved; and

WHEREAS, Article IX (a) Section 1 of the Turtle Mountain Constitution and By-Laws empowers the Tribal Council with the authority to represent the Band and to negotiate with Federal, State, and Local Governments and with private persons; and

WHEREAS, Article IX (a) Section 1 of the Turtle Mountain Constitution and Bylaws requires a 30-day comment period prior to the adoption of any ordinances or amendments to the Tribal Code, whether proposed by resolution or otherwise. Adoption must occur through a roll call vote of the Tribal Council at a publicly held meeting; and

WHEREAS, the Tribe adopted Title 29-Corporate Code to the Turtle Mountain Tribal Code; and

WHEREAS, the Tribe proposed to amend Title 29, to expand the authority to the Tribal Corporations, which would repeal inconsistent provisions; and


WHEREAS, no comments were received; now

THEREFORE BE IT RESOLVED that the Tribe is approving amendments to the Turtle Mountain Tribal Code Title 29, would repeal inconsistent provisions Turtle Mountain Tribal Code in its entirety; and


BE IT FURTHER RESOLVED that Title 29 as amended, will be codified in its final revised version.

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

I, the undersigned Tribal Secretary of the Turtle Mountain Band of Chippewa Indians, do hereby certify that the Tribal Council is composed of **nine (9) members** of whom **nine (9)** constituting a quorum were present at a meeting duly called, convened and held on the **18th day of May, 2017** that the foregoing resolution was adopted by an affirmative vote of **eight (8) in favor** – Representatives Tyrrell DeCoteau, Alice G. Lunday, Don Keplin, Stuart LaFountain, Lynn Gourneau, Tyrrell DeCoteau, Jamie Azure, and Chad Counts and Roman Marcellais; none (0) opposed; with the Chairman not voting.


Joleen A. Morin, Tribal Secretary

() SIGNED INTO LAW/Dated this 31 day of 5, 2017
() VETOED/Dated this _____ day of _____, 2017


Wayne Keplin, Tribal Chairman

Section 29.104 shall be amended as follows:

34. Tribal Corporation. "Tribal Corporation" includes any entity created and owned by the Tribe for economic or governmental purposes. These corporations are owned by the Tribe and their assets and operation are subject to the Tribe's laws, regulations, and policies. Tribal Corporations shall not be filed with the State of North Dakota in any manner unless it is operating as a foreign corporation within the State of North Dakota. There shall be three types of Tribal Corporations:
- a. A for profit public corporation held and controlled by the Tribe designed to create profit for the Tribe's benefit with the issuance of shares or stock;
 - b. A for profit non-stock corporation held and controlled ~~by members or~~ a Board specifically delegated ~~with the~~ authority to manage the affairs of the corporation. All for profit non-stock corporations shall ~~designed to~~ create profit solely to benefit the Tribe, reinvest in the community, and sustain and grow itself for these purposes. The terms of Board members shall be specifically enumerated in the formation documents;
 - c. A non-profit corporation held by the Tribe with control delegated to a Board or Commission by law and specifically appointed by the Tribe to manage control of the non-profit corporation's assets.
 - d. ~~Tribal Corporations shall not be filed with the State of North Dakota in any manner unless it is operating as a foreign corporation within the State of North Dakota~~

Section 29.0107 shall be amended as follows:

3. Waiver of Sovereign Immunity of the Tribal Corporation. Sovereign immunity of the tribal corporation may be waived only by express resolution of the governing body of the tribal corporation ~~by joint resolution with the Tribal Council~~. All waivers of sovereign immunity must be preserved with the resolution of the governing body of the tribal corporation of continuing force and effect. Waivers of sovereign immunity are disfavored and shall be granted only when necessary to secure a substantial advantage or benefit to the tribal entity.

Section 29.0201 shall be amended as follows:

29.0201 Corporate charter for Tribal Corporations.

1. The charter for a Tribal Corporation formed under this Title shall set forth:
 - a. The name of the Tribal Corporation ~~which shall include a designation as an INC., Corp., or Co;~~
 - b. The purposes for which the Tribal Corporation is organized, **including but not limited to creating profits for the benefit of the Tribe and reinvesting in the community;**
 - c. **The manner by which the Tribe will ensure that the Tribal Corporation benefits the Tribe and the community, consistent with Section 29.0214 of this Title;**
 - d. The terms of the members of the Board of Directors, is

- e. The service address for the corporation;
- f. The powers of the tribal corporation;
- g. The specific designation of which type of tribal corporation it is as enumerated in the definition of tribal corporation, herein;
- h. The provisions of 29.0107 above, providing for sovereign immunity and waivers thereof;
- i. Provisions directing management of the tribal corporation and regulation of its affairs;
and
- j. Provisions designed to insulate the tribal corporation from the shifts of policy of tribal politics.