

RESOLUTION NUMBER **TMBC894-01-24** OF THE DULY ELECTED AND CERTIFIED GOVERNING BODY OF THE
TURTLE MOUNTAIN BAND OF CHIPPEWA INDIANS

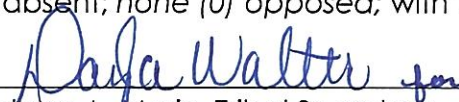
- WHEREAS, the Turtle Mountain Band of Chippewa Indians, hereinafter referred to as the Tribe, is an unincorporated Band acting under a revised Constitution and By-Laws approved by the Secretary of the Interior on June 16th, 1959 and amendments thereto approved; and
- WHEREAS, Article IX (a) Section 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 proposes amendments to Title 29, "to provide for the reorganization of the Title to include the codification of Tribally Owned Corporations and Limited Liability Companies and the authority to organize business enterprises under the Tribe's Law's" and placed the issue out for public comment with comments received from the Tribal Records Social-Media; now

THEREFORE BE IT RESOLVED that the Tribe is approving proposed amendments to Title 29, to provide for the reorganization of the Title to include the codification of Tribally Owned Corporations and Limited Liability Companies and the authority to organize business enterprises under the Tribe's Law's; and

BE IT FURTHER RESOLVED that Title 29 of the Corporate Code will be codified accordingly.

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 **4th day of January, 2024** that the foregoing resolution was adopted by an affirmative vote of **eight (8) in favor** – Representatives Lynn Gourneau, Jon Jon Keplin, Craig Lunday, Blaine "Slugger" Davis, Elmer Davis Jr., Chad Counts, Ron Trottier Sr. and Kenneth Malaterre; none (0) absent; none (0) opposed; with the Tribal Chairman not voting.


Joleen A. Morin, Tribal Secretary 1/8/24

SIGNED INTO LAW/Dated this 9th day of January, 2024
 VETOED/Dated this _____ day of _____, 2024


Jamie Azure, Tribal Chairman

Title 29 Summary of Edits

Title 29 has been revised to provide for the reorganization of the Title to include the codification of Tribally Owned Corporations and Limited Liability Companies and the authority to organize business enterprises under the Tribe's laws.

Tribally Owned Corporations would be authorized under Chapter 29.01 – Chapter 29.02.

Throughout Chapters 29.01 – 29.02 the word “entity” has been replaced with the word “Corporation” and “tribal” is now capitalized “Tribal.”

The Limited Liability Act has been renumbered and incorporated into Title 29 to create Chapter 29.03 “Limited Liability Company Act.”

Redlined Changes are below:

Corporations

29.0103 Definitions.

In this Chapter:

3. “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 a Board specifically delegated with the authority to manage the affairs of the corporation. All for profit non-stock corporations shall 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 by law and specifically appointed by the Tribe to manage control of the non-profit corporation's assets.

CHAPTER 29.02

Creation and Regulation of a Tribal Corporation

29.0201 Corporate Charter For Tribal Corporations.

The charter for a Tribal Corporation formed under this Title shall set forth:

1. The name of the Tribal Corporation;
2. 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;
3. The manner by which the Tribe will ensure that the Tribal Corporation benefits the Tribe and the community, consistent with the provisions of this Title;
4. The terms of the members of the Board of Directors;
5. The service address for the corporation;
6. The powers of the Tribal Corporation.
7. The specific designation of which type of Tribal Corporation it is as enumerated in the definition of Tribal Corporation, herein;
8. The provisions of 29.0106 above, providing for sovereign immunity and waivers thereof;
9. Provisions directing management of the Tribal Corporation and regulation of its affairs; and,
10. Provisions designed to insulate the Tribal Corporation from the shifts of policy of tribal politics.

Limited Liability Companies

Chapter 29.03

29.0302. Purpose.

2. This Title establishes an organizational structure for **individuals and foreign entities** to organize within the Tribe's jurisdiction as a Limited Liability Company for businesses and to enjoy the benefits of such organization.

29.0308. TMBCI as Member of an LLC.

1. The TMBCI may form or become a member of an LLC formed under this Title only upon approval of such action by resolution of the Tribal Council. **The TMBCI may also form or become a member of a foreign LLC, organized under the laws of another Tribe or State.**

CHAPTER 29.04 ARTICLES OF ORGANIZATION AND DEALING WITH LLC

29.0401. Articles of Organization.

3. The articles of organization shall contain all of and only the following information:

- (e) The name and address of each person organizing the LLC, **except in the case TMBCI is a member of the LLC in which case the Chairman shall be named as the organizer of the LLC.**

29.0402. Agency Power of Members and Managers.

1. Except as provided in paragraph b, below:

(c) If the TMBCI is a Member, the Tribal Council shall appoint or contract with a manager or entity to manage the LLC as the Tribal Council shall not also serve as managers of the LLC.

CHAPTER 29.06 NON-LIQUIDATING DISTRIBUTIONS

29.0603. Distribution Upon Partial Redemption.

2. When the Tribe is the sole member, distributions shall be made to the Tribal Secretary as directed in the operating agreement, but no less frequently than (monthly, quarterly, semi-annually, annually) to be deposited in the TMBCI general fund.

CHAPTER 29.07 OWNERSHIP AND TRANSFER OF PROPERTY

29.0705. Rights of Judgment Creditor.

On application to a court of competent jurisdiction, including a court other than the TMBCI's Tribal Court having valid jurisdiction over the member by any judgment creditor of a member, the court may charge the LLC interest of any member other than the TMBCI with payment of the unsatisfied amount of the judgment. To the extent so charged, the judgment creditor has only the rights of an assignee of the member's LLC interest. This Section does not deprive any member of the benefit of any exemption laws applicable to the LLC interest. In no event shall a court of competent jurisdiction issuing a charging order against the TMBCI's interest or issue an order attachable to the TMBCI's interest in abrogation of its sovereign immunity.

CHAPTER 29.09 MERGER

29.0903. Plan of Merger.

Each LLC that is a party to a proposed merger shall enter into a written plan of merger to be approved by the members or managers of the LLC by affirmative vote. In the event an LLC in which the TMBCI is a member is a party to a proposed merger, such proposed merger shall also be approved by Tribal Council by resolution.