

**BY LAWS
OF
WAUBUN COMMUNITY COUNCIL**

ARTICLE I

TITLE AND PURPOSE

Section I. The organization shall be known as the WAUBUN COMMUNITY COUNCIL.

Section II. The purpose of this organization is exclusively for charitable purposes to promote the welfare of the Community of Waubun, Minnesota through the effective development and promotion of programs which may include, but not limited to; education, recreation, health services, housing, employment opportunities and the general welfare of the residents of the community.

ARTICLE II

BOARD OF DIRECTORS

Section I. The assets, property and business of this organization shall be administered through the democratic process of its elected Board of Directors, which shall be five (5) in number.

Section II. Founding Members of the Board of Directors shall be White Earth Tribal Members or Descendants and self-nominate and thereafter be elected for the position by residents who are White Earth Tribal Members of the Waubun community, and must have a 30 day residency.

Section III. The members of the Board of Directors shall be White Earth Tribal Members who are resident members from the Waubun Community. They shall be elected by the Residents of the Waubun Community through rules adopted by the first organizational committee meeting.

Section IV. The officers of the Board of Directors shall consists of a chairman, vice-chairman, secretary, and treasurer.

Section V. The terms of the office of the Board shall be for two (2) years for three (3) of the elected members (The President, Chair, and Secretary Treasurer). The other two positions will be for 1 year. After the initial year, the three (3) of the elected members shall be placed on the ballot for new terms. Thereafter, terms of all Board of Directors members shall be for a term of two (2) year.

Section VI. The officer of the Board of Directors shall be re-organized and elected from the members of the Board of Directors following their initial first regular monthly meeting after annual elections.

Section VII. Vacant position on the Board of Directors shall be filled through consensus vote of the remaining members of the Board of Directors only for as long as the unexpired term of the predecessor. Only persons who were on the election ballot will be considered. If all election ballot candidates are depleted, the Board of Directors shall appoint persons to fill the vacant position(s).

Section VIII. Mandatory Attendance for Officers: If a member of the Board of Directors misses 2 consecutive meetings or special meetings, that member will be out of the Council by Article 2, Section VII. If there is a death or emergency in their family or other valid excuse for missing the meetings. That member must notify other Council members.

ARTICLE III

MEETINGS OF THE BOARD OF DIRECTORS

Section I. The Board of Directors shall meet on the first Thursday of each month, time and location of meetings will be at the Waubun Community Center. Additional Special meetings may be held at the request of the chairman of the Board of Directors or any other three members of the Board of Directors.

Section II. At all meetings of the Board of Directors, a majority of the Directors of any constituted meeting will be required to conduct business. The acts of any meeting at which there is a legal quorum, a majority vote shall considered acts of the Board of the Directors. A quorum shall consist of at least four (4) members of the Board of Directors.

Section III. Each member of the Board of Directors shall be entitled to one (1) vote, with the exception of the Chairperson, who will vote in case of a tie in matters presented before the Board of Directors.

Section IV. Robert's Rules of Order shall govern the proceedings of all meetings of the Board of Directors.

Order of Business:

1. Call to order
2. Roll call
3. Approval of Agenda
4. Reading and Approval of Minutes
5. Treasurer's report
6. Approval of Bills
7. Unfinished business
8. New business
9. Adjournment

Section VII. All meetings of the Board of Directors shall be opened to the public.

ARTICLE IV
DUTIES OF OFFICERS

Section I. The Chairman shall:

- a. Preside at all regular and special meetings of the Board of Directors.
- b. Assume responsibility for the implementation of all resolutions and ordinances of the Waubun Community council.
- c. Sign, with the secretary and treasurer, on behalf of the Waubun community Council, all official papers and disbursements when authorized to do so.
- d. Assume general supervision of all officers and committees of the Waubun Council; and as delegated, take direct responsibility for the satisfactory performance of such officers and committees.
- e. Prepare a report for negotiations, important communications, and other activities of the Waubun Community Council and shall make this report at each regular meeting of the Board of Directors. This person shall include in this report all matters of importance to the Waubun Community, and in no way shall he act for the community unless specifically authorized to do so.
- f. Have general management of the business activities of the Waubun community Council. This person shall not act on matters binding the community until the Waubun Community Council has deliberated and enacted appropriate resolutions, or unless written delegation of authority has been granted.
- g. Shall not vote in meetings of the Board of Directors except in the case of a tie, in the absence of any Board member, and in amending By-Laws of the Community Council.

Section II. Vice-Chairman: In the absence of the chairman, the vice-chairman shall preside. When so presiding, he shall have all rights, privileges and duties as set forth above under duties of the chairman, as well as the responsibility of the chairman.

Section III. Secretary:

- a. Keep and maintain a complete record of the meetings of the Board of Directors.
- b. Sign with the chairman, all official papers as provided in section I (c) of this article.
- c. Keep a complete record of all business of the Waubun Community Council.
- d. Serve all notices required for all meetings and elections.

- e. Perform such other duties as may be required by the Board of Directors.

Section IV. Treasurer:

- a. Be the custodian of all property of the Waubun Community Council.
- b. Receive all funds of the Waubun Community Council entrusted to it, deposit same in depository selected by the Board of Directors, and disburse such community funds as authorized by the Board of Directors.
- c. Keep and maintain, open to inspection by members of the Waubun community at all reasonable times, adequate and current amounts of the properties and business transactions of the community.
- d. Make a monthly report and account for all transactions involving the disbursement, collection or obligation of community funds. He shall present such financial reports of the Board of Directors at each of its regular meetings.
- e. Perform such other duties as may be required by the Board of Directors.

ARTICLE V

The extent of personal liability, if any, of members for corporate obligations and the methods of enforcement and collection, are as follows: Members of this Corporation shall not be personally liable for corporate debts or obligations, nor shall their private property be used to satisfy claims against this corporation.

ARTICLE VI

Section I. Directors shall be permitted to inspect the books of the Waubun Community Council with written request, at all reasonable times.

Section II. All checks of the Waubun Community Council shall be signed by the chairman, the secretary and the treasurer.

Section III. These By-Laws may be amended or altered by the vote of five (5) voting members of the Board of Directors at any meeting.

Section IV. Any person (s) having, or had a child(ren) in Waubun School district may participate in Waubun Community Council activities.

Section V. Any member of the Board of Directors; can have a recall vote taken with a petition signed by forty (40) percent of voters, from the election which said member was elected.

Board members will be expelled from the Board of Directors if two thirds (2/3) of the electorate vote was expulsion.

ARTICLE VII

No part of the net earnings of the organization shall benefit of, or be distributed to its members, trustee, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to furtherance of the purpose set forth in Article I, Section 2. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VIII

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. A Court of Competent Jurisdiction of the county or Indian Reservation shall dispose any such asset not so disposed of in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court should determine, which are organized and operating exclusively for such purposes.

We do hereby certify that the foregoing by-laws were adopted and amended by a vote of ___ for and ___ against, at the regular meeting of the Board of Directors of the Waubun Community Council, a quorum being present, held on _____, 2005.

Chairman

Vice-Chair

Secretary

Treasurer

WHITE EARTH RESERVATION BUSINESS COMMITTEE
STATE OF MINNESOTA SS.

County of Mahnomen

On this _____ day of _____ A.D. 20__,
personally appeared before me

to me known to be the persons described in and who executed the foregoing Articles of
Incorporation of

The Waubun Community Council,

and they acknowledged that they executed the same as their free act and deed, for the uses and
purposes therein expressed.

Notary Public,

My commission expires

NOTARIAL SEAL

WHITE EARTH RESERVATION

TRIBAL COUNCIL

Resolution No. _____

WHEREAS, The White Earth Reservation Tribal Council is authorized to "recognize any community organization, association or committee open to members of the Reservation or located within the Reservation and approve such organization" pursuant to Article VI, Section 1, Subdivision (d), of the Constitution and ByLaws of the Minnesota Chippewa Tribe, and,

WHEREAS, The Waubun Area Community council is petitioning for incorporation pursuant to Article VI, Section 1, Subdivision (d) of the Constitution and ByLaws of the Minnesota Chippewa Tribe, and,

WHEREAS, It is the opinion of the White Earth Reservation Tribal Council that such incorporation is in the best interest of the people of the Waubun community, so,

THEREFORE BE IT RESOLVED, The White Earth Reservation Tribal Council, duly assembled as the representative governing body of the White Earth Reservation, and acting in the best interest of those whom we serve, does hereby and herewith recognize and approve the incorporation of the Waubun Area Community Council in accord with Article VI, Section 1, Subdivision (d), of the Constitution and By-Laws of the Minnesota Chippewa Tribe, and,

BE IT FURTHER RESOLVED, That the Articles of Incorporation of the Waubun Area Community Council are hereby approved and attached to this resolution.

We do hereby certify that the foregoing resolution was presented and enacted by a vote of _____ For, and _____ Against, _____ Abstaining, a quorum being present, during a duly held meeting of the White Earth Reservation Business Committee on _____, 2015, at _____, Minnesota.

Erma J. Vizenor, Chairman

Kathy Goodwin, Secretary/Treasurer