

APRIL 2014 CROW TRIBAL LEGISLATURE

JAR No. 14-09

Introduced by Senator Bryce Hugs and Senator Carlson “Duke” Goes Ahead
For and on Behalf of the Arrow Creek District

A Joint Action Resolution Titled:

**A CROW TRIBAL JOINT ACTION RESOLUTION TO CHARTER THE MANY
ARROWS COMMUNITY DEVELOPMENT CORPORATION FOR THE ARROW
CREEK DISTRICT**

Legislative Findings:

WHEREAS, in accordance with Article V, Section 2(a) of the Crow Tribal Constitution the Crow Tribal Legislature (hereinafter “Legislature”) is vested with the power and duty to promulgate and adopt laws, resolutions, ordinances, codes, regulations, and guidelines in accordance with the Tribal Constitution and federal laws for the governance of the Crow Tribe; and

WHEREAS, in accordance with Article V, Section 2(c) of the Crow Tribal Constitution, the Legislature is vested with the power and duty to adopt legislation chartering instrumentalities of the Crow Tribe for the purposes of economic development, housing, education or other purposes not inconsistent with the Tribal Constitution; and

WHEREAS, the Town of Pryor is considered the heart of the Arrow Creek District of the Crow Indian Reservation and there are many opportunities for the people of Pryor and the Arrow Creek District to increase their quality of life through establishment of local public services and infrastructure, including public housing, community and economic development projects; and

WHEREAS, the Legislature has determined that it is in the best interests of the Crow Tribe to empower the people of Pryor and the Arrow Creek District to be proactive in community building and economic development through the establishment of a District community development corporation, which shall be a non-profit tribal corporation with an arm’s length relationship with the Crow tribal government.

**NOW, THEREFORE, BE IT HEREBY RESOLVED BY THE CROW TRIBAL
LEGISLATURE IN REGULAR SESSION:**

SECTION 1. *ADOPTION OF ARTICLES OF INCORPORATION.*

The Many Arrows Community Development Corporation (hereinafter “Corporation”) shall be immediately chartered, organized, and at all times governed by the attached articles of

APRIL 2014 QUARTERLY SESSION

**A Crow Tribal Joint Action Resolution to Charter the Many Arrows Community Development Corporation
for the Arrow Creek District**

incorporation (hereinafter “Articles”) which shall be considered part of this Tribal Resolution as if stated herein. Upon passage of this Resolution, the Articles shall not be amended or otherwise altered unless pursuant to duly-adopted Crow tribal legislation.

SECTION 2. MISCELLANEOUS PROVISIONS.

(a) Nature of Corporation. The Corporation shall be a corporate instrumentality of the Crow Tribe of Indians as a tribal organization and shall have complete autonomy from the Crow tribal government as an arm’s length entity, provided that the tribal government shall have regulatory authority over the Corporation in the same manner as with any other tribally-owned-corporation. Provided that, until such time as the Corporation shall be certified by the Internal Revenue Service to receive tax-deductible contributions, the Corporation shall be authorized to use the Crow Tribe’s federal tax-exempt identification. This authorization shall not exceed eighteen (18) months.

(b) Tribal Secretary to Record Articles and Bylaws. The Crow Tribal Secretary shall have the duty to take permanent record of the Articles of the Corporation and the corporate bylaws upon their adoption by the corporate board of directors, and any such amendments thereto.

(c) Compliance with Crow Tribal Law. The Corporation shall comply at all times with all applicable Crow tribal laws, including but not limited to the Crow Nation Workforce Protection Act.

(d) No Implied Waiver of Crow Tribal Sovereign Immunity. Nothing in this Tribal Resolution shall be construed as a limited waiver of Crow tribal sovereign immunity. Accordingly, the Corporation shall be protected by the sovereign immunity of the Crow Tribe and any proposed waivers must be authorized as required by Crow tribal law.

(e) Separate Corporate Treasury Account. The Corporation shall be authorized and required to establish and maintain a corporate treasury account at a federally-insured depository institution. The corporate treasury account shall not be connected or associated with the Crow Tribal General Fund account or any other financial account controlled by the Crow Tribal Government.

SECTION 3. ACCOUNTABILITY AND TRANSPARENCY.

(a) All Official Corporate Documents Open to Inspection by Crow Tribal Officials. The four elected Executive Branch Officials and the Senators of the Crow Tribal Legislature shall be entitled as a matter of law to inspect and copy any official document, including but not limited to financial information and any contracts or agreements, which are held by the Corporation or its officers and agents.

(b) All Financial Information Open to Inspection and Copy by Crow Tribal Comptroller. All documents relating to the funds and property held by the Corporation shall be open for inspection and copy by the Crow Tribal Comptroller.


SECTION 4. *EFFECTIVE DATE.*

This Tribal Resolution shall take effect immediately upon being duly adopted by the Crow Tribal Legislature and signed into law by the Executive Branch Chairman, or pursuant to the veto override process as provided by tribal law.

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CERTIFICATION

I hereby certify that this Joint Action Resolution titled **A CROW TRIBAL JOINT ACTION RESOLUTION TO CHARTER THE MANY ARROWS COMMUNITY DEVELOPMENT CORPORATION FOR THE ARROW CREEK DISTRICT** was duly adopted by the Crow Tribal Legislature with a vote of 17 in favor, 0 opposed, and 0 abstained and that a quorum was present on this 17th day of April, 2014.



Sen. R. Knute Old Crow, Sr.
Speaker of the House
Crow Tribal Legislature

ATTEST:



Sen. Gordon Real Bird, Jr.
Secretary
Crow Tribal Legislature



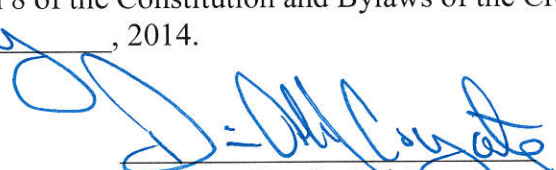
EXECUTIVE ACTION

I hereby:

X Approve

_____ Veto

This Joint Action Resolution titled **A CROW TRIBAL JOINT ACTION RESOLUTION TO CHARTER THE MANY ARROWS COMMUNITY DEVELOPMENT CORPORATION FOR THE ARROW CREEK DISTRICT** pursuant to the authority vested in the Chairman of the Executive Branch by Article V, Section 8 of the Constitution and Bylaws of the Crow Tribe of Indians on this 14 day of May, 2014.


Chairman Darrin Old Coyote
Crow Tribal Executive Branch



**Articles of Incorporation of
Aluuta'ala'ahu' (Many Arrows)
Community Development Corporation**

A Nonprofit Tribal Corporation

MISSION STATEMENT

The mission of the Aluut'ala'ahu' (Many Arrows) Community Development Corporation is to establish and maintain programs, services, and projects which increase the quality of life for the people of the Arrow Creek District and the Town of Pryor, especially low to moderate income persons and households. The Arrow Creek Community Development Corporation shall make all reasonable efforts to help stimulate private and public investment in the Arrow Creek community which to positively enhance the District's economic, community, and social development and opportunities for future development. In the furtherance of these goals, the Aluut'ala'ahu' (Many Arrows) Community Development Corporation shall partner with community stakeholders, including but not limited to individual residents, Crow tribal entities, and local, state and federal government and local businesses.

**ARTICLE I
NAME**

The official name of the corporation shall be Aluuta'ala'ahu' (Many Arrows) Community Development Corporation (hereinafter "Corporation").

**ARTICLE II
PURPOSE**

Said Corporation is organized exclusively for charitable, educational, and scientific purposes, including, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The general nature of the business to be transacted by the Corporation shall be to further overall community development in the Pryor District of the Apsaalooke (Crow Nation) while promoting and assisting with the growth and development of business concerns, including small business concerns, in said area. The primary objective of the Corporation shall be to enhance community stability and growth through increased employment, payroll, business volume, and community revenues available for development.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III POWERS

The Corporation, unless otherwise prohibited by Crow tribal law or federal law, shall have the same powers as an individual to do all things necessary and convenient to carry out its purposes as a non-profit community development corporation, including the power:

- (1) To own or lease real property and personal property;
- (2) To create and maintain a corporate seal and emblem, which may be altered at the discretion of the Corporation, and to use it or a facsimile of the seal by impressing or affixing it or in any other manner reproducing it;
- (3) To make and amend corporate bylaws, consistent with these Articles and with Crow tribal law, for managing the business and affairs of the Corporation;
- (4) To appoint and employ officers, employees, and agents of the Corporation; to define their duties and to fix their compensation, including benefit plans, which shall be reasonable and in exchange for their services;
- (5) To collect donations and grants and make donations or other contributions and to make expenditures of corporate funds for community development purposes as may be recognized and allowed under applicable Crow tribal law and federal law.

ARTICLE IV BOARD OF DIRECTORS

The Corporation shall be governed by a six-member Board of Directors (hereinafter "Board"). The Board is hereby vested with all authority necessary to carry out the purposes and powers of the Corporation. The Board shall consist of qualified individuals who reside or own real property within the Arrow Creek District. Further qualifications for Board service shall be

identified in the bylaws and shall include adherence to the Corporation Code of Conduct and Ethics as adopted by the Board.

Composition of Board:

The Board shall consist of appointed and elected Directors, which unless otherwise provided shall serve staggered, fixed-year terms as follows:

Director 1. 4-year term; to be held by a Board-appointed individual specially qualified in the business and management of non-profit organizations in accordance with qualifications established by the Board.

Director 2. 4-year term; to be held by an elected individual in accordance with these Articles and the bylaws.

Director 3. 2-year term; to be held by an elected individual in accordance with these Articles and the bylaws. Provided that, the initial term of this Director seat shall be for one year.

Director 4. 2-year term; ex officio to be held by a designated representative of the Pryor Enrichment Committee of the 107th Advisory Council of Elders.

Director 5. No fixed terms; ex officio to be held by the Plenty Coups High School student council president or, if unavailable, the vice-president.

Director 6. No fixed terms; ex officio to be held by the Arrow Creek District Senators, who shall determine which Senator is to participate in meetings of the Board.

Initial Board of Directors:

The Board shall initially consist of the following individuals, with terms as provided in these Articles. Any vacancy which may occur shall be filled in accordance with the terms and requirements governing each specific seat.

Director 1. Miriam C. Smith
5994 S. Prince Street
Littleton, CO 80120

Director 2. Marilyn Simpson
108 Plenty Coos
Pryor, MT 59066

Director 3. Bernadette C. Smith
3 Peritsa Avenue
Pryor, MT 59066

The terms for Directors 1 through 4 shall commence on the effective date of the Tribal Joint Action Resolution which authorizes these Articles.

A quorum shall be three Directors plus the Presiding Officer. The Presiding Officer of the Board shall be a Director as determined by the Arrow Creek Senators and shall conduct all meetings of the Board and shall have no vote on the Board unless there is a tie. In the absence of unavailability of the Presiding Officer, the Board may prescribe rules governing selection of a pro tem Presiding Officer.

The names and addresses of all Board members shall be required to be kept by the Board and written, timely notice provided to each Board member prior to any Board meetings. The election procedures for the Board shall be as determined by the bylaws of the Corporation and must be consistent with Crow tribal law. The Arrow Creek Election Judges shall assist in the administering of all such elections. The Board members may be removed during their terms by tribal resolution, duly adopted by the Crow Tribal Legislature.

ARTICLE V PERIOD OF DURATION

The Corporation shall have perpetual duration.

ARTICLE VI MEMBERS

The Corporation will not have members.

ARTICLE VII DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent of the Corporation in Montana is Bernadette C. Smith. The Mailing Address of the initial registered office of the Corporation is P.O. Box 68 Pryor, Montana. 59022. The Physical Address of the initial registered office of the Corporation is 3 Peritsa Avenue, Pryor, Montana 59066.

ARTICLE VII
INCORPORATOR AND AGENT FOR SERVICE OF PROCESS

The name and address of the incorporator is as follows:

Miriam C. Smith, 5994 S. Prince Street, Littleton, CO 80120

Marilyn Simpson, 108 Plenty Coos, Pryor, Montana 59066

Bernadette C. Smith, 3 Peritsa Avenue, Pryor, Montana 59066

Carlson GoesAhead, 4178 S. Pryor Gap Road, Pryor, Montana 59066

Lawrence DeCrane, 3672 S. Pryor Gap Road, Pryor, Montana 59066

Bryce Hugs, 6 South Shirleen Blvd, Pryor, Montana 59066

EXECUTED this this ____ day of _____ 2014 by all of the incorporators.

Signed: _____

Print Name:

Incorporator

Acceptance of Appointment as Agent for Service of Process

The undersigned hereby acknowledges and accepts the appointment as Agent for Service of Process of the above-named corporation effective this ____ day of _____ 2014.

Signed: _____

Print Name:

Agent for Service of Process

**A CROW TRIBAL JOINT ACTION RESOLUTION TO CHARTER THE MANY ARROWS
COMMUNITY DEVELOPMENT CORPORATION FOR THE ARROW CREEK DISTRICT.**

Bill or Resolution: JAR14-09 **Introduced by:** Senators Arrow Creek District **Date of Vote:** 4/14/2014
Number

<u>Representative:</u>	Yes	No	Abstained
G. Three Irons	<u> X </u>	<u> </u>	<u> </u>
B. Rogers	<u> X </u>	<u> </u>	<u> </u>
C. J. Stewart	<u> X </u>	<u> </u>	<u> </u>
P. Hill	<u> X </u>	<u> </u>	<u> </u>
E. Birdinground	<u> X </u>	<u> </u>	<u> </u>
A. Coyote-Runs, Sr.	<u> </u>	<u> </u>	<u> </u>
V. Nomee	<u> X </u>	<u> </u>	<u> </u>
T. Gros Ventre	<u> X </u>	<u> </u>	<u> </u>
P. Alden, Jr.	<u> X </u>	<u> </u>	<u> </u>
V. Crooked Arm	<u> X </u>	<u> </u>	<u> </u>
P. Spotted Horse, Sr.	<u> X </u>	<u> </u>	<u> </u>
L. DeCrane	<u> X </u>	<u> </u>	<u> </u>
C. Goes Ahead	<u> X </u>	<u> </u>	<u> </u>
B. Hugs	<u> X </u>	<u> </u>	<u> </u>
B. Good Luck	<u> X </u>	<u> </u>	<u> </u>
G. Stewart	<u> X </u>	<u> </u>	<u> </u>
G. Real Bird, Jr. <i>Secretary of the House</i>	<u> X </u>	<u> </u>	<u> </u>
R. K. Old Crow, Sr. <i>Speaker of the House</i>	<u> X </u>	<u> </u>	<u> </u>
Totals:	<u> 17 </u>	<u> 0 </u>	<u> 0 </u>

Result of Vote:

Passed

Not Passed

Tabled

Veto-Override

 4/23/14
Senator R. Knute Old Crow, Sr. Date
Speaker of the House

 4-23-14
Senator Gordon Real Bird, Jr. Date
Secretary of the House