

**RESOLUTION OF THE
WHITE MOUNTAIN APACHE TRIBE OF THE
FORT APACHE INDIAN RESERVATION**

WHEREAS, the Turkey Creek Livestock Association has come before the Tribal Council this date and has distributed to the Tribal Council copies of duly executed Articles of Association and By-Laws for the Turkey Creek Livestock Association and has requested that the Tribal Council issue a Corporate Charter to the Turkey Creek Livestock Association; and

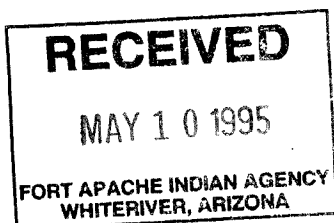
WHEREAS, the Tribal has reviewed the Articles of Association and By-Laws and is advised by the Tribal Attorney that they have also been reviewed by the Tribal Legal Department and that the Tribal Council requirements that the stockman and strawbosses be prohibited from being a member of the Board of Directors and/or Association Officer is included in said Articles and By-Laws; and

WHEREAS, the Tribal Council concludes that a Charter should be issued to the Turkey Creek Livestock Association.

BE IT RESOLVED by the Tribal Council of the White Mountain Apache Tribe that it hereby approves the Articles of Association and By-Laws of the Turkey Creek Livestock Association in the form and content attached hereto and incorporated by reference herein.


BE IT FURTHER RESOLVED by the Tribal Council that it hereby issues a Charter to the Turkey Creek Livestock Association in the form and content attached hereto.

The foregoing resolution was on May 03, 1995, duly adopted by a vote of nine for and zero against by the Tribal Council of the White Mountain Apache Tribe, pursuant to authority vested in it by Article IV, Section 1 (a), (h), (i), (k), (s), (t) and (u) of the Constitution of the Tribe, ratified by the Tribe September 30, 1993, and approved by the Secretary of the Interior on November 12, 1993, pursuant to Section 16 of the Act of June 18, 1934 (48 Stat. 984).





Chairman of the Tribal Council



Secretary of the Tribal Council

CHARTER

**From the White Mountain Apache Tribe
for the
Turkey Creek Livestock Association**

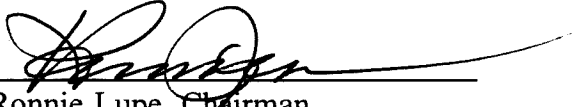
TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETINGS:

Be it known that the TURKEY CREEK LIVESTOCK ASSOCIATION having submitted to the White Mountain Apache Tribe, a request for the issuance of a corporate charter as a livestock association, is by virtue of the sovereign power of the White Mountain Apache Tribe and the Constitution of that Tribe, hereby granted this

CHARTER


which authorizes said association to exercise the functions of a livestock association as set forth in the Articles of Association and Bylaws attached hereto and made a part hereof, subject to all the laws of the White Mountain Apache Tribe as may hereinafter be enacted for a period of 5 years from the date hereof, unless sooner revoked by authority of law or the White Mountain Apache Tribal Council.

IN WITNESS WHEREOF, I, Ronnie Lupe, Chairman of the White Mountain Apache Tribe, have hereunto set my hand and caused the official seal of the White Mountain Apache Tribe to be affixed at Whiteriver, Arizona this 09 day of May, 1995.



Ronnie Lupe, Chairman

ATTEST:



Virginia Dalton, Council Secretary

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TURKEY CREEK ARTICLES OF ASSOCIATION AND BYLAWS

ARTICLES OF ASSOCIATION

OF THE TURKEY CREEK LIVESTOCK ASSOCIATION

We, the undersigned by authority of and in accordance with the law and power of the White Mountain Apache Tribe of the Fort Apache Indian Reservation, as set forth in its Constitution approved November 12, 1993 have this day voluntarily united ourself together for the purposes of forming a livestock business and to that end, do hereby endorse and adopt these Articles of Association and Bylaws for the conduct and governance of our Association. These Articles of Association and Bylaws replace any existing Articles and Bylaws. The name of the organization is the Turkey Creek Livestock Association.

**Article I
General Purpose**

The Turkey Creek Livestock Association is formed for the purpose of producing and growing cattle belonging to the individual members of the Association and marketing the same for the benefit of the members. It is also the purpose of this Association to improve the value of the cattle belonging to its members by improved livestock management methods and to conserve the range area on which their livestock graze.

**Article II
Place of Business**

The Turkey Creek Livestock Association shall have its principal place of business in the community of Turkey Creek, Fort Apache Indian Reservation, Navajo County, Arizona.

**Article III
Powers**

This Association shall have the following powers:

- A. To hold, graze, breed, manage, control and sell livestock belonging to it and its member owners in every way advantageous to that Association representing the member owners collectively.
- B. To borrow money necessary for the operation and management of the business of the Association.
- C. To acquire, hold and dispose of property necessary for the conduct of the business of the Association.
- D. To establish cash reserves and invest the funds thereof with financial institutions.
- E. To act as the agent or representative of any member or members in the sale

of their cattle and the handling of the receipts from such sales.

F. To assess the membership for the costs of operating the business and the costs for marketing the member owned livestock.

G. To cooperate with other similar Associations in creating reservation, state, regional or national cooperative agencies for any of the purposes for which this Association was formed, and to become a member of such agencies.

H. To enter into and perform contracts or agreements with other tribal, federal, state or private agencies which would be advantageous to the Association for the purpose of its business.

I. To have and exercise, in addition to the foregoing, all powers and rights incidental or conducive to carrying out the purposes for which this Association is formed, except such as are inconsistent with the desires of the membership as expressed at an annual or special meeting of the Association, or with the laws or ordinances of the White Mountain Apache Tribe. The listing of the foregoing powers shall not be held to limit or restrict in any manner the general powers which may by tribal law be possessed by this Association all of which are hereby expressly claimed.

Article IV Board of Directors

The number of directors of this Association shall be 3. The Board of Directors shall be elected as provided by the by-laws of this Association. The Board shall meet immediately after each annual meeting to organize. One member shall be selected by ballot as Chairman of the Board and President of the Association; one as Vice-Chairman; and one as Secretary-Treasurer. The Board shall manage its business in accordance with the Articles of Association and Bylaws and the general policies decided upon by the members of the Association at regularly scheduled meetings.

Article V Membership

The Turkey Creek Livestock Association shall admit to membership all members of the Turkey Creek Livestock Association considered as active members of the Turkey Creek Livestock Association at the time these Articles of Association and Bylaws are adopted by the Turkey Creek Livestock Association and shall admit applicants to membership in the Association upon such uniform conditions as are prescribed by the Association Bylaws. This Association shall be operated for the mutual benefit of its members. The voting rights of the members of the Association shall be equal and no member shall have more than one vote. The interests of members in good standing in the assets of the Association shall be equal. Members shall be liable for their proportionate share of the debts of the Association only. Association owned property shall be used only for the benefit of Association members in general and not for special benefit of individuals.

Article VI Reserves and Operating Capital

Reserves and Operating Capital shall be created and expended as provided in the Bylaws.

Article VII Amendments

Amendments may be made at the annual meeting of the Association provided two-thirds of the members in good standing are present and vote for the amendment.

BY LAWS OF THE TURKEY CREEK LIVESTOCK ASSOCIATION

ARTICLE I MEMBERS

Section 1. Eligibility: All members of the Turkey Creek Livestock Association who own cattle that are being grazed on the range area permitted to the Turkey Creek Livestock Association at the time these Articles of Association and Bylaws are presented for approval become members by signing these Articles of Association. New members may be admitted upon unanimous approval by the officers of the Association provided the applicant is eighteen (18) or more years of age and in a position to assist with the cattle work on the Turkey Creek Association ranges.

Section 2. Withdrawal: Members may withdraw by serving written notice to the President of the Association and by arranging with the officers of the Association the method of payment for any indebtedness of the member to the Association at the effective date of withdrawal. Such indebtedness shall include any cost to the association for gathering the member's cattle for removal. Members who withdraw or are expelled from the Association must remove his cattle from the Association ranges. Members who withdraw or are expelled shall forfeit their interest in the permanent operating capital and assets of the Association.

Section 3. Expulsion: Members who violate the provisions of these Articles of Association and Bylaws or who may fail to participate in the activities of the Association may be expelled by unanimous action of the Board provided that a hearing is held at which all Association officers are present and the member in question is present. Any member so expelled from the Association must remove his livestock from the Association ranges within 10 days from the date of expulsion. Failure to do so will result in the Association gathering up the livestock and selling them through normal sale procedures. Sales receipts less the Association costs for gathering, transportation, feeding and sale will be returned to the former member within 10 days of the date of sale.

Section 4. Inactive Members: Members who cease to become cattle owners over a period of one year shall automatically be dropped from active status in the Association with the privilege of being reinstated upon becoming cattle owners.

ARTICLE II MEETINGS OF THE MEMBERS

Section 1. Annual Meeting: The annual business meeting of the members of this

Association shall be held the first day of March of each year, or if this day falls on a holiday, then on the following day, at Seven Mile Community.

Section 2. Special Meetings: Special meetings may be called by the President and must be called upon request of a majority of the Board or upon written petition signed by at least 25 per cent of the members in good standing as shown by the latest list of members.

Section 3. Quorum: Ten per cent (10%) of the members in good standing shall constitute a quorum.

ARTICLE III **BOARD OF DIRECTORS**

Section 1. Number and Election: The affairs of the Association shall be managed by a Board of three (3) Directors who shall be elected by the members of this Association from the membership. The first Board of Directors shall be the elected directors of this Association at the time these Articles of Association and Bylaws are adopted and will hold office until their terms of office have expired and their successors are elected.

Section 2. Term of Office: The first year two directors shall be elected for a three year term, one director for a two year term and one director for a one year term. Thereafter, one director shall be elected annually, except that each third year two directors shall be elected. Term of office shall be three years.

Section 3. Removal from Office:

A. A petition signed by at least 15 percent (15%) of the active members of the Association seeking the recall of any or all Board member (s) may be presented at the annual meeting of the members or may cause a special meeting of the members to be called. The reasons for recall must be presented and following discussion a vote taken of the members present.

B. If more than one Board Member is being subject to recall a separate question and vote shall be taken on each. A majority of those present and voting shall decide. Should a vote pass, a period (not to exceed 30 minutes) will be allowed for each side to state their position and then the question of removal from the Board shall be put to a vote of the membership. A majority of those present and voting shall decide. Should removal take place, the vacancy shall be filled by election with the newly elected member completing the unexpired term of the member removed.

Section 4. Vacancies. When a vacancy in the Board of Directors occurs, other than by expiration of term or removal from office, the remaining members of the Board shall fill the vacancy from the membership and the Board member so appointed shall hold office until the next annual business meeting of the Association at which time the membership will vote to elect a member to that position to fill the remaining term.

Section 5. Meetings of the Board. The Board of Directors shall meet immediately after each annual business meeting and organize by electing a President of the Association, vice-President and Secretary/Treasurer to transact any other business. The Board shall hold quarterly

meetings to review the affairs of the Association and to transact any business or take action on matters essential to the profitable operation of the Association.

Section 6. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or majority of the directors. Any and all business may be transacted at a special meeting.

Section 7. Notice of Meeting. Notice of each quarterly or special meeting of the Board of Directors shall be mailed to each director at his last known address at least ten (10) days prior to the time of such meeting.

Section 8. Quorum. Two (2) Directors shall constitute a quorum of the Board at all meetings.

Section 9. Compensation. The Directors shall receive no compensation for their services as directors other than per diem for each meeting at the rate of \$16.00 per day up to five (5) days per year plus mileage at the rate of allowed by the IRS per mile from their residence to the place of the meeting and return provided they use their own vehicle and are not compensated for its use in any other way.

Section 10. Powers. The directors acting on behalf of the Association shall have power:

A. To manage the business affairs and property of the Association and to make such rules and regulation as necessary to profitably and effectively manage the business affairs and property of the Association provided they are not inconsistent with the by-laws of the Association or the ordinances and laws of the White Mountain Apache Tribe.

B. To appoint and remove all officers or agents of the Association hire and dismiss the stockman (manager) or other permanent employees of the Association, prescribe their duties, fix their compensation or salaries and require from them, if advisable, bond for the faithful performance of their duties.

C. To supervise the stockman (manager) and see that his duties are properly performed.

D. To establish the rate of pay for temporary employees of the Association and the rental rate for horses hired from member owners.

E. To act as the agent or representative of any and all members of the Association in the marketing of their cattle and to carry out the marketing of member owned and Association cattle in every way advantageous to the Association representing the member owners collectively.

F. To borrow money for a period not to exceed 1 year and in the amount not to exceed \$10,000.00.

G. To buy and sell such Association owned property as trucks, trailers, storage tanks, buildings, corrals, branding chutes, horses, horse tack, bulls, or other property as

may be necessary for the conduct and operation of the business of the Association for the profit or benefit of the members of the Association.

H. To select one financial institution to act as depository of the funds of the Association and to determine the manner of receiving, deposition, and distributing the funds of the Association and receipts from the sale of member owned and Association owned livestock; and the form of the checks, and the person or persons by whom the checks shall be signed, with the power to change such financial institution.

I. To determine and establish who may incur debts and to what amount in the name of the Association.

J. To prepare and adopt the annual budget for the Association.

K. To establish the annual assessment rate for each member of the Association as set forth in these Bylaws.

L. To determine the equitable value of property rights and interests in the Association of members upon termination of their membership, and provide the authorization for payment or credit of any such.

M. To accept into membership applicants and to expel members as provided in these Bylaws.

N. To call special meetings of the members when they deem it necessary or advisable or as otherwise provided by these Bylaws.

O. To determine the number of cattle and horses each member of the Association may graze under the terms of the grazing permit issued to the Association by the Tribal Council of the White Mountain Apache Tribe and to adjust these numbers from time to time as conditions and equities may warrant.

P. To designate the horses, mules, or burros that are to be placed in the Association remuda and that will graze in the remuda pasture.

Q. To file a civil complaint in tribal court against any person or persons who are in trespass or whose livestock are in trespass or who may otherwise be taking actions in violation of tribal laws or ordinances that are causing damage, injury or loss to the business of the Association.

R. To establish and maintain a reserve fund of not less than \$1,000.00 which is to be deposited in a financial institution with interest to accrue to the Association; said interest to be used for roundup.

S. To authorize the use of reserve funds for unbudgeted capital improvements or equipment purchases when such use is necessary and in the best interest of the Association during the budget year, said amount expended shall be replaced in the next budget year; to authorize the use of reserve funds in emergency situations when action is necessary to prevent loss or injury to members or Association livestock or Association

property.

T. To appoint from the membership a new Board member to fill a vacancy caused by resignation, death or other causes or provided in these Bylaws.

Section 11. Duties. It shall be the duty of the Board of Directors:

A. To manage the business of the Association in accordance with the Articles of Association and Bylaws to enforce the provisions of the Bylaws and to keep Association expenses within the limits of the annual budget; but in no instance to allow annual expenses to exceed the budget by 40 percent.

B. To keep a complete record of all its acts and of the proceedings of its meetings, and to present a full statement at the regular annual meetings of the members showing in detail the condition of the affairs of the Association.

C. To provide a complete record to each member of the Association of the number of cattle by sex and class owned by that member which were grazed on the Association ranges during the business year; and the increases by birth, purchase, gift inheritance or other manner which added to the number during the business year and the reduction in numbers caused by death, transfer, sale, or other manner which subtracted from the number during the business year with a balance to show the status of each member's herd at the end of the business year.

D. To Prepare or assist and enter into agreement with an appropriate agency in the preparation of a livestock and range management plan or plans for the Association and to implement such plans when completed.

E. To comply with and enforce, where it is within the power of the Board to do so, all tribal livestock and range ordinances, laws, resolutions or other tribal council actions which apply to the conduct of the livestock business or the use of the tribal range resource.

F. To supervise all officers, agents and managers engaged by the Association and see that their duties are properly performed.

G. To require at their discretion every officer and employee of the Association handling funds, a surety company bond in such amount and in terms as the Board may require in favor for the Association. Such bonds shall be paid by the Association.

H. To install such a system of bookkeeping and auditing that each member may know and be fully advised from time to time concerning the receipts and disbursements of the Association.

I. To refer to the membership for decision at the next special or regular meeting any matter that has been approved or passed by the Board upon demand of 2 Board members.

J. To call a special meeting of the members at any time upon written request

of 15 percent of the members of the Association.

Section 12. Stockmen & Strawbosses. Stockmen and Strawbosses are prohibited from being a member of the Board of Directors or an Association Officer.

ARTICLE VI OFFICERS

Section 1. Officers. The officers of the Association shall be a President and Vice-President, who shall be elected by and from the Board of Directors, and a Secretary and Treasurer who need not be Directors. The office of Secretary and treasurer may be combined and designated as Secretary-Treasurer. The Treasurer may be the Tribal treasurer of the White Mountain Apache Tribe who shall perform the usual accounting duties of the Treasurer but shall not be considered as an officer of the Association. Deposits and expenditures shall be made only as authorized by the Board of Directors.

Section 2. Compensation. The compensation and tenure of all officers shall be fixed by the Board of Directors; provided however, Pursuant to Resolution No. 05-94-114 of the White Mountain Apache Tribal Council, no member of the Board of Directors or Association Officers may receive an portion of the funds allocated under said Resolution as salary or reimbursement of any kind.

Section 3. President. If at any time the President shall be unable to act, the Vice-President shall take his place and perform his duties, and if the Vice-President shall be unable to act, the Board shall appoint a Director to do so. It shall be the duty of the President or acting President to:

- A. Preside over all meeting of members and directors.
- B. Sign as President, all contracts, notes and other instruments when directed by the Board of Directors.
- C. Call the Directors together whenever necessary.
- D. Subject to the advise of the Directors, direct the affairs of the Association.
- E. Discharge such other duties as may be required of him by these by-Laws or by the Board of Directors.

Section 4. Secretary. It shall be the duty of the Secretary to:

- A. Keep a record of the proceedings of the meetings of the Board of Directors, and of the members.
- B. Keep a proper membership book, showing the name current address and brand of each member of the Association.
- C. Execute and sign all contracts, notes, papers and documents which require the

Section 3. Control of Employees. Subject to the approval of the Board of Directors, the stockman manager may fill vacancies occurring among permanent employees of the Association. He shall employ and dismiss all temporary employees of the Association. He shall supervise all employees of the Association and shall recommend dismissal to the Board of Directors of any permanent employee who is not performing to the best interests of the Association business. He shall have direct control over the use of all Association owned vehicles, trailers and horses which shall only be used for Association business.

ARTICLE VII MEMBER INTERESTS

Section 1. Assets. The interest of members in good standing in the assets of the Association shall be equal. Association owned property shall be used only for the benefit of the Association members in general and not for individual benefit.

Section 2. Liabilities. All expenses of operating and maintaining the Turkey Creek Livestock Association and retiring debts incurred in the operation of the business shall be met from the membership of the Association.

ARTICLE VIII AMENDMENTS

These Bylaws may be altered or amended at any regular or special meeting of the members by the affirmative vote of a majority of the members present and voting.

ARTICLE IX MISCELLANEOUS

Section 1. Full Time Employees. No full time employee of this Association shall be a member of the Board of Directors of this Association.

Section 2. Reserve Fund. The Board of Directors shall have the power to make assessments for the maintenance and operation of the Association and establishment of a reserve fund of not less than \$5,000.00 for emergency use, for equipment purchase or capital improvements.

Section 3. Effective Date. These Articles of Association and Bylaws shall become effective upon assent to the forgoing Articles and Bylaws by we the undersigned members of the Turkey Creek Livestock Association and upon ratification or approval by the Tribal Council of the White Mountain Apache Tribe.

Board of Directors:

President - /s/ Euclan Walker

Vice-President - /s/ Lloyd Baha-Alchesay

Secretary/Treasurer - /s/ Patrick Cruz

Stockman - /s/ Samuel Nantan

Dated: May 1st, 1995