

ARKANSAS RIVERBED AUTHORITY
CHARTER AND BYLAWS

By and through the constitutions of the Choctaw, Cherokee and Chickasaw Indian Nations of Oklahoma there is hereby chartered, as witnessed by the signatures affixed below, an Arkansas Riverbed Authority.

BYLAWS

ARTICLE ONE

PURPOSES

The purpose of the Arkansas Riverbed Authority, hereinafter referred to as the Authority, shall be to further Indian participation in the management of tribal interests in and to the Arkansas River, assist in the education and understanding of all people regarding such tribal interests, and further inter-tribal unity in the areas of resource development. The Authority shall have no power to encumber or alienate tribal property.

ARTICLE TWO

OFFICES

The principal office of the Authority shall be located at the Cherokee Nation Tribal Complex, City of Tahlequah, County of Cherokee, State of Oklahoma. The Authority may have such other offices as the Board of Directors may from time to time determine.

ARTICLE THREE

BOARD OF DIRECTORS

Section 1. General Powers. The powers, rights, privileges and functions of the Authority shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of Directors shall be six (6). The Chickasaw, Choctaw and Cherokee Nations of Oklahoma shall select

two (2) representatives to the Board, who shall each serve at the will of their respective Tribe and until the selection and qualification of his successor.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held without any other notice than this bylaw, and be held on the first Monday of May annually. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Authority in the absence of any designation in the resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Executive Director or any two (2) Directors, and shall be held at the principal office of the Authority or at such other place as the Directors may determine.

Section 5. Notice. Notice of any special meetings of the Board of Directors shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by mail to each Director at his address as shown by Authority records. Any Director may waive notice of any meeting. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. Four (4) Directors shall constitute a quorum at any meeting, and all action may be taken by the affirmative vote of the majority of the Directors present, except that when the number of Directors present be less than six (6), no contract which is to run for a longer period than one (1) year, and no amendment of the bylaws, shall be valid unless authorized or ratified by the affirmative vote of four (4) Directors.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the Tribe which had selected the Director vacating the post. Directors who so chosen shall serve at the will of the Tribe in whose delegation the vacancy has occurred.

Section 8. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors expenses

of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board.

Section 9. Dismissal. Directors shall serve at the will of the elected administrative officer of the tribe selecting said Director. Any Director may be dismissed and recalled at the instance of the principal administrator of the tribe making his selection, or by resolution of the Tribal Council.

ARTICLE FOUR

OFFICERS AND AGENTS

Section 1. Appointment. The Board shall appoint an Executive Director and such other officers and agents as may be selected in accordance with this article. The Board of Directors may elect or appoint such other officers and agents as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Section 2. Executive Director. The Executive Director shall preside at all meetings of the Board of Directors, shall exercise general supervision of the affairs of the Authority, and shall be responsible to the Board of Directors for the fiscal management of the operation of the Authority.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed whenever in its judgement the best interests of the Authority would be served thereby.

Section 4. Powers and Duties. Officers hereinafter selected pursuant to these bylaws shall have such powers and perform such duties as may be from time to time specified in resolutions or other directives of the Board of Directors. In the absence of such specifications each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in authorities or corporations having the same or similar general purposes and objectives as this Authority.

ARTICLE FIVE

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Authority, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Authority, shall be signed by such officer or officers, agent or agents of the Authority, and in such manner as shall from time to time be determined by resolution of the Board of Directors. The Executive Director shall be authorized to execute checks, drafts or orders for the payment of money on behalf of the Authority, for the purpose of conducting the day to day business of the Authority. The Executive Director shall be bonded.

Section 3. Deposits. All funds of the Authority shall be deposited from time to time to the credit of the Authority, in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts and Contributions. The Board of Directors may accept on behalf of the Authority any contribution, gift, bequest or devise for any purpose of the Authority, including public and private funding sources which may from time to time be made available.

Section 5. Audit. The records and books of the Authority shall be subject to an annual audit by auditors to be selected by the Board of Directors.

ARTICLE SEVEN

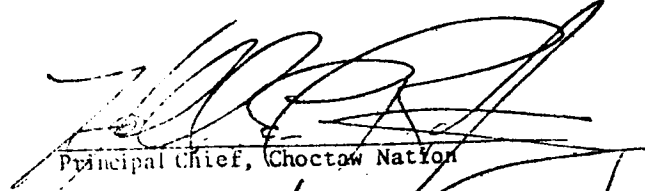
DISSOLUTION

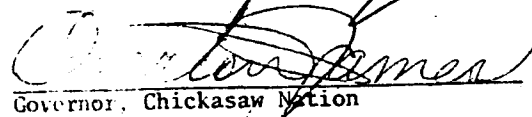
The Authority may be dissolved by the unanimous vote of the Directors or by resolution of the Choctaw, Cherokee and Chickasaw Nation Councils. Upon either such vote of dissolution the Authority shall limit its function to the sole purpose of closing out existing business.

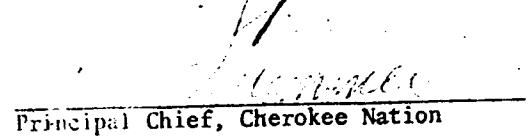
ARTICLE EIGHT

RATIFICATION

These bylaws shall become binding and obligatory when ratified by the chief administrative officers of the Chickasaw, Choctaw, and Cherokee Nations.


Principal Chief, Choctaw Nation


Governor, Chickasaw Nation


Principal Chief, Cherokee Nation

Recorded this 31st day
of December, 1979.

ATTEST: