



Resolution No. 07-2005-196

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

**(Approving Posting of Proposed Amendment to Ordinance No. 93, Changing the
Organization of the Board of Directors of the White Mountain Apache Utility
Authority)**

WHEREAS, the White Mountain Apache Utility Authority (“WMAUA”) was established by Ordinance No. 93, on November 1, 1972; and

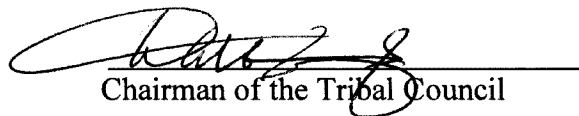
WHEREAS, pursuant to the Rural Electrification Act (7 U.S.C. 901 et seq.; 7 C.F.R. 17), the Department of Agriculture Rural Utility Service (“RUS”) does provide loans to tribal utility companies seeking to acquire other utility company systems, lines or facilities located within a reservation’s boundaries that provide services to reservation residents; and

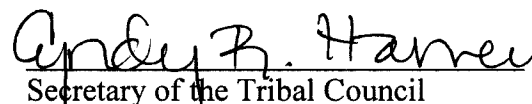
WHEREAS, the RUS government field representative recommends that WMAUA have a board composed of seven members, four of whom are tribal and three must have industry experience in utility operations and management; and

WHEREAS, the Tribal Council has considered an amended Section II for the WMAUA by-laws, as attached and incorporated by this reference.

BE IT RESOLVED by the Tribal Council of the White Mountain Apache Tribe that it hereby directs the Secretary of the Tribal Council to post copies of the proposed amended Section II for the WMAUA by-laws as Ordinance No. 224 in each District for at least ten (10) days for public comment before final action by the Tribal Council as required by Article XV, Section 2 of the Constitution of the White Mountain Apache Tribe.

The foregoing resolution was on July 13, 2005, duly adopted by a vote of SIX for and ZERO against by the Tribal Council of the White Mountain Apache Tribe, pursuant to the authority vested in it by Article IV, Section 1 (a), (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

(Amending Ordinance No. 93, Changing the Organization of the Board of Directors of the White Mountain Apache Utility Authority)

SECTION II - UTILITY AUTHORITY ORGANIZATION - BOARD OF DIRECTORS

- A. The Utility Authority shall operate under the supervision and guidance of its Board of Directors.
- B. The Board of Directors shall consist of seven voting members, plus one technical adviser.
 - 1. At least four of the seven full members shall be enrolled members of the White Mountain Apache Tribe. Of these three members, one shall be elected at large (from any district). Each of the three tribal members shall represent one of the following districts:
 - a. Whiteriver, Rainbow City, Diamond Creek, North /fork, Indian Pine, McNary.
 - b. East Fork, Seven Mile, Fort apache, Canyon Day.
 - c. Cedar Creek, Carrizo, and Cibecue.
 - 2. At least three of the seven full members shall have extensive industry experience in utility company operations and management.
 - 3. At least one of the seven full members, who may or may not be enrolled in the Tribe, shall be a representative of the business community on or near the reservation.
 - 4. The technical adviser shall be a representative from a governmental agency on the reservation. He shall be entitled to attend meetings and to advise the Board on technical matters, but the adviser shall not have the right to vote.
- C. Restrictions on membership on the Board of Directors include:
 - 1. No employee of the Utility Authority may serve on the Board.
 - 2. No member of the Tribal Council may serve on the Board.
- D. Members of the Board of Directors shall serve three-year terms, with expiration dates staggered to allow some continuity of membership. Initial members of the Board shall serve as follows:

1. One District Tribal Director, one business Director and/or one industry director - Three year term.

2. One District Tribal Director and two industry director - Two year term.

3. One District Tribal Director and technical advisor - One year term.

Terms shall expire June 30 of the appropriate year.

- E. Selection of members of the Board of Directors shall involve nomination by the existing Board of two candidates, qualified under the appropriate category, for each opening, and selection of one of these two Directors shall join the Board each year.
- F. No individual shall serve consecutive terms on the Board of Directors. A minimum of two years must elapse before any individual may return to the Board.
- G. If a member of the Board of Directors resigns, moves from the vicinity dies, misses two consecutive Board meetings without valid excuse, or is found guilty of dishonesty or misconduct in office, the remaining members of the Board shall declare the position vacant. Within one month of this declaration, a new Director shall be selected through the regular procedures of two nominations submitted by the Board for selection of one Director by the Tribal Council. In all cases, the Board of Directors shall determine when cause exists to declare a vacancy.
- H. Members of the Board of Directors shall serve with monetary compensation, to cover actual expenses in performing their duties. Such expenses shall include mileage to attend regular Board meetings and functions at the rate of \$0.10 per mile. Compensation may be adjusted by the Board in the future to reflect actual expenses incurred by Directors.