

ORDINANCE NO. 01-05

ARTICLES OF INCORPORATION

ORDINANCE ESTABLISHING THE FOUR NATIONS COMMUNITY SCHOOL  
(The Colorado River Indian Tribal Charter School)

Be it enacted by the Tribal Council of the Colorado River Indian Tribes (hereinafter the Tribal Council):

Pursuant to the authority vested in the Colorado River Indian Tribes (hereinafter the Tribes) by their Constitution, as set forth more particularly in Article VI, Sections 1(q) and 1(v), thereof, and the Tribes' inherent authority as a sovereign nation to provide for the health, safety, morals and welfare of their people, the Tribal Council hereby charters a public not-for-profit corporation known as The Four Nations Community School (hereinafter "FNCS"), and enacts this Ordinance which shall constitute the FNCS charter and establish its purposes, powers and duties.

In any suit, action or proceeding involving the validity or enforcement of or relating to any of its contracts, FNCS shall be conclusively deemed to have become established and authorized to transact business and exercise its power upon proof of the adoption of this Ordinance. A copy of the Ordinance duly certified by the Secretary of the Council shall be admissible in evidence in any suit, action or proceeding.

ARTICLE I  
DECLARATION OF NEED

It is hereby declared:

1. That a significant portion of Native American students on the Colorado River Indian Reservation have not met certain state and federal mandated educational levels at the local public school is a concern to this Tribal Council; and
2. That there exists within the area of the jurisdiction of this Tribal Council the need for a public school that will provide appropriately structured learning environments that meet the specific educational needs and learning styles of Native American children and children from rural and economically disadvantaged backgrounds; and
3. That a school with a teaching emphasis that is based on utilizing culturally relevant educational strategies to promote powerful, transformative teaching and learning skills will have a long-term positive effect on the development of individuals and the community; and

4. That the necessity in the public interest for the provisions hereinafter enacted is hereby declared as a matter of legislative determination.

## ARTICLE II PURPOSES

The FNCS shall be organized and operated for the purposes of:

1. Providing elementary educational services to children on the Colorado River Indian Reservation;
2. Improving the opportunities for educational success of elementary grade students.
3. Providing employment opportunities through the construction, operation and teacher training activities of the Four Nations Community School (Tribal Charter School) on the Colorado River Indian Reservation.

## ARTICLE III DEFINITIONS

The following terms, wherever used or referred to in this Ordinance, shall have the respective meanings listed below, unless a different meaning clearly appears from the context:

1. "Area of Operation" means all areas within the jurisdiction of this Tribal Council.
2. "Board" means the Board of Directors of the FNCS.
3. "Council" means the Colorado River Indian Tribal Council.
4. "CRIT-ED" means the Colorado River Indian Tribes, Education Department.
5. "FNCS" means the Four Nations Community School, a charter school sanctioned by Four Nations Community School Inc.
6. "FNCS Inc." means the Four Nations Community School Corporation, a not-for-profit corporation established as a subsidiary of the Colorado River Indian Tribes for the purposes of establishing and operating a public charter school on the Colorado River Reservation.
7. "BOARD" means the Board of Directors of the Four Nations Community School Corporation.

8. "SGB" means the School Governing Board, a group of nine individuals to be selected from the local community by the Four Nations Community School Corporation Board of Directors to oversee the day to day operations of the Four Nations Community School.

ARTICLE IV  
FNCS INC. BOARD OF DIRECTORS

1. FNCS Inc. shall have no less than six and no more than seven directors and collectively they shall be known as the Board of Directors.

2. The general affairs of the FNCS Inc. shall be overseen by the Board but day to day management of the FNCS may be delegated by the Board to a Director/Principal of FNCS and a SGB to be recruited by the Board, and such other agents and/or employees recruited for this purpose.

3. The FNCS Inc. shall be governed by a Corporate Board of Directors comprised of those persons holding the office of Board President, Board Secretary, Board Treasurer or Board Member of the FNCS Inc. The FNCS Inc. Board shall be appointed by the Director of CRIT-ED with approval of the Council.

4. The FNCS Inc. Board shall establish and adopt bylaws to govern the activities, procedures and policies of FNCS Inc.

5. (a) Employees and staff of the FNCS are barred from being members of the FNCS Inc. Board of Directors.

(b) Appointments to the FNCS Inc. Board shall be for three years and may be extended by a majority vote of the Board.

(c) The Board shall designate a President from among the Board members. The Board shall elect from among its members a Secretary, and a Treasurer, and any member may hold the position of both Secretary and Treasurer. In the absence of the President, the Treasurer shall preside; and in the absence of the President and Treasurer, the Secretary shall preside.

(d) The presence of four Board members (not withstanding any vacancies) shall constitute a full Board and a legal quorum for the transaction of business, but no Board action shall be taken by a vote of less than a majority of such full board.

(e) The Board members shall not receive compensation for their service but

shall be entitled to compensation for expenses, including travel and mileage expenses incurred in the discharge of their duties.

- (f) The Board Secretary shall be responsible for seeing that complete and accurate records are kept of all meetings and actions taken by the Board.
- (g) The Board shall submit the following reports to Tribal Council for its review: monthly and quarterly financial statements, all prepared in accordance with Generally Accepted Accounting Principles. Minutes of all Board meetings shall be furnished to Tribal Council in a timely manner. Notice and reports of any violations or unusual occurrences concerning the requirements of this Ordinance and any other applicable law or regulation shall be presented within three calendar days after such notice or report is made available to the FNCS.
- (h) Each Board member shall serve his full term unless he resigns or is recommended for removal by the FNCS Inc. Board or other recognized appointing power for good cause. Good cause for removal as a Board member includes repeated and unexcused absences, neglect of duty and for misconduct in office. Hearings under this provision shall be conducted with all the legal requisites of administrative due process. The Board shall fill any vacancy when it occurs or as soon as is practicable, thereafter. Any person appointed as a Board member to fill such vacancy shall serve for the duration of the unexpired term of his predecessor. In the event of removal of any Board member, a record of the proceedings, together with the charges and findings thereon, shall be filed with that member's appointing authority and a copy thereof sent to the Tribal Council.

6. Meetings of the Board shall be held at regular intervals in a manner consistent with the Board's bylaws.

## ARTICLE V POWERS

1. The FNCS Inc. shall have perpetual succession in its corporate name.
2. The Council hereby gives its irrevocable consent to allow the FNCS Inc. to sue and be sued in its corporate name, upon any contract, claim or obligation arising out of its activities under this Ordinance and hereby authorizes the FNCS Inc. to agree by contract to waive any immunity from suit which it might otherwise have; but the Tribes shall not be liable for the debts or obligations of the FNCS Inc.
3. The FNCS Inc. shall have the following powers, which it may exercise consistent

with the purposes for which it is established:

- (a) To adopt and use a corporate seal.
- (b) To enter into agreements, contracts and understandings with any governmental agency, Federal, state, local or tribal government (including the Tribal Council) or with any person, partnership, corporation; and to agree to any conditions attached to Federal assistance.
- (c) To agree, notwithstanding anything to the contrary contained in this Ordinance or in any other provision of law, to any conditions attached to Federal financial assistance relating to the determination of prevailing salaries or wages or compliance with labor standards, in the development or operation of projects. The FNCS Inc. may include in any contract made in connection with a project stipulations requiring that the contractor and any subcontractor comply with requirements as to minimum salaries or wages and maximum hours of labor, comply with any conditions which the state or federal government may have attached to its financial aid to the project.
- (d) To obligate itself, in any contract with the state or federal government for annual contributions to the FNCS Inc.
- (e) To lease property from the Tribes and others for such periods as are authorized by law, and to hold and manage or to sublease the same.
- (f) To borrow or lend money, to issue temporary or long term evidence of indebtedness, and to repay same.
- (g) To pledge the assets and receipts of the FNCS Inc. as security for debts; and to acquire, sell, lease, exchange, transfer or assign personal property or interests therein.
- (h) To purchase insurance from any stock or mutual company for any property or against any risk or hazards.
- (i) To invest such funds as are not required for immediate disbursement.
- (j) To establish and maintain such bank accounts as may be necessary or convenient.
- (k) To employ a director/principal, teaching, support, technical and maintenance personnel and such other officers and employees, permanent or temporary, as the FNCS may require; and to delegate to such officers and employees

those powers or duties needed to complete their job responsibilities

- (l) To take such further actions as are commonly engaged in by public bodies of this character as the Board may deem necessary and desirable to effectuate the purposes of the FNCS Inc.
- (m) To adopt such bylaws as the Board deems necessary and appropriate.
- (n) To receive, coordinate and direct the administration of State of Arizona ADM funds, Federal Impact Aid and any other such federal and state funds, public and private grants and any other funding it is eligible to receive for the establishment and operations of the FNCS.
- (o) To evaluate programmatic structure of the FNCS to ensure compliance with all relevant tribal, state and federal regulations.

5. FNCS will consent to the jurisdiction of the Tribal Court of the Colorado River Indian Tribes and service of process in matters arising from the conduct of business.

- (a) FNCS will comply with all tribal laws applicable to the applicant's business.
- (b) The President of the Board will serve as the agent who will accept service of process on behalf of the company at the following address: Rt. 1, BOX 23-B, Parker, Arizona 85344.
- (c) The principal place of business is Rt. 1, Box 23-B, Parker, Arizona 85344.

6. It is the purpose and intent of this Ordinance to authorize the FNCS Inc. to do any and all things necessary or desirable to secure the financial aid or cooperation of the Federal and state government in the establishment, maintenance or operation of the FNCS.

7. No Ordinance or other enactment of the Tribes with respect to the acquisition, operation, or disposition of Tribal property shall be applicable to the FNCS Inc. in its operations pursuant to this Ordinance.

## ARTICLE VI MISCELLANEOUS

1. Each project developed or operated under a contract providing for Federal financial assistance shall be developed and operated in compliance with all requirements of such contract and applicable Federal legislation, and with all regulations and requirements prescribed from time to time by the Federal government in connection with such

assistance.

2. FNCS Inc. shall obtain or provide for the obtaining of adequate errors and omissions coverage for Board members and corporate officers and fidelity bond coverage of its officers, or employees handling cash or authorized to sign checks or certify vouchers.

3. FNCS Inc. shall operate as a nonprofit organization.

4. The property of the FNCS Inc. is declared to be public property used for essential public and governmental purpose and such property and the FNCS Inc. are exempt from all taxes and special assessments of the Tribes.

5. The FNCS Inc. shall adhere to the Indian hiring preference set forth in the Labor Code of the Colorado River Indian Tribes in all employment, including those involving contractors and subcontractors working on construction projects, for both temporary and permanent job placements.

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