



# **GILA RIVER INDIAN COMMUNITY**

## **SACATON, AZ 85147**

### **RESOLUTION GR-141-24**

#### **A RESOLUTION AUTHORIZING AND APPROVING THE AMENDED AND RESTATED CORPORATE CHARTER FOR BLACKWATER COMMUNITY SCHOOL, INC.**

**WHEREAS,** the Gila River Indian Community Council (the “Community Council”) is the governing body of the Gila River Indian Community (the “Community”); and

**WHEREAS,** the Community Council is empowered through Article XV §1(a)(9) of the Constitution and Bylaws of the Gila River Indian Community, adopted March 17, 1960 (codified on July 7, 2021), to promote the health, peace, morals, education and general welfare of the Community and its members; and

**WHEREAS,** on September 20, 2023, the Community Council enacted a revised Education Code (GR-004-23) that requires, among other things, that the Community Council approve a charter for each of the schools located within the Reservation and the charters must include the requirements as provided in the revised Education Code; and

**WHEREAS,** the Blackwater Community School, Inc. submitted its charter to the Community Council in accord with the revised Education Code; and

**WHEREAS,** the Amended and Restated Corporate Charter for Blackwater Community School, Inc., as attached to this Resolution, contains the new charter requirements from the revised Education Code; and

**WHEREAS,** the Education Standing Committee recommends approval of the Amended and Restated Corporate Charter for Blackwater Community School, Inc., as attached to this Resolution.

**NOW, THEREFORE, BE IT RESOLVED,** that the Community Council hereby approves the Amended and Restated Corporate Charter for Blackwater Community School, Inc., as attached to this Resolution.

**BE IT FINALLY RESOLVED**, that the Governor, or in the Governor's absence the Lieutenant Governor, is hereby authorized to sign the Charter, and sign any other documents or take any other actions necessary to carry out the intent of this Resolution.

**CERTIFICATION**

Pursuant to authority contained in Article XV, of the amended Constitution and Bylaws of the Gila River Indian Community, ratified by the Tribe January 22, 1960 and approved by the Secretary of the Interior on March 17, 1960, the foregoing Resolution was adopted on the 21<sup>st</sup> day of August, 2024, at a Regular Community Council Meeting held at the Governance Center, Sacaton, AZ, at which a quorum of 13 members were present by a vote of: 13 FOR; 0 OPPOSE; 0 ABSTAIN; 4 ABSENT; 0 VACANCY.

GILA RIVER INDIAN COMMUNITY

  
GOVERNOR

ATTEST:

  
COMMUNITY COUNCIL SECRETARY



AMENDED AND RESTATED  
CORPORATE CHARTER FOR  
BLACKWATER COMMUNITY SCHOOL, INC.

ARTICLE I

The location of the principal place of business of the Blackwater Community School, Inc. (the "School") shall be the Blackwater Community in District One of the Gila River Indian Reservation in the State of Arizona, or at such other location within the boundaries of the Gila River Indian Reservation as may be determined by the School. The School and its employees, volunteers and Board of Trustees shall be subject to the laws and ordinances of the Gila River Indian Community.

The Gila River Indian Community Council (the "Community Council") has established the School, and granted it this Corporate Charter, exclusively for the purpose of providing educational services within the boundaries of the Gila River Indian Reservation. At all times, the School shall operate solely for the purposes of meeting its purpose to provide education within the Reservation. Consequently, the Community Council intends for the School to be treated as a tax-exempt, nonprofit organization, as that term is used in the Internal Revenue Service Code § 501(c)(3).

The School shall not participate or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for Federal, State, or Community public office.

ARTICLE II

In furtherance and not in limitation of its business purposes, the Blackwater Community School, Inc. (the "School") shall be empowered to engage in all lawful activities necessary for the operation of an educational institution to serve the residents and students within the attendance boundaries of the School. Pursuant to the authority granted to the Community Council by 25 C.F.R. § 37.110, the Council hereby sets the School's attendance boundaries as the entirety of District One and District Two of the Gila River Indian Community (the "Community").

ARTICLE III

Blackwater Community School, Inc., (a "tribal organization" as defined in P.L. 100-297, section 5212 (3)(A)), was originally chartered by the Community Council on January 4, 1995, Resolution GR-02-95.

The School's Charter shall exist for a period of fifty (50) years, from September 20, 2024 through September 20, 2074 ,unless and until otherwise provided for by a, resolution or ordinance of the

Community. The School's Charter shall be reviewed at 5-year intervals and may be terminated pursuant to the Education Code (2023), as may be amended, at Title 11 of the Community Code, Ordinance GR-004-23, and as provided in Article IV below. In all cases the Board of Trustees reserves the right to administer the dissolution of the corporation or its parts as necessary and appropriate.

#### ARTICLE IV

The control and management of the affairs of the School shall be vested in a Board of Trustees consisting of five (5) members who shall be elected by eligible voters, as that term is defined herein.

(a) Board of Trustees -- Qualifications

A member of the Board of Trustees must be an adult enrolled community member living in District 1 or District 2 of the Gila River Indian Community.

Candidates for the Board must have no prior felony convictions. Additionally, Board candidates may not have any prior convictions, felony or misdemeanor, for any crime involving children, or for any sex offense, including, but not limited to, those against children. Any person required to register as a sex offender under GRIC Code Title 8, as amended, is not eligible to serve as Board member. If a Board member is subsequently required to register as a sex offender under GRIC Code Title 8, as amended, after having been seated and serving on the Board, then the Board member shall be immediately removed and a vacancy declared.

The Indian Child Protection and Family Violence Protection Act ("ICPFVPA") shall apply to all Board members. Accordingly, each elected Board member shall undergo a background check, and an assessment for suitability, consistent with the dictates of the ICPFVA, as amended, and its implementing regulations. Board members shall also be required to obtain a Fingerprint Clearance Card. No member of the Board may be seated prior to successful completion of a background check and without a valid Fingerprint Clearance Card. Certification that every school board member has passed their respective background check shall be provided to the Tribal Education Department within 30 days of completion of the background check.

(b) Term of Office

Members of the Board of Trustees duly elected under the Charter approved by the Community Council on January 4, 1995, Resolution GR-02-95, are authorized to remain and continuing serving their term of service as previously elected.

Members of the Board of Trustees shall be elected to staggered terms of three (3) years. The initial elections for such Board of Trustees shall be held on or before [INSERT DATE]. Subsequent elections shall be held on or before the second week of September of each succeeding year thereafter.

The School shall be governed by the five (5)-member Board of Trustees elected by eligible voters described above.

The members of the Board currently in office under the Charter approved by the Community Council on January 4, 1995, Resolution GR-02-95, are serving three-year terms expiring as follows:

Trustee One: December 31<sup>st</sup>, 2024  
Trustee Two: December 31<sup>st</sup>, 2026  
Trustee Three: December 31<sup>st</sup>, 2026  
Trustee Four: December 31<sup>st</sup>, 2024)  
Trustee Five: December 31<sup>st</sup>, 2026)

Any individual elected to the Board of Trustees shall take office at the first scheduled Board meeting immediately following his/her election. Prior to the annual expiration date of any Trustee's term, the Board shall give timely notice of the upcoming vacancy to Community members who reside within the attendance boundaries of the Blackwater Community School. New Trustees shall be elected to fill each pending vacancy. Former members of the Board shall be eligible for reelection, unless otherwise provided herein.

(c) Officers of the Corporation

The officers of the corporation shall be: President, Vice President, and Secretary, and they shall serve at the pleasure of the Board of Trustees. The officers shall serve at the pleasure of the Board of Trustees.

The officers shall be elected from amongst the Board's members by majority vote of the Board of Trustees. Officer elections shall be held annually, at the Board's first meeting in October. Officers shall serve one (1) year terms. Nothing herein shall be construed as limiting officers from being reelected to subsequent terms. An officer elected by the Board of Trustees may be removed by a majority vote of the Board of Trustees, with or without cause, at any time. In the event of a vacancy in the office of any officer of the corporation for any cause, the Board of Trustees, by a majority vote at a regular or special meeting, may fill the vacancy. The elected successor shall hold office for the unexpired term of the former officer.

(d) Powers of the Board of Trustees

The Board of Trustees shall have full power to:

1. Propose changes to the Corporate Charter to the Gila River Indian Community Council;
2. Adopt, amend and rescind bylaws, which shall more specifically identify the Board's powers and duties;
3. Manage the operation and maintenance of the School through the exercise of the School's enumerated powers, as more specifically detailed in the Board's Bylaws; and
4. Establish all policies and procedures necessary for the management of the affairs of the School.

Any action taken by the Board of Trustees, or an officer thereof, shall be made in accordance with the fiduciary duty of care owed by the Board and its members to the School and the Community as a whole. This fiduciary duty requires the Board of Trustees to act in the best interest of the School and its students at all times. Any financial decision or action taken by the Board of Trustees shall be one that would be made by a prudent person seeking a reasonable return on investment and/or preservation of his financial resources.

Any decision of or action taken by the Board of Trustees failing to meet the foregoing standards shall be deemed to be an act *ultra vires*, (meaning an act beyond the scope of powers of the Board of Trustees vested pursuant to this Charter), and shall constitute grounds for the removal of the offending member from the Board of Trustees by recall as that procedure is set forth in subsection (f) of this Article.

(e) School Board Elections

1. Qualified Voters.

Any adult enrolled Community member living in District 1 or District 2 of the Gila River Indian Community is eligible to vote in an election for the Board of Trustees.

2. The School Board shall ensure there are provisions for fair elections consistent with the Constitution and Bylaws of the Gila River Indian Community (1960), as Codified (July 7, 2021).
3. The School Board shall ensure there is a fair and transparent process for registering eligible voters that is consistent with the Constitution and

Bylaws of the Gila River Indian community (1960), as Codified (July 7, 2021).

4. The School Board shall ensure procedures for school board elections to comply with Section 11.703 of the Education Code (2023), as may be amended.
5. The School Board shall ensure procedures that the School Board shall submit any revisions to its school board elections process to the district(s) within its attendance boundaries, the Tribal Education Department, and the Education Standing Committee (“ESC”) of the Community Council before the first regularly scheduled meeting of the ESC in July.
6. The School Board shall ensure procedures that the Secretary of the School Board shall submit the election results, including any disqualification of candidates, to the Community Council Secretary’s Office in accordance with the Community Council Secretary’s policies for placement on the agenda of the ESC within 10 days of the declaration of the results of the election.

(f) Recall of Board Members

No recall petition may be circulated against any Board member until that individual has held a seat on the Board for a period of one (1) year, beginning from the first meeting the member attends.

A recall election is initiated by the submission of a petition signed by no fewer than 40% of the total number of qualified voters, as defined above, who voted in the most recent School Board election. The petition must contain a statement consisting of not more than 200 words stating the ground(s) of the demand for the recall. Each qualified voter who signs the recall petition must include his/her printed name, address, district of residence, whether or not he/she is a parent of a child attending BWCS, and the date of signature. Any person unable to write his/her name may make a mark on the petition, but such mark must be witnessed by at least two persons who will sign their names as witnesses.

The recall petition must be submitted to the Community’s Elections Office for verification. The person submitting the petition must certify, under oath, on every sheet of the petition, that the signatures contained on the petition are genuine.

No petition will be considered "filed" and appropriate for action by the Board until such time as it has undergone the appropriate verification process by the Community’s Tribal Elections Program (“Elections Program”). The Elections Program, in consultation with the Enrollment/Census Department and appropriate School personnel, shall be responsible for verifying the following: (1) that at least 40% of the total number of qualified voters who voted in the most recent School Board

election have signed the petition; (2) that all signatures on the petition belonged to actual "qualified voters" as defined in Article IV,(e) (1) of this Corporate Charter; (3) that the petition contains an appropriate recall statement; and (4) that the signatures are legitimate (i.e. the signors have all included their printed name, address and provided a date of signature).

Within five (5) business days after the petition has been verified and deemed "filed," the Election's Program shall give written notice to any Board member(s) against whom the petition was filed that it has been filed. At a minimum, such notice shall include a copy of the filed petition for recall, and shall notify the person at whom the petition is directed that he/she may prepare and submit a statement of not more than 200 words responding to the allegations contained in the petition to be included on any ballot used in the recall election. During this same time frame, the Elections Office shall give the same written notice to the President of the Board, or if he/she is the subject of the recall petition, to the next highest ranking member of the Board, and to the School Principal.

Any Board member who is the subject of a filed recall petition shall have ten (10) calendar days from the date he/she receives written notice of the filed petition from the Elections Office in which to avoid recall election by resigning from the Board. If the Board member resigns, the resignation shall be effective immediately and the vacancy filled in accordance with these policies.

If the Board member does not resign within ten (10) days, the Board shall order a recall election at its next regularly scheduled meeting. The Board may order the recall election to occur within forty-five (45) days of its order to hold the election, or the Board may order the recall to occur as part of the next regularly scheduled Board election, whichever occurs sooner. No recall election need be held if the election for the effected member's seat is up for regular election within ninety (90) days from the date on which the recall petition is deemed filed.

Any recall ballot shall be printed both with the statement contained on the recall petition, as well as any responsive statement provided by the Board member at whom the petition was directed.

The Board member shall remain in office until the election result is officially declared. Unless otherwise requested, the incumbent Board member's name shall be placed on the ballot as a candidate. Other candidates for the position may be declared or nominated in accordance with the Board's policies and Procedures. The candidate who receives the high-test number of votes shall be elected for the remainder of the term. Unless the incumbent Board member receives the highest number votes, he or she shall be deemed removed from office. If the candidate with the highest number of votes is disqualified from the position for any reason, the office shall be declared vacant and filled in accordance with Board policies and procedures.

Any recall election shall be conducted in accordance with the regular election procedures employed by the Board, as outlined in these policies. The effected Board member shall retain office until such time as the recall election results have been officially declared, again in the same manner as occurs in all regular Board elections. If the recall election is unsuccessful, the effected Board member shall retain his/her seat. If the recall election is successful, the vacated seat will be filled in accordance with the provisions of the Board's Bylaws, Policies and Procedures, and the Community's Election Ordinance.



No additional recall petitions may be filed against that same Board member until at least one (1) year has passed since the recall election is held or, in the event no recall election is held, no sooner than one year after the original recall petition was deemed filed as described herein.

(g) Assurances. The School Board shall ensure the School Board's Bylaws, Policies and Procedures include the following:

1. Assurances that financial management systems satisfy all applicable federal and state requirements as expressed in OMB circulars, cost principles, and any other applicable administrative control of funding limitations or restrictions which govern the use of public funds applicable to the school.
2. The Board is responsible for the financial, accounting, and auditing of transactions of the school board. The Board members shall review and approve an annual operating plan and budget and periodically review and approve a capital expenditure plan that identifies the objectives of, and the anticipated sources of financing for each proposed capital expenditure;
3. Assurances that financial management procedures are applied to private funds awarded to the school and which are intended to benefit the welfare of the school's students;
4. Assurances that procedures for verifying that federal or state funds are used for the purposes for which they were appropriated;
5. Guarantees that the public has the right to inspect reports, appropriate financial transactions, and any other information of a non-confidential nature;
6. Requirements that the School's educational programs, standards, and services meet the tribal education standards as established by Community Council, and that complies with the Education Code (2023), as may be amended;
7. Requirements that the School develop and implement educational and prevention programs to address domestic violence, drugs, alcohol, bullying and suicide prevention, and to provide annual reports on these policies and prevention programs, and that complies with Section 11.303 of the Education Code (2023), as may be amended;
8. Requirements that the School develop and implement a policy promoting parental involvement in the educational process, and that complies with Section 11.304 of the Education Code (2023), as may be amended;

9. Requirements that the School develop and implement policies and procedures on the collection, reporting, publishing, and research of student biometric information, and that complies with Chapter 4 of the Education Code (2023), as may be amended;
  10. Requirements that the School develop and implement policies that all individuals employed by the school are subject to and shall be in compliance with GRIC Code Section 7.205, as amended, and pursuant to Section 11.603 of the Education Code (2023), as may be amended.
- (h) The Board shall ensure all policies and procedures are reviewed annually and a copy of all policies and procedures shall be provided to the Tribal Education Department when approved and/or enacted.
- (i) The Board shall provide to the Community Council, on or before October 1 of each year, an annual report that includes data from the prior school year, and in compliance with Section 11.702(F) of the Education Code (2023), as may be amended.
- (j) The Board shall develop an emergency response plan in compliance with Section 11.702(G) of the Education Code, as my amended.
- (k) Indian Preference. The Board shall be in compliance with Title 12 (Labor and Employment) of the Community Code, as amended, and pursuant to Section 11.704 of the Education Code (2023), as may be amended.
- (l) The Board shall ensure compliance with the Indian Child Protection and Family Violence Prevention Act, 25 U.S.C. § 3201, et seq., for every employee and volunteer having regular contact with, or control over, Indian children.
- (m) The Board shall comply with all applicable requirements as provided in the Education Code (2023), as may be amended.

## ARTICLE V

The private property of the Board of Trustees, officers of the School, and the Community shall be forever exempt from the School debts. The School shall have no power to expressly or by implication enter into any agreement of any kind on behalf of the Community including, but not limited to: pledge the credit of the Community; transfer, mortgage, pledge or otherwise encumber real or personal property of the Community; waive any right, privilege or immunity of, or release any obligation owed to, the Community.

## ARTICLE VI

No part of any earnings of the School shall inure to the benefit of any individual or entity other than the Corporation. Notwithstanding other provisions of law, neither the Community nor its offices, divisions, departments, and/or employees shall take into account any interest or investment income that accrues on allotted funds authorized to the School under Section 5205 of P. L. 100-297, in determining an appropriate level of financial assistance for the School under the provisions of federal law or funding criteria; nor shall the Community take such investment or interest income into account in allocating any discretionary Gila River Indian Community grant to the School.

## ARTICLE VII

In the event of the dissolution of the Corporation, any assets remaining after the payment of creditors shall be distributed exclusively for one or more of the purposes of the Corporation or paid over to an organization or organizations exempt from taxation under section 501(c)(3) of the Internal Revenue Code of 1987, as amended, and the regulations promulgated thereunder. In no event shall the assets of the corporation be distributed to any Trustee or Officer of the Corporation, or any other individual or entity other than either the federal government and/or the Community, depending on the originating funding source.

Additionally, should the Community decide to retrocede the School's program or should the federal government initiate reassumption procedures, the School and the Board shall follow all requirements for retrocession and/or reassumption as outlined in 25 C.F.R. § 44.10(a)(5) and Subpart P of the implementing regulations for the Indian Self-Determination Act, as set forth in 25 C.F.R. Part 900 (25 C.F.R. § 900.241, et seq.).

## ARTICLE VIII

The President of the Board of Trustees is hereby appointed a lawful agent for and on behalf of the School to accept and acknowledge all necessary notices, process or processes in any action, suitor proceeding as may be brought against the School. Such service of process of notice, or the acceptance thereof by him or her endorsement thereon, shall have the same force and effect as if served upon the Board of Trustees.

## ARTICLE IX

This Charter may be amended or rescinded by the Community Council for stated cause, but no such action shall impair any then-existing valid contract of the School.

## ARTICLE X

Nothing in these Articles shall be construed as a waiver of sovereign immunity of the School, its Board, employees, or any other agents of the School to whom sovereign immunity extends. Nor shall these Articles be deemed as constituting a waiver of the sovereign immunity of the Gila River Indian Community, or any other instrumentality, subordinate organization, enterprise, employee, and/or agent of the Community to whom sovereign immunity extends.

GILA RIVER INDIAN COMMUNITY:

\_\_\_\_\_  
GOVERNOR

\_\_\_\_\_  
DATE

ATTEST:

\_\_\_\_\_  
COMMUNITY SECRETARY

SEAL