SEP 22 2020

WARM SPRINGS COMPOSITE BOARD OF DIRECTORS

1 POSITION – NON MEMBER - CLASS III

Section 1. General Powers. WSCP, subject to any restriction contained in the Constitution and laws of the United States, the Compact, or in the Corporate Charter, Constitution, Bylaws, Referendums, Ordinances and Regulations of the Tribe, or in this Plan of Operation, shall do and perform every act and thing whatsoever which it shall deem necessary, expedient or advisable to carry out the purposes and objectives of WSCP and the provisions of this Plan of Operation. Without limiting the generality of the foregoing, WSCP shall have the power to obtain capital from the Federal Government and from one or more responsible financial institutions or individuals or entities, and to negotiate and enter into security agreements with such financial institutions, individuals, entities and the Federal Government for repayment thereof; to negotiate and execute contracts for management services; to construct, or cause to be constructed, to purchase, or cause to be purchased, to equip, or cause to be equipped, and to operate, or cause to be operated, an industrial complex suitable to the manufacture and distribution of diatomaceous earth based products and related products. To exercise such further powers, not inconsistent with law, as may be necessary to the conduct of the business of WSCP. In the event the Board of Directors is uncertain as to any power of WSCP, it may seek the interpretation and guidance of the Council.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Initial Board of Directors. The business and affairs of WSCP shall be managed and controlled by a Board of Directors.

Section 2. Number. The Board of Directors shall consist of five directors. The number of directors of WSCP may be increased or decreased from time to time by amendment to this Plan of Operation. No decrease in the number of directors shall have the effect of shortening the term of office of any incumbent director. The Board of Directors shall, at all times, be comprised of a majority of tribal members.

Section 3. Classification and Term of Office. The Board of Directors shall be divided into three classes, designated Class I, Class II and Class III, as follows:

- Class III shall consist of one individual who is a Tribal member and one individual who is a nonmember, who are interested in the economic and social development of the Tribe and its membership and who possesses expertise in marketing, management, manufacturing, finance, banking or some other field which would benefit WSCP. **The Class III directors shall have an initial term in office expiring on December 31, 2022.**

After the expiration of the initial term of Class I, Class II and Class III directors, the term of office of each of said classes shall be three years from the expiration date of each class as set forth above, or until their successors are appointed and take office. Directors shall be eligible for reappointment.

Section 4. Appointment of Directors. Directors shall be appointed by council resolution.

Section 8. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly on the third Monday in the months of February, May, August and November for the purpose of reviewing the preceding three months' operations, making plans for the ensuing three months' operations, and the transaction of such other business as may come before the meeting. The first regular meeting in each fiscal year shall also be the annual meeting of the Board of Directors. At the annual meeting of the Board of Directors, the Board of Directors shall review the preceding year's operations, make plans for the ensuing year's operations, elect officers and transact such other business as may come before the meeting. The regular meetings shall be held at the time and place specified by the Chair of the Board in the notice of the meeting. If the day fixed for a regular meeting falls on a tribal holiday, or is otherwise inconvenient or unsatisfactory in the opinion of the Board of Directors, or the Chairman of the Board, the Board of Directors or the Chairman of the Board may fix another date in lieu of the regularly scheduled meeting date. The Secretary/Treasurer or duly authorized representative may be in attendance at all meetings as the Tribe's observer.

Section 11. Quorum. A majority of the directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of the Directors, provided that at least one director present be a tribal member.

Letters of interest & Resumes' of applicants interested in serving on the WSCP BOD, submit to the following address **NO LATER THAN MONDAY – OCTOBER 19, 2020**.

Michele Stacona, Secretary-Treasurer/CEO
P.O. Box 455
Warm Springs, OR 97761

Authorization letter may be picked up, or will be mailed to all applicants for a criminal and credit background check to be completed & returned to S/T's office. Information will be submitted confidentially to the S/T.