

**RESOLUTION TO AMEND ARTICLE I, ARTICLE II AND
ARTICLE V OF THE BY-LAWS OF THE
MASHPEE OLD INDIAN MEETING HOUSE AUTHORITY, INC.**

WHEREAS, the Mashpee Old Indian Meeting House Authority, Inc. (the “MOIMHA”) is a Massachusetts nonprofit corporation organized pursuant to Chapter 180 of the Massachusetts General Laws.

WHEREAS, the Board of Directors (the “Board”), after due consideration, has determined that it is in the best interests of the MOIMHA to amend and replace Article I of the By-Laws of the MOIMHA (the “By-Laws”) as follows:

“Article I. Membership. The Corporation shall have no Members.”

WHEREAS, the Board, after due consideration, has determined that it is in the best interests of the MOIMHA to amend and replace Article II of the By-Laws as follows:

“Article II. Board of Directors.

Section 1. The management of the Corporation shall be vested in the Board of Directors, and the Board of Directors shall conduct all business of the Corporation.

Section 2. The members of the Board of Directors shall be the members of the Mashpee Wampanoag Tribal Council (the “Tribal Council”), as provided in Article VI, Section 6 (c) of the Constitution of the Mashpee Wampanoag Tribe (the “Constitution”).

Section 3. The procedures and requirements of the Board for meetings, voting and otherwise conducting business shall be the same as those of the Tribal Council, as set forth in the Constitution or otherwise adopted or enacted by the Tribal Council.

Section 4. The Officers of the Board of Directors shall be as provided in Article VI, Section (c) of the Constitution.

Section 5. Any references in these By-Laws to the “Board of Trustees” or “Trustees” shall mean the Board of Directors.”

WHEREAS, the Board, after due consideration, has determined that it is in the best interests of the MOIMHA to amend and replace Article III of the By-Laws as follows:

“Article III. Officers. There shall be no Officers of the Corporation, except for the Officers of the Board of Directors, as provided in Article II, Section 4 above.”

WHEREAS, the Board, after due consideration, has determined that it is in the best interests of the MOIMHA to amend and replace Article V of the By-Laws as follows:

“Article V. Duties of Officers. There shall be no Officers of the Corporation, except for the Officers of the Board of Directors, as provided in Article II, Section 4 above. Officers of the Board of Directors shall have such duties as may be determined, from time to time, by the Board of Directors.”

WHEREAS, pursuant to the By-Laws, the By-Laws may be amended at any regular meeting of the MOIMHA, upon recommendation of the Trustees, by a two-thirds vote of the members of the Corporation who are present and voting, provided that due notice of such amendments has been previously given by the Secretary in the call for such meeting.

WHEREAS, pursuant to Chapter 180, Section 3 of the Massachusetts General Laws, if a corporation does not have members, any action required or permitted to be taken by members may be taken by the board of directors of such corporation.

WHEREAS, there are no members of the MOIMHA.

WHEREAS, Article IV of the Constitution of the Mashpee Wampanoag Tribe provides that the Board shall be comprised of the current members of the Mashpee Wampanoag Tribal Council.

WHEREAS, due notice of the proposed amendment has been previously given by the Clerk.

NOW, THEREFORE, BE IT RESOLVED, that, pursuant to the By-Laws and the Massachusetts General Laws, Article I, Article II, Article III and Article V of the By-Laws shall be amended as set forth above.

CERTIFICATION

I, the undersigned, as President of the Mashpee Old Indian Meeting House Authority, Inc. (the "MOIMHA"), hereby certify that at a duly called and convened regular meeting of the members of the MOIMHA, the foregoing Resolution was passed by those members present and voting by a vote of ___ **For**, ___ **Against**, and ___ **Abstentions**.

DATED this 11th day of May, 2011.

Cedric Cromwell, PRESIDENT
Mashpee Old Indian Meeting House Authority, Inc.

ATTEST:

Marie Stone, CLERK
Mashpee Old Indian Meeting House Authority, Inc.