

WAGANAKISING ODAWAK STATUTE 2004-08
Gaming Board of Directors Statute

SECTION I: PREAMBLE

A. Purpose

1. The Little Traverse Bay Bands of Odawa Indians (LTBB) seeks to promote the health and welfare of its members in a way that respects, preserves and protects Tribal traditions, values and culture. Economic development is necessary to promote the well being of the Tribe and its members. This Statute establishes a Gaming Board of Directors to develop policies and procedures for the orderly and efficient operation of the Tribe's Gaming Enterprises and to oversee their operation. The Board of Directors is charged with maximizing the economic efficiency of the Gaming Enterprises while respecting Tribal traditions, values and culture.

2. This Statute repeals and replaces Waganakising Odawak Statute 2000-02, as amended by Waganakising Statutes 2001-12. The Gaming Board of Directors appointed under this Statute shall assume all legal obligations, including contracts, leases and subleases of the Gaming Administration serving under Waganakising Odawak Statute 2000-02.

SECTION II: DEFINITIONS

A. General Provisions

When not inconsistent with the context, words used in the present tense include the future, words in the singular number include the plural number, words in the plural include words in the singular, and words in the masculine gender include the feminine gender. The word "shall" is always mandatory and not merely discretionary.

B. Enterprises

"Enterprises" means the commercial enterprises of the Tribe authorized to engage in Gaming, and all ancillary commercial activities within the building(s) and other improvements purchased or constructed for the conduct of Gaming.

C. Gaming

"Gaming" means any game classified as "Class II" or "Class III" under the Indian Gaming Regulatory Act of October 17, 1988.

D. Gaming Operations

"Gaming Operations" means all business operations directly related to the conduct of

Gaming.

E. Independent Auditor

“Independent Auditor” is the person or entity required under the LTBB Gaming Regulatory Statute, as amended.

F. Tribal Council

"Tribal Council" means the governing body of the Little Traverse Bay Bands of Odawa Indians.

G. Chief Financial Officer

“Chief Financial Officer” means the person employed by the Tribal Council to oversee all financial affairs of the Tribe.

SECTION III: COMPOSITION AND APPOINTMENT OF THE GAMING BOARD OF DIRECTORS

A. Composition and Function

The Gaming Board of Directors shall function as a Tribal Council entity with responsibility for carrying out the duties set out in this Statute. The Gaming Board of Directors shall consist of five (5) persons appointed by the Tribal Council who meet the eligibility requirements set out in subsection (B) of this section. The terms of the members of the Gaming Administration serving under Waganakising Odawak Statute 2000-02 shall expire upon appointment and swearing in of the Gaming Board of Directors under this Statute pursuant to subsection C of this section.

B. Eligibility

To serve on the Gaming Board of Directors a person must meet all of the following criteria:

1. A person must be an enrolled member of the Tribe at least twenty-one (21) years of age;
2. The appointee must be a person, who would qualify for licensing under the Tribe's Gaming Regulatory Ordinance;
3. No person can serve on the Gaming Board of Directors who is employed in Gaming operations of LTBB; another federally recognized Indian tribe, or any other facility or enterprise conducting Gaming;

4. No person can serve on the Gaming Board of Directors, who has been convicted of a felony in tribal, state or federal court within seven (7) years prior to the date of the appointment;

5. No person can serve on the Gaming Board of Directors who is employed by the LTBB Tribal government or is an elected official of LTBB.

C. Appointment and Term

The Gaming Board of Directors is appointed by and serves at the pleasure of the Tribal Council. Appointments are done by a simple majority of a quorum. Removing a member of the Board of Directors within six years (6) of appointment requires an affirmative vote of at least five (5) of the seven (7) members of Tribal Council, or seven (7) of nine (9) in the event the Tribal Council increases in size under a new constitution.

SECTION IV: POWERS, DUTIES AND FUNCTIONS OF GAMING BOARD OF DIRECTORS

A. Powers

The Gaming Board of Directors shall have the following powers in connection with the development, financing and oversight of the Enterprises:

1. To lease real property and structures, make improvements, and conduct maintenance, for the development and operation of the Enterprises;
2. To acquire, either directly or by lease, all equipment, furnishings, fixtures, machinery, hardware, software, supplies and other personal property as may be necessary for the development and operation of the Enterprises;
3. To borrow funds for improvements, for the construction and/or renovation of such improvements or for the acquisition of such personal property as may be necessary for the development and operation of the Enterprises and to repay such funds, including to execute appropriate notes, leasehold or other mortgages, security agreements or other financing agreements as may be necessary to evidence the intent to repay such funds;
4. To employ a general manager of the Enterprises;
5. To employ an executive assistant;
6. When entering into contracts for up to \$750,000 pursuant to the powers enumerated in this section, the Gaming Board of Directors is authorized to waive its common law immunity to suit in the Tribal Court of the Little Traverse Bay Bands of Odawa Indians, including the enforcement of Arbitration, to the specific limited extent

specified in the contracts it negotiates that are essential to the operation of the Enterprises.

B. Duties

The Gaming Board of Directors shall have the authority and responsibility for developing, reviewing and approving policies and procedures for the orderly and efficient operation, management and maintenance of the Enterprises, including, but not limited to, the following:

1. Human resources and personnel management;
2. Bingo and other Class II Gaming operations;
3. Class III Gaming operations;
4. Preparation of annual budgeting and operating plan in conjunction with the General Manager and the Tribe's Chief Financial Officer;
5. Food and beverage service;
6. Marketing;
7. Security;
8. Entertainment;
9. Cash Management, which includes an annual plan for profit distributions to the Tribal government;
10. Maintenance; and
11. Transportation.

C. Functions

1. **Standards.** In developing, reviewing and approving general policies and procedures for the operation, management and maintenance of the Enterprises, the Gaming Board of Directors shall ensure that such policies and procedures are in accordance with the LTBB Constitution, Generally Accepted Accounting Principles, generally accepted business principles, minimum internal control standards, and are commercially reasonable while respecting Tribal traditions, values and culture.

2. **Implementation.** The policies and procedures developed by the Gaming Board of Directors will be implemented through the general manager employed by the Board of

Directors. The Gaming Board of Directors will not be involved in the day-to-day management and supervision of the Enterprises but will review and evaluate the performance of the general manager and the overall performance of the Enterprises.

3. Reporting

a. The Gaming Board of Directors shall prepare, at a minimum, a quarterly management, discussion and analysis report for the Tribal Council, which shall include, but not be limited to, the quarterly financial report as prepared by the accounting department, along with a management discussion and analysis of the financial information. The operational plan shall be updated each quarter. The financial report shall include projected net revenues for not less than six (6) months in advance based on management's operational plan. The report should also include information regarding the number of employees, employee turn over, number of members employed, number of members employed in management, requests for new development and or capital projects and any other information the Gaming Board of Directors feels is appropriate. These quarterly reports must be submitted to the Tribal Council within thirty~~30~~ (30) days after the end of each quarter.

b. The Tribal Council shall appoint the Independent Auditor to perform the annual independent financial audit and internal control audit required by the LTBB Gaming Regulatory Statute, the expense of which will be billed to the Enterprise. The Independent Auditor will present the audit report to the Tribal Council, the Gaming Board of Directors and the Gaming Regulatory Commission.

4. Bank Accounts. Upon notification of the Tribe's Chief Financial Officer the Gaming Board of Directors shall have the authority, by adopting resolution, to establish and maintain such bank accounts as may be necessary or convenient for the operation of the Enterprises.

5. Budget. Each year the Gaming Board of Directors in consultation with the Tribe's Chief Financial Officer, the gaming accounting department and the general manager shall adopt an annual budget and operating plan. The budget and operating plan will be provided to the Tribal Council. All expenses of the Gaming Board of Directors shall be kept in a separate budget approved by the Tribal Council.

6. The Tribe's Chief Financial Officer shall oversee and manage the accounting, finance, cage, credit and cash management of the casino through the casino controller and other directors and managers as appropriate. The cost of these departments shall be covered within the Enterprise budget and operating plans.

SECTION V: MEETINGS AND PROCEDURES

A. Meetings

The Gaming Board of Directors shall meet at least monthly and as often as circumstances warrant. The Gaming Board of Directors shall make an annual report available to Tribal members at the annual Tribal Community meeting. The Gaming Board of Directors may meet in executive session as necessary to protect proprietary and other business related information. Notice of Gaming Board of Directors meetings shall be by forty-eight (48)(48) hours written notice in advance to all Gaming Board of Directors members. Provided, in the event of an emergency, business may be conducted by telephone conference call and any action taken on such call shall be recorded in the minutes of the next regularly scheduled Board of Directors meeting. Diligent efforts shall be made to notify each Board of Directors member of the planned teleconference.

B. Quorum

A quorum of the Gaming Board of Directors shall consist of a majority of the sitting members.

SECTION VI: TRIBAL COUNCIL OVERSIGHT OF GAMING BOARD OF DIRECTORS

A. The Tribal Council may review all action taken by the Gaming Board of Directors and may revoke or amend any such action.

B. In the absence of appropriate and timely action of the Gaming Board of Directors, the Tribal Council may adopt appropriate policies and procedures and take any other action necessary to promote the effective operation of the Tribe's Gaming Enterprises.

C. Tribal Council shall set the level of compensation for the Gaming Board of Directors.

SECTION VII: EMPLOYMENT WITH TRIBAL GAMING ENTERPRISES

A member of the Gaming Board of Directors shall not be employed in any position with the Tribal Gaming Enterprises for a period of forty-five (45) days, after leaving the Board of Directors.

SECTION VIII: NEPOTISM

A. Two (2) or more members of the same immediate family shall not serve on the Gaming Board of Directors at the same time. Further, a person shall not serve on the Board of Directors if the general manager is an immediate family member. For purposes of this section immediate family means husband, wife, son, daughter, step-son, step-daughter, father, step-father, father-in-law, mother, step-mother, mother-in-law, brother, step-brother, brother-in-law, sister, step-sister,

sister-in-law, child, step-child or a person whose relationship with the tribal member is similar to that of persons who are related by blood or marriage.

B. No Gaming Board of Directors member may participate in making any decision that involves a personal or financial interest of the Board member or a member of his or her immediate family unless such interest is held in common with the Tribe and its members.

SECTION IX: SAVINGS CLAUSE

In the event that any phrase, provision, part, paragraph, subsection or section of this ordinance is found by a court of competent jurisdiction to violate the Constitution, laws or ordinances of the Little Traverse Bay Bands of Odawa Indians, such phrase, provision, paragraph, subsection or section shall be considered to stand alone and to be deleted from this ordinance, the entirety of the balance of the ordinance to remain in full and binding force and effect.

SECTION X: EFFECTIVE DATE

This Statute shall take effect thirty days (30) from the date of enactment.

CERTIFICATION

As Tribal Chairman and Tribal Secretary, we certify that this Statute was duly enacted by the Tribal Council of the Little Traverse Bay Bands of Odawa Indians at a regular meeting of the Tribal Council held on November 21, 2004, at which a quorum was present, by a vote of 6 in favor, 1 opposed, 0 abstentions, and 0 absent as recorded by this roll call:

| | In Favor | Opposed | Abstained | Absent |
|----------------------|-------------------|-------------------|-------------------|-------------------|
| Frank Ettawageshik | <u> x </u> | <u> </u> | <u> </u> | <u> </u> |
| Beatrice Law | <u> x </u> | <u> </u> | <u> </u> | <u> </u> |
| Alice Yellowbank | <u> x </u> | <u> </u> | <u> </u> | <u> </u> |
| Dexter McNamara | <u> x </u> | <u> </u> | <u> </u> | <u> </u> |
| Fred Harrington, Jr. | <u> x </u> | <u> </u> | <u> </u> | <u> </u> |
| Rita Shananaquet | <u> </u> | <u> x </u> | <u> </u> | <u> </u> |
| Regina Gasco Bentley | <u> x </u> | <u> </u> | <u> </u> | <u> </u> |

Date: November 21, 2004

Frank Ettawageshik, Tribal Chairman

Dexter McNamara, Tribal Secretary