

Ziibimijwang, Inc., By Laws

Article I. Name

The name of the organization is Ziibimijwang, Incorporated, which is a Charter Corporation 100% owned and controlled by the Little Traverse Bay Bands of Odawa Indians as established by Waganakising Odawak Statute 2014-005 Ziibimijwang Corporate Charter as defined by Waganakising Odawa Tribal Corporation 12.116(b) pursuant to its inherent sovereign authority and Part Two of the Comprehensive Business Codes of the Little Traverse Bay Bands of Odawa Indians (WOTC 12.114 *et seq.*)

Article II. Purpose

The purpose of the Corporation is to manage the Ziibimijwang, Inc., as provided by WOS 2015-005 as a self-sustaining non-profit entity and to provide for the health and welfare of the tribal Community through the use of sustainable farming with emphasis toward organic foods, providing for exercising treaty rights of hunting, fishing and gathering, agricultural activities, caring for livestock, and other activities that promote nutrition, fitness and wellbeing.

Article III. Board of Directors

Section 1. Board role, size and compensation: The board is responsible for overall policy and direction of the corporation. The board may delegate certain responsibilities, or hire outside persons on a contractual basis as needed and funds allow. The board shall consist of five to seven persons, of which at least three shall be LTBB citizens, and who meet the eligibility requirements set out by Tribal Council. Board members may apply for mileage reimbursement for any travel over 15 miles one way. Stipends for attending board activities shall amount to no more than the amount approved by Tribal Council within a given month for eligible board members. A board member attending a meeting by telephone or other means by which all persons participating in the meeting may hear each other shall be eligible for a stipend. Eligible boards members shall be defined as board members that attend at least one regular meeting, special meeting, or event in a capacity as representative of the board as authorized by majority vote of the board.

Section 2. Board Terms and Selection: All board members shall only be appointed by the Tribal Council to either a 2 or 4 year term. Two members will be appointed to 2 year terms while 3 members will be appointed to 4 year terms. Six months prior to the ending of the term of a board member, that member shall be asked by the board to declare their intent to be reappointed to another term. If the incumbent(s) decline to seek reappointment then the board shall solicit the LTBB Community for interested persons to nominate to the Tribal Council for consideration to fill the expiring term(s). There are no term limits for board members. The Corporate Charter outlines these details and changes to the Charter shall be reflected in this section

Section 3. Meetings and Notices: The board shall meet once a month at a time and place determined at the previous board meeting. Any change to the date and time of official board meetings requires that each board member have a written or telephone call notice or email notice at least 72 hours in advance. A member of the board may participate in a meeting by telephone or other means by which all persons participating in the meeting may hear each other and shall be counted for quorum purposes The secretary or their designee shall make notice to the LTBB public of meeting dates, times and locations for all regular and special meetings and functions and shall have them placed on the tribal calendar or

the LTBB Newsletter or website. All meetings shall be open to Tribal Citizens. The board may enter into executive session during a meeting to discuss confidential matters as defined by the Open Meetings Statute and attendance by non-Board members during executive session shall be at the discretion of the Board.

Section IV. Board Quorum and Action: Meetings shall operate in accordance with approved Board rules. A quorum is achieved by a majority (i.e. 3 of 5 or 4 of 6 or 4 of 7) of the board members present for business transactions to take place and for a motion to pass. The board may only act by majority vote (e.g. 3 of 5, 4 of 6) at regularly scheduled meetings, special meetings, or via remote poll (phone, email, etc).

Section V. Officers and Duties: There shall be four officers of the Board, consisting of a Chairperson, Vice-Chairperson, Secretary, and Treasurer. Officers have duties and responsibilities above and beyond regular board members. Officer elections are held during the January meeting of odd years. To be elected to an officer position, a board member must be nominated by another board member, accept the nomination, and received an affirmative majority vote. Should an officer resign, be removed, or become otherwise unable to perform their duties, the Board shall hold an election for that position at the next regularly scheduled meeting. All officers shall serve on at least one of the corporations standing committees and attend all special meetings of the board.

The Chairperson is generally viewed as the position with the most responsibility for Ziibimijwang Inc. The Chair convenes regularly scheduled and special meetings of the board, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: vice chair, secretary, and treasurer. The chair ensures that activities of Ziibimijwang Inc are consistent with the Corporate Charter, bylaws, Tribal law, and other applicable policy. The chair acts to achieve consensus and ensure issues are discussed and addressed in a timely and efficient manner. The chair assures that an annual audit, quarterly reports, and all activities are provided to the Tribal Council in accordance to the corporate charter and statute that created the corporation. The chair ensures the duties of other board officers are accomplished if they should be absent, unavailable, or unable. The chair or their designee reports to membership at the annual community meeting. The Chair serves as ex-officio member of all committees though does not have voting authority unless serving as an official committee member. Finally, the chair acts as spokesman to the press, public, legislative bodies, and other related organizations

The Vice-Chairperson shall chair committees on special subjects as designated by the board that are not specifically delegated to other board members and/or officers. The vice chair shall assume the responsibilities of chair if/when they are unable to complete their duties.

The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained and available upon request of any Board Member, Tribal Council member or tribal member. In addition the secretary performs roll call at all board meetings, notes applicability of governing documents during meetings, maintains and organizes Ziibimijwang Policy, and oversees election of officers as outline in the corporations bylaws.

The Treasurer provides the board with insight and knowledge of financial plans, controls, and results of Ziibimijwang Inc. and its subsidiaries. The treasurer shall chair any financial committees, assist in the preparation of the budget, help develop fund-raising plans, and make financial information available to the board members and Tribal Citizens. The Treasurer will also assist the chairperson with the preparation of financial reporting and other requirements to the United States Internal Revenue Service and the LTBB Tribal Council. The treasurer shall also provide access to the board's finances to an outside auditor for an annual audit. The treasurer shall also ensure that expenditures are allowable and report to the board any expenditures that are not consistent with applicable rules and approvals set forth in this and other guiding documents. The fiscal year for the board is from January 1st to December 31st of each calendar year. The treasurer annually reviews Ziibimijwang Inc. internal control policies and makes recommendations to the board of necessary changes to maintain integrity and accountability.

Section VI. Vacancies: When a vacancy on the board exists mid-term, the secretary or the chairperson must notify the Tribal Council and Tribal Executive office of the vacancy. The Board is encouraged to solicit for letters of interest or nominations for the vacancy to be submitted to the Tribal Executive Office.

Section VII. Resignations, Termination and Absences: Resignations from the board must be in writing and received by either the secretary or the chairperson. A board member may be involuntarily removed during their term from the board for one or more of the reasons as outlined in Article XII of the Corporate Charter and by an affirmative vote of three-fourths (3/4) or more of the board.

Section XIII. Special Meetings, Emergency Meetings and Phone Polls: Special meetings of the board shall be called upon the request of a quorum of the board. Notices of special meetings shall be sent out by the secretary to each board member at least 3 days in advance when possible. Emergency meetings for the purposes of discussing one subject can be called with 24 hour notice via request of the chair, or one-third or more of the board. Special and emergency meetings may be conducted in accordance with the approved Ziibimijwang meeting policy. Phone Polls may be conducted in accordance with the board approved Phone Poll Policy.

Section IX. Prohibited Activities: The Corporation

1. Must refrain from participating in the political campaigns of candidates for tribal, local, state or federal office, but may participate in single issue campaigns are allowed provided it is approved by the board
2. Must restrict its lobbying activities to an insubstantial part of its total activities;
3. Must ensure that its earnings do not inure to the benefit of any private individual;
4. Must not operate for the benefit of private interests such as those of its members or their family members, or any persons controlled by such interests;
5. Must not operate for the primary purpose of conducting a trade or business that is not related to its purpose; and
6. May not have purposes or activities that are illegal or violate fundamental public policy.

Article IV. Committees

Committee formation: Committee members are approved by the Board. The chairperson of a committee shall be appointed by the Board Chair. Standing committees include: Marketing, Site,

Finance, and Governance. Committees must be composed of at least one board member and may be composed of experts, members of the public, employees, and others so long as they have valuable input pertaining to the role on the committees. Committees must have a clear role established at their creation.

The Marketing Committee shall develop recommendations to the Board for sales, promotions, logos, events, and other revenue creating activities.

The Site Committee shall develop recommendations to the Board for the use(s) and development(s) of properties under the management by Ziibimijwang Inc.

The Finance committee shall make recommendations to the board regarding grant acquisition, donations, investments, loans, and shall review revenue and expenditure of the corporation.

The Governance Committee shall periodically review the bylaws, develop policy, review contracts and ensure legal review by LTBB legal department, develop position descriptions, and other human resources related items and make recommendations to the Ziibimijwang Board.

The board may create ad-hoc committees such as fund raising, public relations and others as needed.

Article V. Registered Agent

The corporation's registered agent is the Chairperson of the board of Ziibimijwang, Inc.

Article VI. Signing Authority

No board member or staff have the authority to sign any document without the approval of the board. The board may, by majority vote, designate signing authority to one or more board members or staff. Any signing authority shall be approved by motion and be well defined and limited to a specific activity.

Article VII. Financial Decisions

No board member or staff have the authority to incur any liability for the board or the corporation without the approval of the board. The board may, by majority vote, designate authority or responsibility to a board member to one or more board members or staff to conduct financial transactions on behalf of the board or corporation. Any financial authority shall be approved by motion and be well defined and limited to a specific activity and be in accordance with the Ziibimijwang Charter

Financial decisions include agreements with other entities, incurring liabilities, personnel actions (raises, hiring, firing), and other actions or decisions that impact the corporation or its board.

Article VIII. Intellectual Property

All original concepts, designs, ideas, processes, proprietary information, or other products created or used by Board Members and staff in pursuit of the goals of Ziibimijwang Inc. are the property of Ziibimijwang Inc.

Article IX. Code of Conduct

Ziibimijwang Inc. shall follow Little Traverse Bay Bands of Odawa Indians constitutionally mandated rules of conduct for Officials of Tribal Government

The board shall designate through majority vote board member(s) to serve as the “point of contact” between the board and employees of its entities. Actions, directions, and the bulk of board communications with its employees of a given entity shall occur primarily through the “point of contact” or their designee. Point of contacts shall be reasonably available and respond in a timely fashion to both the board and the employees of the entity to answer questions, address issues, and transfer information. Other non-designated board members may assist employees and entities but should route communications and directives through the point of contact only.

Article X. Amendments

These by-laws may be adopted and amended when needed by a two-thirds or more vote of the board. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements. The corporation shall provide notice specifying the wording and purpose of the amendment to the LTBB Tribal Council and the LTBB Tribal public at least 3 days before any meeting at which an amendment is to be voted on. These notices shall be published in the LTBB newsletter and website.

These Bylaws were adopted by Ziibimijwang Inc. on September 6th, 2018

 _____	<u>9/7/2018</u> _____
Joseph VanAlstine, Chairman, Ziibimijwang Inc.	Date
 _____	<u>9/11/2018</u> _____
Kevin Donner, Secretary, Ziibimijwang Inc.	Date