

WAGANAKISING ODAWAK STATUTE 2010-021
Gaming Delegation and Authority Statute

SECTION I. REPEALS AND REPLACES

This Statute repeals and replaces any previous Gaming Board of Directors Statute including Waganakising Odawak Statute Gaming Delegation and Authority Statute 2009-012, WOS 2004-08, WOS 2001-12, as amended by WOS 2000-02.

SECTION II. PURPOSE

This Statute creates the Gaming Authority as a subordinate Tribal entity in accordance with Article VII D (24), to provide for the delegation of management responsibilities.

SECTION III. DEFINITIONS

- A. *“Authority”* means the subordinate Tribal entity created by Tribal Council as a Tribal Council Committee.
- B. *“Authority Member”* means a person appointed to the Authority.
- C. *“Business Plan”* means a plan written for the operations of the Casino for a designated timeframe that includes goals, measurable objectives, strategies, tactics, person assigned to the task and timelines.
- D. *“Chief Financial Officer”* or *“CFO”* means the person employed as the Chief Financial Officer of the LTBB Government.
- E. *“Director of Finance”* means the person employed by the Enterprises who reports to the Authority to oversee all financial affairs of the Enterprises.

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- F.** “*Enterprises*” means the Odawa Casino Resort and ancillary enterprises and activities and other tribally owned enterprises or businesses related to gaming.
- G.** “*Executive Branch*” means the Executive Branch of the Little Traverse Bay Bands of Odawa Indians.
- H.** “*Gaming*” means any game classified as "Class II" or "Class III" under the Indian Gaming Regulatory Act of October 17, 1988 and or future amendments.
- I.** “*Gaming Operations*” or “*Operations*” means all business operations directly related to the conduct of the Enterprises.
- J.** “*General Manager*” means the person or persons hired to manage and oversee the day-to-day operations of the Enterprises.
- K.** “*Independent Auditor*” is the person or entity required under the LTBB Gaming Regulatory Statute, as amended.
- L.** “*LTBB*” or “*Tribe*” means Little Traverse Bay Bands of Odawa Indians.
- M.** “*Tribal Council*” means the Legislative Branch of the Little Traverse Bay Bands of Odawa Indians.

SECTION IV. CREATING THE GAMING AUTHORITY

The Authority is a Committee of Tribal Council and is hereby created as a subordinate Tribal Entity and the Tribal Council delegates such management responsibilities to the authority as set forth in this Statute.

SECTION V. TRIBAL COUNCIL DELEGATION

In accordance with the Tribal Constitution, Tribal Council delegates the management of the Enterprises to the Authority as a Committee of Tribal Council as set forth in this Statute.

SECTION VI. COMPOSITION, ELIGIBILITY AND APPOINTMENT

A. The Authority shall consist of three Tribal Council members appointed by the Tribal Council who meet the eligibility requirements set out in subsection (B) of this section.

B. To serve on the Authority a person must meet all of the following criteria:

- 1.** The appointee must be licensed under the Tribe's Gaming Regulatory Statute;
- 2.** No person can serve on the Authority who is employed by the Enterprises or any other facility or enterprise conducting Gaming, or any other Federally Recognized Indian Tribe;

C. Appointments

- 1.** Members of the Authority are appointed by a majority vote of Tribal Council for a two (2) year term provided that they are serving in their official capacity on Tribal Council.
- 2.** The Committee Chair shall be decided amongst the members of the Committee.
- 3.** Any Authority Member may resign at any time by delivering a written notice of resignation to the Chairperson of the Authority.
- 4.** Authority members may be removed by a majority vote of Tribal Council.

SECTION VII. DUTIES AND AUTHORITY

A. Duties

The Authority shall have the following duties in connection with the Enterprises:

1. To employ a General Manager.
2. To employ such necessary staff, legal counsel and/or consultants to carry out Authority functions.
3. To approve policies, procedures, plans and budgets for an orderly and efficient running of the operations; this may include the following:
 - i. Human Resources policies
 - ii. Annual Enterprises Business plan
 - iii. Annual operating budget
 - iv. Distribution of annual services payments to the Tribal Government

B. Authority

1. The Authority shall hire, review, evaluate and may terminate the General Manager.
2. The Authority shall monitor compliance of the approved policy and procedures through the General Manager.
3. The Authority shall adopt meeting policies and other such policies for Authority business and office staff, provided that such policies are in accordance with this statute and approved by the Authority.
4. The Authority shall adhere to the Constitutionally Mandated Rules of Conduct for

Officials of Tribal Government that are approved by Tribal Council and any other subsequent Rules, as may apply.

5. The Authority shall adhere to the Tribal Minimal Internal Control Standards (TMICS) and all other applicable Statutes and laws.

6. The Authority shall adhere to all Policies or Procedures approved by the Authority.

7. The Authority shall not be involved in the day-to-day management of the operations. All management of the enterprises will be conducted via the General Manager.

SECTION VIII. REPORTING REQUIREMENTS

A. The Authority shall provide to Tribal Council, a monthly report that contains all financials of the Enterprises including discussion and analysis. The Authority shall provide this report to the Tribal Council by the second Tribal Council meeting of each month.

B. The Authority shall provide to Tribal Council, a quarterly report that contains an updated on the Business Plan, projected net revenues, profit and loss revenues and Earnings before Interest Taxes, Depreciation and Amortization (EBITDA) for not less than three (3) months in advance based on the Business Plan. This report shall also include, the number of employees, employee turn-over rate, number of Tribal Citizens, Other Natives and non-Natives employed, number of Tribal Citizens, Other Natives and non-Natives employed in management, requests for new development and/or capital projects and any other relevant information.

C. The Tribal Council shall appoint an independent auditor to conduct the annual financial statement audit and minimum internal control testing as required by 25 C.F.R. §§ 522.4 and 571.12 and any other applicable or successor Federal regulations. The Authority shall have a right to receive a copy of the annual audit.

D. On a quarterly basis or upon request of Tribal Council, the Authority and General Manager shall meet with the Tribal Council and provide an update on operations.

E. Authority records shall be open to Tribal Citizens except in matters of confidentiality as defined by Tribal statute.

SECTION IX. FINANCING, BANK ACCOUNTS AND BUDGETS

A. Each year the Authority shall present an annual budget of the Authority, which shall include all projected expenses of the Authority to Tribal Council for approval.

B. The Authority is not authorized to incur any financial obligation or liability, other than what is within the Authority's approved budget, without prior approval by the Tribal Council.

C. The Authority shall have the authority to establish and maintain bank accounts as may be necessary for the operations of the Enterprises.

D. The Director of Finance shall oversee and manage the accounting, finance, cage, count, credit, and cash management of the Enterprises and other directors and managers as appropriate. The Director of Finance shall report directly to the Authority and shall make all Enterprises financial records available to the General Manager, Tribe's Chief Financial Officer (CFO) and Tribal Council.

SECTION X. MEETINGS

A. The Authority shall hold a meeting or work-session at least once a month.

B. The Authority shall develop meeting and work-session policies and procedures.

C. Authority meetings shall be open to Tribal Citizens. Closed session may be held only for the purposes of personnel, litigation, confidential business or legal matters, or other matters that raise significant privacy or confidentiality concerns.

D. Notice of meetings or work-session shall be posted forty-eight (48) hours in advance.

E. Authority business that requires immediate attention may be conducted by a telephone conference call. Any action taken on such call shall be recorded in the minutes of the next regularly scheduled meeting. The Authority Secretary or designee shall attempt to notify each of the Authority members of the conference call by any practical means including telephone, fax, e-mail or in person and must certify that an attempt was made to contact each Authority member. No compensation will be paid for telephone conference calls.

F. Emergency meetings may only be called when immediate action is necessary for the preservation or promotion of essential interests of the Tribe or the Enterprises. The emergency action taken must be ratified at the next regular meeting of the Authority, and the minutes must state the reason such emergency action was necessary.

G. A quorum for a Authority meeting shall consist of a majority of the sitting Authority members. A meeting may not be called to order without a quorum present and no official business shall be conducted without a quorum.

H. A work-session does not require a quorum. No official action shall be taken at a work-session. Work-session shall remain open and shall not include a closed session.

SECTION XI. COMPENSATION

The Authority members shall be compensated, subject to the availability of funds, in accordance with the Tribal Council's Stipend Policy for attendance at Committee meetings that are scheduled in advance and posted.

SECTION XII. EMPLOYMENT WITH TRIBAL ENTERPRISES

A member of the Authority shall not be employed in any capacity with the Enterprises for a period of forty-five (45) days, after leaving the Authority.

SECTION XIII. FAMILY RELATIONS

A. For Purposes of this Statute, two (2) or more members of the same immediate family shall not serve on the Authority at the same time. Further, a person shall not serve on the Authority if the General Manager, Director of Finance, Internal Auditor, Tribal Chairperson or Vice-Chairperson 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 Authority member is similar to that of persons who are related by blood or marriage.

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

SECTION XIV. GAMING PROHIBITION

No member of the Authority shall be allowed to participate in any gaming activity at the enterprise.

SECTION XV. SAVINGS CLAUSE

In the event that any phrase, provision, part, paragraph, subsection or section of this statute 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, part, paragraph, subsection

or section shall be considered to stand alone and to be deleted from this statute, the entirety of the balance of the statute to remain in full and binding force and effect.

SECTION XVI. EFFECTIVE DATE

Effective upon signature of the Executive or 30 days from Tribal Council approval which ever comes first or if the Executive vetoes the legislation, then upon Tribal Council override of the veto.

CERTIFICATION

As the Tribal Council Legislative Leader and Tribal Council Secretary, we certify that this Statute was duly passed by the Tribal Council of the Little Traverse Bay Bands of Odawa Indians at a regular meeting of the Tribal Council held on December 19, 2010 at which a quorum was present, by a vote of 4 in favor, 2 opposed, 1 abstentions, and 2 absent as recorded by this roll call:

	In Favor	Opposed	Abstained	Absent
Marvin Mulholland	X			
Belinda Bardwell				X
Melvin L. Kiogima				X
Gerald V. Chingwa	X			
Rita Shananaquet	X			
Aaron Otto		X		
John Bott			X	
Regina Gasco Bentley		X		
Julie Shananaquet	X			

Date: 12-19-10 Julie Shananaquet
Julie A. Shananaquet, Legislative Leader

Date: 12-19-10 Regina Gasco Bentley
Regina Gasco Bentley, Secretary

Received by the Executive Office on 12-20-10 by Ron Flynn

Pursuant to Article VII, Section D, Subsection 1 of the Little Traverse Bay Bands of Odawa Indians Constitution adopted on February 1, 2005 the Executive concurs in this action of the Tribal Council.

Date: 12-20-10 Ken Harrington
Ken Harrington, Tribal Chairperson