LEG-366 sponsored by Councilor Fred Harrington, Jr.

LITTLE TRAVERSE BAY BANDS OF ODAWA INDIANS
ODAWA ECONOMIC AFFAIRS HOLDING, INC.
CONSOLIDATED CHARTER AND BYLAWS

PREAMBLE AND AUTHORITY

Odawa Economic Affairs Holding, Inc. ("Corporation") is hereby organized, incorporated, and governed as a wholly owned Tribal corporation of the Little Traverse Bay Bands of Odawa Indians ("LTBB" or "Tribe") pursuant to the inherent sovereign authority of the Tribe, the LTBB Constitution, and the Little Traverse Bay Bands of Odawa Indians Corporations Code, as amended from time to time.

This document consolidates the Corporation's **Charter (Articles of Incorporation)** and **Bylaws** into a single governing instrument. All amendments to this Charter and Bylaws shall require **approval of Tribal Council**.

PART I — CHARTER (ARTICLES OF INCORPORATION)

ARTICLE I: NAME, PRINCIPAL OFFICE, AND REGISTERED AGENT

Name. Odawa Economic Affairs Holding, Inc.

Principal Office. 7500 Odawa Circle, Harbor Springs, Michigan 49740, or such other location within the Tribe's territorial jurisdiction as approved by Tribal Council.

Registered Agent. As designated by Tribal Council pursuant to applicable Tribal law.

ARTICLE II: OWNERSHIP AND NON-ISSUANCE OF SHARES

The Corporation is one hundred percent (100%) owned and controlled by the Little Traverse Bay Bands of Odawa Indians. No corporate shares shall be issued. Ownership of the Corporation is inalienable.

ARTICLE III: PURPOSE

The purpose of the Corporation is to transact any and all lawful business authorized under the LTBB Corporations Code and applicable Tribal law, in furtherance of activities authorized by the Odawa Economic Affairs Holding Corporation Statute.

The Corporation shall serve as the Tribe's **non-gaming economic development holding company**, providing strategic oversight and coordination for designated Tribally chartered corporations, limited liability companies, joint ventures, and investments. The Corporation shall not engage in gaming activities except as expressly authorized by Tribal Council.

ARTICLE IV: RELATION TO THE TRIBE

The Corporation is a governmental instrumentality of the Tribe, with an autonomous existence separate and distinct from the Tribe.

For purposes of civil jurisdiction, regulatory jurisdiction, insurance, and taxation, the Corporation shall be deemed a subordinate arm of the Tribe and shall be entitled to all privileges and immunities of the Tribe.

The Corporation shall have no regulatory or legislative authority. All such governmental powers are expressly reserved to the Tribe.

ARTICLE V: ASSETS

The Corporation may hold only those assets formally assigned or leased to it by Tribal Council, together with assets acquired in accordance with this Charter and applicable law. No indebtedness or obligation of the Corporation shall encumber unassigned Tribal assets.

ARTICLE VI: CORPORATE MANAGEMENT

The Corporation shall be managed by a Board of Directors and shall not elect to operate without a Board of Directors.

The Board of Directors is vested with all corporate powers, subject to this Charter, these Bylaws, Tribal law, and oversight by Tribal Council.

ARTICLE VII: CORPORATE POWERS

The Corporation shall have all powers granted to Tribal corporations under applicable Tribal law governing Tribal corporations, subject to limitations expressly set forth in this Charter and applicable Tribal law.

ARTICLE VIII: SOVEREIGN IMMUNITY

The Corporation possesses the sovereign immunity of the Tribe. Any waiver of the Corporation's sovereign immunity must be expressly authorized by Tribal Council by resolution and shall be limited in scope, duration, and assets exposed, consistent with applicable Tribal law governing sovereign immunity.

ARTICLE IX: DURATION AND DISSOLUTION

The Corporation shall continue in perpetuity unless dissolved by majority vote of Tribal Council or by order of the Tribal Court exercising lawful jurisdiction. Dissolution and disposition of assets shall be governed by applicable Tribal law.

ARTICLE X: REPORTING AND AUDIT REQUIREMENTS

The Corporation shall comply with all reporting, accounting, and audit requirements imposed by applicable Tribal law, including Tribally Acceptable Accounting Practices, as amended from time to time.

PART II — BYLAWS

ARTICLE XI: Vision.

Guided by Amik's teachings of preparation, responsibility, and care for the next generation, the Vision of the Corporation is to build a unified, resilient, and sovereign Tribal economy by providing strong governance, strategic oversight, and professional support to the Tribe's non-gaming enterprises, for the benefit of the Little Traverse Bay Bands of Odawa Indians and its next seven generations.

ARTICLE XII: DEFINITIONS

For purposes of this Charter and Bylaws, the following terms shall have the meanings set forth below. Any capitalized term not defined herein shall have the meaning assigned under the Little Traverse Bay Bands of Odawa Indians Constitution or **Title 12 of the Way of the Council Laws, Corporations Code, as amended from time to time**.

a. **"Board of Directors" or "Board"** means the Board of Directors of Odawa Economic Affairs Holding, Inc., as established under this Charter and Bylaws.

b. **"Charter and Bylaws"** means this Consolidated Charter and Bylaws of Odawa Economic Affairs Holding, Inc., as adopted and amended by Tribal Council.
c. **"Corporation"** means Odawa Economic Affairs Holding, Inc., a wholly owned Tribal corporation of the Little Traverse Bay Bands of Odawa Indians.
d. **"Tribal Council" or "Council"** means the elected governing body of the Little Traverse Bay Bands of Odawa Indians, exercising authority under the Tribal Constitution.
e. **"Tribe" or "LTBB"** means the Little Traverse Bay Bands of Odawa Indians.

ARTICLE XIII: BOARD OF DIRECTORS

Section 1. Composition and Appointment
The Board shall consist of three (3) to five (5) Tribal Citizens nominated by the Tribal Chair and approved by Tribal Council for staggered terms of four (4) years. Each Board member shall serve for the term appointed and thereafter until a successor is duly appointed and qualified, unless earlier removed or the member resigns.
Section 2. Eligibility
Board members must: - Be an LTBB Tribal Citizen; - Be at least eighteen (18) years of age; - Not have been convicted of a felony within the past seven (7) years, unless vacated or overturned; - Not be an immediate family member of another Board member; and shall possess demonstrated experience in business, finance, accounting, governance, or related fields.
Section 3. Removal and Insulation from Political Shifts
Board members may be removed prior to the expiration of their term only for cause and only by majority vote of Tribal Council.
Section 4. Board Membership Records and Effect of Omission
The identity of current Board members shall be established by Tribal Council appointment resolution and maintained in the official records of the Tribe. Inclusion or omission of names in any document shall not affect the validity of Board actions.
Third parties may rely conclusively on certifications issued by the Tribe regarding the incumbency of Board members.

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ARTICLE XIV: OFFICERS AND OPERATIONS

The Board shall adopt policies governing officers, meetings, quorum, ethics, conflicts of interest, fiduciary duties, and operational procedures consistent with this Charter, these Bylaws, and Tribal law.

ARTICLE XV: DISTRIBUTIONS AND FINANCIAL MANAGEMENT

The Corporation shall make distributions to the Tribe in accordance with Tribally Acceptable Accounting Practices and Tribal Council direction. Specific percentages, timing, and mechanisms shall be established by Tribal Council resolution.

ARTICLE XVI: SUBORDINATE ENTITIES

The Corporation may establish or assume subordinate corporations or limited liability companies only with express authorization from Tribal Council.

ARTICLE XVII: AMENDMENTS

This Charter and Bylaws may be amended only by approval of Tribal Council. No amendment shall take effect until formally adopted by Tribal Council majority vote.

ARTICLE XVIII: EFFECTIVE DATE AND TRANSITION

This Consolidated Charter and Bylaws shall be effective upon adoption by Tribal Council; provided, however, that the provisions vesting management authority in the Board of Directors shall become operative only upon the appointment of the initial Board of Directors by Tribal Council.

Until such time as the initial Board of Directors is appointed, Tribal Council shall exercise the powers and duties of the Board of Directors solely for purposes of continuity of governance. Actions taken by Tribal Council during the transition period shall be deemed valid corporate actions

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Certificate of Adoption

As Tribal Secretary and Legislative Leader, we certify that this Charter was formally adopted by the Tribal Council of the Little Traverse Bay Bands of Odawa Indians by majority vote on _____.

Date: _____ _____

Legislative Leader Linda Gokee

Date: _____ _____

Secretary Annette VanDeCar