



Little River Band of Ottawa Indians

375 River Street
Manistee, MI 49660
(231) 723-8288

Resolution # 04-0721-307

*Little River Casino Resort
Board of Directors
Articles of Organization*

WHEREAS, the status of the *Gaá Čhing Ziibi Daáwaa Aníshinaábek* (Little River Band of Ottawa Indians) as a sovereign and Treaty-making power is confirmed in numerous treaties, from agreements with the initial colonial powers on this land, to various treaties with the United States; and

WHEREAS, the Little River Band of Ottawa Indians (Tribe) is descended from, and is the political successor to, the Grand River Ottawa Bands, signatories of the 1836 Treaty of Washington (7 Stat. 491) with the United States, as reaffirmed by federal law in P.L. 103-324, enacted in 1994; and

WHEREAS, the Tribe adopted a new Constitution, pursuant to a vote of the membership on May 27, 1998, which Constitution became effective upon its approval by the Assistant Secretary-Indian Affairs on July 10, 1998; and

WHEREAS, the Tribe adopted amendments to the Constitution on April 26, 2004, which became effective upon approval by the Assistant Secretary-Indian Affairs on May 13, 2004; and

WHEREAS, the Tribal Council is authorized under Article IV, Section 7(a) to provide for the public health, peace, morals, education and general welfare of the Little River Band and its members; and

WHEREAS, the Tribal Council has adopted the enterprise charter for the Little River Casino Resort for the purposes of gaming operations and related business activities by adoption of resolution # _____; and

WHEREAS, the Tribal Council identify the management and direction of the Little River Casino Resort through a Board of Directors with sufficient expertise to provide guidance to the management, development and growth of the enterprise.

IT IS THEREFORE RESOLVED by the Tribal Council that the Articles of Organization are set forth as follows.

Article I. Policy/Purpose of Business Board

1. *Policy.* It is the policy of the Business Board to monitor the Little River Casino Resort activities and operations to provide guidance to the management of the operations.

2. *Purpose.* The Little River Casino Resort is granted its enterprise charter by the Tribal Council for the purposes of generating revenues to support member services and programs of the Tribal government. The purpose of the Little River Casino Resort Board of Directors is to provide guidance and support to the management of the Little River Casino Resort to –

- a. maintain and increase the number of Tribal members in employment and management level positions.
- b. provide insight, advice, and support to the General Manager and management team;
- c. participates and encourages communication with the General Manager and management team to discuss and make informed decisions regarding key decisions of the Little River Casino Resort; and
- d. participates and encourages communication with the Ogema through ex officio membership, as well as with Tribal Council through reporting and development of annual operating plan.

Article II. Board Creation

1. *Creation.* There is hereby created a Board of Directors of the Little River Casino Resort whose responsibility is to guide the gaming enterprise operations and related enterprise activities within the resort operations as may be assigned by the Tribal Council in the enterprise charter of the Little River Casino Resort.

2. *Members.* The Board of Directors is made up of 5 members who shall be appointed by the Ogema and whose appointments shall be ratified by the Tribal Council. Board members shall meet the following qualifications.

- a. Three of the members shall be members of the Little River Band of Ottawa Indians.
- b. There shall be a member of the Board of Directors that has one of the following qualifications, and all qualifications shall be represented.
 1. 10 years experience in business financial matters, at least 5 of which in a position as a chief accounting officer or chief financial officer.

2. 10 years of management experience in gaming operation or business management matters, at least 5 of which are in top level executive functions such as general manager or chief operating officer, or manager of substantial business activities.

3. 10 years of experience as legal counsel to a business operation or in business related matters, at least 5 of which are as general counsel or top legal advisor.

c. A vacancy in one of the required qualifications must be filled by a candidate meeting the qualifications, and may be a member or non-member of the Little River Band, provided that under no circumstances may the number of Little River Band members on the Board of Directors be less than three.

d. The following individuals shall be prohibited from being appointed to the Board of Directors.

A. No person employed at the Little River Casino & Resort or in the Little River Band of Ottawa Indians government operations shall be a member of the Board of Directors. For purposes of this section, government operations includes Tribally chartered enterprises, but does not include Tribally, or otherwise, chartered corporations, of the Tribe.

B. No elected official of the Tribe shall sit as a member of the Board of Directors except in an ex officio manner as set forth in these Articles.

3. *Appointments.* Board members shall be appointed by the Ogema and those appointments shall be ratified by the Tribal Council. Board members are official upon ratification by Tribal Council and are authorized to attend meetings. Provided that, Board members must swear and oath of office before the Ogema prior to be granted authority to act.

4. *Term of Office; Vacancies.* Board members shall serve 4 year terms subject to removal under sections 9 and 10 of these Articles of Organization. A term begins on September 1, and ends on August 31 four years later. A vacancy prior to the end of the term shall, if less than 18 months remaining on the last date in office, be filled for the remainder of the term and a full four year term; and, if more than 18 months remaining on the last date in office, shall be filled only for the remainder of the vacant term.

5. *Compensation.* Board members shall receive compensation as set by resolution of the Tribal Council paid in monthly increments. Every two years the Tribal Council shall review the compensation set for the Board of Directors and approve appropriate changes. Compensation shall not be reduced during the two year term after approval. Board

members shall be reimbursed reasonable expenses related to activity of the Board of Directors for attending meetings or travel.

6. *Ex-Officio Members.* There shall be three ex-officio members. An ex-officio member shall be notified of all meetings and shall be authorized to attend all meetings whether public meetings or confidential session discussion. An ex-officio member shall be authorized to participate in all discussions, but shall have no powers to make motions, vote, or be counted to meet quorum requirements. The individuals sitting in the following offices shall sit as ex officio members.

- a. Ogema;
- b. Little River Casino Resort General Manager; and
- c. Little River Casino Resort Director of Finance.

7. *Quorum.* A quorum of the Board of Directors shall consist of 3 members, two of which must be Board members who are members of the Little River Band, where there are two members of the Little River Band seated as Board members.

8. *Meetings.* The Board of Directors is authorized to meet as often as necessary to carry out the responsibilities set forth in these Articles of Organization.

9. *Removal - by Board.* A member of the Board of Directors may be removed for the following reasons by a vote of 4 of the Board of Directors.

- a. Failure to attend four meetings of the Board of Directors, including special or emergency meetings.
- b. Revocation of a professional license, permit or certification that reflects on the qualifications of the member to sit on the Board or reflects on the professional responsibilities and integrity of the member.
- c. Conviction of a felony, or conviction of a misdemeanor act that impinges on the professional responsibilities and integrity of the member.

10. *Removal - Tribal Council.* A member of the Board of Directors may be removed by the Tribal Council only for the following reasons.

- a. Failure to attend six meetings of the Board of Directors, including special or emergency meetings.
- b. Disenrollment from the Tribe of a member seated on a restricted membership position.
- c. Failure of the Board of Directors to carry out any removal under the reasons set forth under section 9.

Article III. Authority

1. *Semi-Independent Authority.* Under the enterprise charter granted to the Little River Casino Resort by Tribal Council resolution # _____ and as set forth in these Articles of Organization approved by Tribal Council resolution # 04-0721-307, the Board of Directors is created as a semi-autonomous independent agent of the Tribe for the purposes of providing guidance for the operation of the Little River Casino Resort.

2. *Authority.* The Board of Directors is delegated the following authority.

a. *Operating Plan.* The Board of Directors has the authority to review and approve the operating plan of the Little River Casino Resort which includes the annual budget for the organization.

1. Including required interaction with the Ogema and Tribal Council to clarify the role of the Little River Casino Resort in the overall goals of the tribe.

2. Taking a strong role in defining the performance expectations of the Little River Casino Resort in accordance with the overall goals of the Tribe.

b. *Critical Goal Guidance and Direction.* The Board of Directors must work to accomplish critical goals in relation to financial matters.

1. Develop the trust of elected officials in the quality management and oversight of the Little River Casino Resort.

2. Develop processes that document and track financial performance measures in a way that can be used to communicate the results of the business clearly.

3. Develop processes that identify the goals and policies of the Tribal government integrated and applied to the Little River Casino Resort and reporting on those goals and policies to the Tribal government at levels which identify needed information or as directed by Tribal law.

c. *Capital Expenditures.* Capital expenditures are not authorized by the approval of the operating plan nor any part or portion of the budget. The Board of Directors is authorized to approve all capital expenditures, subject to the limitations set forth in Section 3.

3. *Financing of Little River Casino Resort Activities.* The Board of Directors shall approve all requests for financing activities of the Little River Casino Resort. Financing activities as used in these Articles of Organization means purchases, remodeling,

construction, and other activities that require the utilization of loan documents, letters of credit, and other banking and non-banking activities which require borrowing funds. Such Board of Directors approval shall be required prior to forward for final approval to the Ogema and Tribal Council. Neither the Little River Casino Resort, nor the Board of Directors, is authorized to enter into financing approval without prior ratification by both the Board of Directors and the Tribal Council.

4. *Personnel.* The Board of Directors is delegated the limited responsibility in regards to personnel matters as specifically identified in this section.

a. *General Manager.* The Board of Directors is delegated authority to hire the General Manager. In addition, the Board of Directors shall be responsible for reviewing the General Manager's performance and providing direction and guidance to the General Manager in improving that performance. This authority does not delegated responsibility for daily decision making of the General Manager.

b. *Directors.* The Board of Directors shall approve Director position job descriptions prior to posting and hiring, and any changes that may be requested during the employment of a Director position. 'Director positions' as used in these Articles of Organization refer to the second level of management within the Little River Casino Resort operational structure.

c. *Approving Personnel Manuals.* The Board of Directors shall be responsible for approving the personnel manuals of the Little River Casino Resort. Such manuals shall be forwarded to the Tribal Council for acceptance.

5. *Receiving and maintaining the Standard Operating Procedures and Internal Controls of the Resort.* The Board of Directors shall receive signed originals of all Standard Operating Procedures and Internal Controls of the Little River Casino Resort. These documents shall be the official procedures and controls of the Little River Casino Resort and all changes must be submitted to the Board of Directors to be effective.

6. *Reporting Requests.* The Board of Directors is authorized to request reports regarding all aspects of the Little River Casino Resort, including by way of description, not limitation –

- a. Audits, whether internal or external;
- b. Financial;
- c. Personnel, including Indian preference, hiring, retention, disciplinary actions, grievances, etc.;
- d. Compliance reports, whether internal or external; and

e. Gaming Commission notices of noncompliance, licensing activities of the Little River Casino Resort or regarding employees, and other Gaming Commission actions.

7. *Responsibilities.* The Board of Directors is responsible for setting the direction and goals of the Little River Casino Resort. This shall include approval of one-year and five-year plans of the Little River Casino Resort, as well as mission and goal statements.

Article IV. Tribal Council Approval Required; Notice

1. *Approval Required.* The Board of Directors shall obtain Tribal Council approval of the following items.

a. Little River Casino Resort Annual Business Plan.

b. Little River Casino Resort Annual Budget.

2. *Notice Required.* The Board of Directors shall provide notice, by filing with the Tribal Council Recorder, to be presented at a Tribal Council meeting for acceptance, the following items.

a. Personnel Manuals.

b. Standard Operating Procedures.

c. Internal Controls.

Article V. Budget; Staffing

1. *Budget.* The Board of Directors shall create an annual budget, which shall be included within the budget of the Little River Casino Resort, sufficient to maintain appropriate office space, compensation, and other activities of the Board.

2. *Staffing.* The Board of Directors shall have the authority to engage support staff for the purposes of maintaining the books and records of the Board.

3. *Contracting.* The Board of Directors shall have the authority to engage consultants for the purposes of carrying out the responsibilities of the Board.

Article VI. Reporting

1. *Reporting to Ogema and Tribal Council in April and October.* The Board of Directors shall submit a report to the Ogema and Tribal Council at the first Tribal Council meeting in April and October. The report shall include the information listed in this section. A member of the Board of Directors, or all members, shall attend to present the materials and respond to questions and concerns.

- a. Financial Statements.
- b. Marketing plans.
- c. Human Resources.

2. *Annual Funding Needs.* On July 15th of each year, the Board of Directors shall forward to the Ogema the estimated revenues for the next fiscal year and the estimated budget needs of the operations. This report shall be sufficiently detailed so as to allow the Ogema to develop and present the funding request for the gaming revenues support of the Little River Band of Ottawa Indians governmental budget to the Tribal Council.

3. *Monthly Reports.* The Board of Directors shall receive from the Little River Casino Resort the monthly financial reports, which may be reviewed and commented upon prior to submission to the Tribal Council. If not reviewed and completed prior to submission, the monthly financial reports shall be commented upon as soon as reasonable after submission.

Article VII. Adoption, Amendment, Repeal

1. *Adoption.* These Articles of Organization are adopted by the Tribal Council by resolution # 04-0721-307 on July 21, 2004.

2. *Amendment.* The Board of Directors may amend these Articles of Organization by approval of 4 of the 5 members and by subsequent approval of the Tribal Council by resolution.

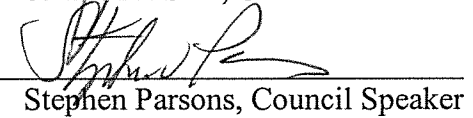
3. *Repeal.* These Articles of Organization may be unilaterally repealed by the Tribal Council, or may be automatically repealed by repeal of the enterprise charter approved by Tribal Council resolution # _____. The Board of Directors may forward a request to repeal these Articles of Organization by a vote of 4 of the 5 members.

CERTIFICATE OF ADOPTION

I do hereby certify that the foregoing resolution was duly presented and adopted by the Tribal Council with 7 FOR, 2 AGAINST, 0 ABSTAINING, and 0 ABSENT, at a Regular Session of the Little River Band of Ottawa Indians Tribal Council held on July 21, 2004, at the Little River Band's Dome Room in Manistee, Michigan, with a quorum being present for such vote.



Janine M. Sam, Council Recorder



Stephen Parsons, Council Speaker

Attest:

Distribution: Council Records
Tribal Ogema
Tribal Court