

Gaá Čhíng Ziibi Daáwaa Aníshinaábek
LITTLE RIVER BAND OF OTTAWA INDIANS
Little River Casino Resort
Oversight Task Force
2608 Government Center Drive
Manistee, Michigan 49660

2017 BY-LAWS

Article I. Title; Authority; Purpose.

- 1.01. *Title.* The title of this entity is the Little River Casino Resort Oversight Task Force. The Oversight Task Force's official address is: 2608 Government Center Drive, Manistee, Michigan 49660.
- 1.02. *Authority.* This Oversight Task Force is authorized by:
 - a. Little River Band of Ottawa Indians Constitution, Article IV, Section 7(f), which authorizes the Tribal Council for the Little River Band of Ottawa Indians to create by ordinance regulatory commissions or subordinate organizations and to delegate to such organizations the power to manage the affairs and enterprises of the Tribe;
 - b. The Gaming Enterprise(s) Oversight Act of 2010, Ordinance #10-800-03, which establishes this Oversight Task Force; and
 - c. The adoption of these bylaws by this Oversight Task Force's Resolution #17-0919-25 and Tribal Council Resolution #17-1004-334.
- 1.03. *Purpose.* The purpose of this Oversight Task Force is to provide oversight and direction regarding the management of the Tribe's Gaming Enterprise in order to maximize the income for existing and future Gaming Enterprise(s) and the Tribe.

Article II. Members.

- 2.01. *Number of Members.* The Oversight Task Force is comprised of seven (7) voting members, in accordance with Article VIII of the Gaming Enterprise(s) Oversight Task Force Act of 2010, seated as follows:
 - a. *Elected Officials.* Three (3) Members of the Oversight Task Force may be Elected Officials of the Tribe, specifically either the Ogema or a Member of Tribal Council.
 1. One (1) Member of the Oversight Task Force may be the Tribal Ogema. In the event that the Ogema declines to sit as a Member of the Oversight Task Force, then he or she shall appoint an enrolled member of the Tribe who meets the qualifications of Section 8.03 of the Gaming Enterprise(s) Oversight Act of 2010 to sit in his or her place. Any appointment made

under this subsection shall be approved by the Tribal Council and shall have no effect on subsection 2.01.a.2 below.

2. Two (2) Members of the Oversight Task Force shall be sitting members of the Tribal Council, appointment by the Ogema and approved by the Tribal Council.

- b. *At-Large Members.* Four (4) Members of the Oversight Task Force shall be at-large, and shall be appointed by the Ogema and approved by the Tribal Council. At-Large Members need to be At-Large Member need not be enrolled members of the Tribe. The Ogema and Tribal Council shall ensure that every effort is made to appoint and approve individuals who possess relevant experience in the fields of business, finance, and/or the hospitality industry, with a particular emphasis on gaming facility experience.

2.02. *Length of Term of Office.*

- a. The initial Oversight Task Force members shall have the following terms:
 1. The Oversight Task Force member with at least seven (7) years of finance, accounting, or financial auditing experience and the member with ten (10) years of experience in executing management in the fields of hospitality, gaming, or gaming compliance shall have a three (3) year term of office. The remaining members shall have a two (2) year term.
- b. After the appointments of the initial Oversight Task Force members expire, every member's term of office there after shall be two (2) years.

2.03. *Hold-Over Period.* To accommodate the appointment and approval provisions for seating Members of the Oversight Task Force, each Member appointed and approved in accordance with the Gaming Enterprise(s) Oversight Act of 2010 may be held-over in office for a period not to exceed sixty (60) days.

2.04. *Officers.* The Oversight Task Force shall have as officers a Chairperson, a Vice-Chairperson, and a Recording Secretary.

- a. *Chairperson.* If the Ogema chooses to sit on the Oversight Task Force, he or she may serve as Chairperson at his or her election. In the event the Ogema chooses not to sit on the Oversight Task Force or as Chairperson, the Ogema shall appoint another Member of the Oversight Task Force, who is a member of Tribal Council, to act as Chairperson. Any appointment made under this subsection shall require approval by Tribal Council.
- b. *Vice-Chairperson.* The Position of Vice-Chairperson shall be filled by a Member of Tribal Council duly seated on the Oversight Task Force.

- c. *Recording Secretary.* The Position of Recording Secretary shall be filled by any seated Member of the Oversight Task Force. This individual shall be responsible for the minutes of the meeting. This position may not be delegated to a non-Oversight Task Member.

Article III. Responsibilities and Duties.

3.01. *Responsibilities and Duties.* All Members shall comply with the responsibilities and duties as set forth in the Gaming Enterprise(s) Oversight Act of 2010. The Oversight Task Force is expressly delegated the authority to perform all necessary actions to carry out their assigned duties so long as they are compliant with all applicable laws, policies, and procedures.

- a. *Reporting.* The Oversight Task Force shall file with the Tribal Council Recorder and the Ogema copies of all reports provided to the Oversight Task Force by the General Manager.
- b. *Organizational Chart Approval.* The Oversight Task Force shall approve any change to the organizational chart of the Resort.
- c. *Salary Administration Policy.* The Oversight Task Force shall approve any change or exception to the Salary Administration Policy of the Resort.
- d. *Travel/Training Reimbursement Policy.* The Oversight Task Force shall approve any change or exception to any travel or training reimbursement policy of the Resort.
- e. *Finance Department Policies and Procedures.* The Oversight Task Force shall approve any change in Finance Department policies and procedures that affect the flow, management of cash assets.
- f. *Expenditures.* Subject to the limitations in Article VII of these Bylaws, the Oversight Task Force shall approve capital expenditures for the Gaming Enterprise(s).
- g. *Contracts.* Subject to the limitations in Article VII of these Bylaws, the Oversight Task Force shall approve contracts for the Gaming Enterprise(s).
- h. *Collective Bargaining Agreements.* Subject to the limitations in Article VII of these Bylaws, the Oversight Task Force shall approve Collective Bargaining Agreements for the Gaming Enterprise(s).

Article IV. Meetings.

- 4.01. *Regular Meetings.* The Oversight Task Force shall hold at least one (1) regularly scheduled meeting per month. The meeting place location shall be listed in the agenda.
- a. *Schedule.* The Oversight Task Force shall establish its regular meetings schedule for the next calendar year no later than the last meeting before the end of the current calendar year.
 - b. *Public Posting.* The Oversight Task Force shall post the dates of its regularly scheduled meetings on a yearly basis. Upon adoption, the meeting schedule shall be posted in Tribal government buildings and one original shall be included in the January Report to the Tribal Council.
 - c. *Attendance.* All Members of the Oversight Task Force shall participate in all regularly scheduled meetings in order to be compensated. Members of the Oversight Task Force may participate in meetings by telephone, upon approval of the remaining Members of the Oversight Task Force, when conditions prohibit attending in person.
- 4.02. *Special Meetings; Emergency Meetings.* Special or emergency meetings may be held as needed upon request of the Chairperson or any two Members of the Oversight Task Force. Notice shall be provided to every Member of the Oversight Task Force by an officer. The business conducted at special and emergency meetings shall be limited to the matters specified in the agenda. When possible, the agenda of any special or emergency meetings shall be posted in Tribal government buildings.
- 4.03. *Quorum.* A quorum shall be required to conduct business. If there are six (6) or more Members of the Oversight Task Force, a quorum shall consist of any five (5) Members of the Oversight Task Force. However, if there are five (5) or less people on the Oversight Task Force, all Members shall be present for quorum to be established.
- 4.04. *Agenda.* Every meeting of the Oversight Task Force shall be conducted in accordance with an agenda delivered before the meeting by hand, mail, fax, e-mail, or other transmission method to each Member. The agenda shall be posted in Tribal government buildings prior to the meeting.
- a. At the time of the meeting, the Oversight Task Force may accept by motion additional items for the agenda that were not given prior notice.
 - b. At the time of the meeting, the Oversight Task Force, by motion, may move items within the established meeting agenda.
 - c. Each agenda shall contain at minimum the following sections:
 - I. General Business;
 - A. Call to order and time of call;
 - B. Roll call of Members present;
 - C. Approval of agenda; and

D. Approval of available open session minutes.

II. Updates and Reports;

- A. Regulatory and legislative updates;
- B. Acceptance of non-proprietary reports; and
- C. General Manager updates.

III. Closed Session Business;

- A. Approval of available closed session minutes;
- B. Acceptance of proprietary reports or General Manager updates;
- C. Personnel;
- D. Contracts; and
- E. Litigation or claims.

IV. Return to Open Session;

- A. Agenda items for next meeting; and
- B. Adjournment.

4.05. *Meeting Procedures.* The Oversight Task Force shall be authorized to establish its own meeting procedures not inconsistent with the Gaming Enterprise(s) Oversight Act of 2010. The Oversight Task Force shall act only by resolution under the following circumstances:

- a. When approving contracts and agreements;
- b. When authorizing a waiver of the sovereign immunity of the Gaming Enterprise(s);
- c. When authorizing expenditures;
- d. When approving any changes to the organizational chart;
- e. When approving any changes or exceptions to the Salary Administration Policy;
- f. When approving any changes or exceptions to the travel or training reimbursement policy; and
- g. When approving any changes to the Finance Department policies and procedures that affect the flow, management of cash assets.
- h. When adopting policies or procedures.

4.06. *Compensation.* Each At-Large Member of the Oversight Task Force, including any appointments made under Section 2.01.a.1 of these Bylaws, may be paid reasonable compensation as authorized by Resolution of the Tribal Council subject to the following limitations:

- a. Compensation for At-Large Members of the Oversight Task Force shall not be diminished during any term of office.
- b. The Ogema and Tribal Council Member(s) sitting on the Oversight Task Force shall not receive additional compensation for sitting on the Oversight Task Force.
- c. Compensation shall be subject to the power of the Tribal Council to appropriate funds for such purposes.
- d. In the event that an elected official sitting on the Oversight Task Force is not re-elected to his or her Tribal government position, he or she shall be paid the same compensation as At-Large Members of the Oversight Task Force for a period of not more than sixty (60) days following the swearing-in of the new Ogema and/or Tribal Council, consistent with the hold-over provision in Article II above.

Article V. Employees; Liaison.

- 5.01. *Employees.* The Oversight Task Force shall have the authority to employ an internal auditor in accordance with the laws of the Tribe. This individual shall be employed by contract and shall be an at-will employee. The budget to retain this individual shall be approved by the Tribal Council.
- 5.02. *Liaison.* The Oversight Task Force shall not be required to have a Tribal Council liaison.

Article VI. Limited Authority to Waive Sovereign Immunity.

- 6.01. *Limited Delegation of Authority.* The Tribal Council expressly delegates its authority to the Oversight Task Force to waive or limit the right of the Gaming Enterprise(s) to be immune from suit in accordance with Article XI, Section I of the Constitution, subject to the limitations contained in this Article.
- 6.02. *Authority.* The Oversight Task Force shall have limited authority to waive the sovereign immunity of the Gaming Enterprise(s) in accordance with the terms and limitations set forth in Article XV of the Gamine Enterprise(s) Oversight Act of 2010.

Article VII. Limitations to Authority and Access.

- 7.01. *Official Action Required.* No Member of the Oversight Task Force shall be authorized to act independently or in the absence of an official action taken by roll call vote.
- 7.02. *Limitations on Access.* The Oversight Task Force shall not be authorized to access pits, cage, surveillance, count rooms, vaults, and behind bars serving food and/or alcohol in any Gaming Enterprise.
- 7.03. *Contracts.* The Oversight Task Force shall be required to approve all contracts, and shall have the power to approve contracts up to and including \$250,000.00 without Tribal Council approval, subject to those limitations identified in Article XVI, Section 16.07 of this Ordinance. Contracts in excess of \$250,000.00 or contracts with any vendor that

exceed \$250,000 within a rolling eighteen (18) month period shall require Tribal Council approval. Contracts may not be divided up in order to avoid approval requirements.

- 7.04. *Expenditures.* The Oversight Task Force shall be required to approve all Gaming Enterprise capital expenditures, and shall be required to approve all other expenditures in excess of \$50,000.00, excluding budgeted daily operational expenses.
- 7.05. *Collective Bargaining Agreements.* The Oversight Task Force is expressly delegated the authority to approve Collective Bargaining Agreements for the Gaming Enterprise(s).
- 7.06. *Limitations on Contracting Authority.* The Oversight Task Force shall not have the power to enter into or approve any contracts for legal counsel or construction contracts, nor may the Board enter into any form of contract or agreement or initiate negotiations with any municipality, nation, Indian Tribe, state or body politic, without the approval of the Tribal Council. All other contracts and agreements shall only be approved by a duly authorized Resolution which shall be forwarded to the Tribal Council Recorder for filing with the Oversight Task Force's Monthly Report.
- 7.07. *Limitation on Authority to Terminate Employment.* The Oversight Task Force shall have no independent authority to intervene or intercede in any personnel related matter, including termination of employment of any individual. The Oversight Task Force shall have authority related to employment of the General Manager in accordance with Section 4.01 of this Ordinance.
- 7.08. *Limitation on Authority to Obligate Funds.* The Oversight Task Force shall have no authority to obligate funds outside the parameters of the approved budget without prior approval by the Tribal Council including, but not limited to, funding connected to any bonus or profit sharing programs.

Article VIII. Records.

- 8.01. *Records.* The Oversight Task Force shall maintain records in an orderly fashion, and when applicable, in a confidential manner. All records are the property of the Tribe and shall be surrendered upon conclusion of the Oversight Task Force's activities.
- 8.02. *Minutes.* The Oversight Task Force shall prepare minutes of all open and closed session meetings, which shall describe with specificity all official actions taken by the Oversight Task Force, and shall memorialize all discussions related to those official actions. Copies of the Oversight Task Force's minutes shall be submitted to Tribal Council for acceptance to the record in a timely manner.
- 8.03. *Motions; Resolutions; Decisions.* The Oversight Task Force shall take official action by either motion or resolution. The Oversight Task Force shall take action in regards to an administrative hearing by written decision, which may have both majority and dissenting opinions. Motions shall be clearly stated and take effect upon adoption, whether or not the minutes have been approved. Resolutions shall be numbered consecutively with the following systems—[initials of board]-[year]-[resolution number]—and certified by the Recording Secretary of the Oversight Task Force in the following manner:

Certification

I, [name], as Recording Secretary of the Oversight Task Force, do hereby certify that this resolution was adopted on [date] by a vote of ___ for, ___ opposed, and ___ abstaining. This resolution has not been amended or rescinded in any way.

[Signature & Title]

Article IX. Oath of Office.

9.01. *General.* All Members of the Oversight Task Force shall take an oath of office and shall file a signed confidentiality statement with the Tribal Council Recorder. No authority to act as a Member shall be conferred until the oath is taken by the Member. The Tribal Court shall give all oaths of office and cause to be delivered to the individual two signed copies of the oath. One of the signed originals shall be presented to the Ogema.

9.02. *Oath.* The oath of office for the Oversight Task Force shall be in the format identified below.

Oversight Task Force

Oath of Office

I, [name], being duly appointment by the Ogema and my nomination approved by the Tribal Council, do hereby solemnly swear and affirm to uphold the Constitution and laws of the Little River Band of Ottawa Indians and to carry out my responsibilities as a Member of the Oversight Task Force with the utmost care and professionalism and in accordance with the bylaws and directives of the Oversight Task Force.

Signed and sworn before me this ___ day of _____, 20___, Term Begins:

Term Ends:

[Member Signature]

[Tribal Court Judge Signature]

9.03. *Confidentiality.* Upon appointment, and at the first meeting of the Oversight Task Force during which the new Member is present, the Oversight Task Force shall require a confidentiality statement to be signed and filed with the Oversight Task Force's records. Such confidentiality statement shall include the records of the Oversight Task Force, and the limits or requirements for accessing confidential records.

9.04. *Conflict of Interest.* Upon appointment, and at the first meeting of the Oversight Task Force during which the new Member is present, the Oversight Task Force shall require a conflict of interest statement to be signed and filed with the Oversight Task Force's records. Such conflict of interest statement shall identify what is a conflict of interest and the processes by which a Member must notify the Oversight Task Force that a conflict of interest has evolved.

Article X. Conflict of Interest.

10.01. *General.* The Little River Band of Ottawa Indians recognizes that some Members may have conflicts of interest arising out of personal or economic relationships that should be

avoided so as to maintain a high degree of public trust in the governmental decisions and activities.

10.02. *Conflict of Interest.* A conflict of interest is defined as a reasonable foreseeability that any personal or economic interest of a Member will be affected in any materially different manner from the interests of the general public, by any decision, enactment, agreement, award, or other official action or function of the Oversight Task Force. Members shall disclose potential conflicts of interest as soon as possible and as set forth in this Section.

- a. *Economic Interest.* For the purposes of these Bylaws, economic interest means an interest held by a person, or member of the Oversight Task Force Member's immediate family, or a business in which the person, or members of the Oversight Task Force Member's immediate family, has a direct or indirect ownership amounting to twenty percent (20%) or more of such business, which is:
 1. Any ownership, income, investment, security, or other beneficial interest in a business; or
 2. Any employment or prospective employment for which negotiations have already begun.
- b. *Immediate Family.* For the purposes of these Bylaws, immediate family means spouse, parents, grandparents, children, and persons living within the household, regardless of relationship.

10.03. *Disclosure.* All Members shall be required to file a conflict of interest disclosure form upon initial appointment in accordance with Section 10.05 of these Bylaws. If there are any changes, Members are shall file an amended disclosure form as soon as reasonably possible. The disclosure form shall be filed with the Tribal Ogema and the Tribal Council Recorder.

10.04. *Confidentially of Disclosure.* The disclosure form shall be maintained in a confidential manner and shall not be subject to release except as set forth herein. Disclosure forms shall be maintained for a four (4) year period, after which such forms may be properly disposed of.

- a. *Review.* The Tribal Ogema or the Tribal Council, upon review of the disclosure form, shall forward a notice of conflict of interest to the Member and the Oversight Task Force for correction, if any.
- b. *Written Request.* The Member may request in writing a copy of a filed disclosure form.

10.05. *Information Required to be Disclosed.* The following information shall be disclosed and included in the disclosure form.

- a. Name and residence address of the Member and names and relationship to the Member of every person residing at that address.

- b. Name and address of every business in which the Member has an economic interest or is employed.
- c. Identification of every public office held by the Member.
- d. A description of the goods and services provided by every business or employer listed in subsection b. of this Section.
- e. Location and description of all real property in which the Member, and/or every person listed in subsection a of this Section, held any legal title or leasehold, business site, investment, or other beneficial interest currently and during the preceding disclosure period, excluding the primary personal residence. In the alternative, a statement that the Oversight Task Force to which the Member is appointed does not manage, buy, sell, or otherwise have an interest in acquiring, managing, buying, or selling real property.
- f. A statement that every Member is required to notify the Oversight Task Force that he or she has received or given a gift or loan that exceeds \$100.00 to any person with which the Oversight Task Force has or may do business with.
- g. A statement at the end that reads substantially similar to that set out below.

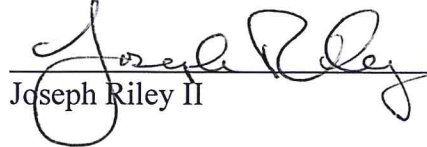
I, [name] as a Member of the Oversight Task Force do hereby certify that the information above is true and correct and that failure to accurately and clearly identify any and all requested information may result in my removal from the Oversight Task Force. Further, I agree that in the event a conflict of interest is identified, that I have five (5) business days, or a reasonable time approved by the Oversight Task Force, to correct such conflict of interest or be subject to removal.

Article XI. Amendment; Repeal.

- 11.01. *Amendment.* These Bylaws shall be reviewed on an annual basis by the Oversight Task Force for amendments. All amendments must be presented at least one (1) meeting prior to action and must be adopted by a majority vote of all members present. Amendments are final when presented and approved by the Tribal Council through a resolution created and submitted by the Oversight Task Force.
- 11.02. *Repeal.* These Bylaws may be repealed by the presentation of a request to the Tribal Council by the Oversight Task Force in the form of a resolution containing the reasons a repeal of these Bylaws are necessary. The Oversight Task Force must approve the repealing resolution by a majority vote of the Members present. Further, Tribal Council may unilaterally repeal these Bylaws by amendment to the creating Ordinance or by adoption of a resolution calling for the repeal of these Bylaws.

CERTIFICATION

I, Joseph Riley II of the Little River Casino Resort Oversight Task Force, do hereby certify that the Oversight Task Force adopted these bylaws at a regular meeting by Oversight Task Force Resolution #17-0919-25.



Joseph Riley II

9-19-17
Date

I, Sandy Lewis, Tribal Council Recorder do hereby certify that the Tribal Council, approved these bylaws by the adoption of Tribal Council Resolution #17-1004-334.



Sandy Lewis, Tribal Council Recorder

10-4-17
Date