



# SQUAXIN ISLAND TRIBE

RESOLUTION NO. 03- 55

of the

## SQUAXIN ISLAND TRIBAL COUNCIL

**WHEREAS**, the Squaxin Island Tribal Council is the Governing Body of the Squaxin Island Tribe, its members, its lands, its enterprises and its agencies by the authority of the Constitution and Bylaws of the Squaxin Island Tribe, as approved and adopted by the General Body and the Secretary of the Interior on July 8, 1965; **and**


**WHEREAS**, under the Constitution, Bylaws and inherent sovereignty of the Tribe, the Squaxin Island Tribal Council is charged with the duty of protecting the health, security, education and general welfare of the tribal members, and with protecting and managing the lands and treaty resources and rights of the Tribe; **and**

**WHEREAS**, the Squaxin Island Tribal Council has been entrusted with the creation of ordinances and resolutions in order to fulfill their duty of protecting the health, security, education, and general welfare of tribal members, and of protecting and managing the lands and treaty resources of the Tribe; **and**

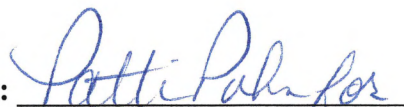
**NOW THEREFORE BE IT RESOLVED** that the Squaxin Island Tribal Council authorizes the Articles and Bylaws of the Little Creek Oversight Board (LCOB).

### CERTIFICATION

The Squaxin Island Tribal Council does hereby certify that the foregoing Resolution was adopted at the regular meeting of the Squaxin Island Tribal Council, held on this 10<sup>th</sup> day of July 2003 at which time a quorum was present and was passed by a vote of 5 for and 0 against with 0 abstentions.

  
Dave Lopeman, Chairman

  
Andy Whitener, Vice Chairman

Attested by:   
Vince Henry, Sr., Secretary



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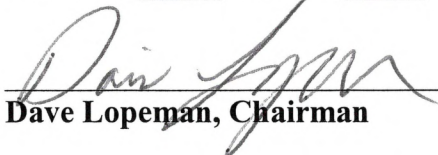
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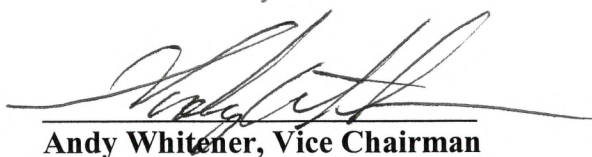
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Dave Lopeman, Chairman

  
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**Bylaws of the  
Little Creek Casino Oversight Board**

**ARTICLE 1 - NAME, PURPOSE**

- Section 1: The name of the organization shall be the Little Creek Oversight Board (LCOB).
- Section 2: The **Little Creek Oversight Board** was formed to provide oversight for the Little Creek Casino (LCC) on issues related to the general operation of the enterprise. Oversight shall be within the policy direction established by the Tribal Council. In addition to oversight guidance given to the General Manager of the LCC the LCOB shall provide policy advice to the Tribal Council regarding strategic direction and major decisions facing the operation of the LCC.

**ARTICLE II - MEMBERSHIP**

- Section 3: The LCOB shall be primarily a positional board comprised of the Tribal Chairman, the Tribal Treasurer, the General/Assistant Manager of the LCC, the President/CEO of Island Enterprises Inc, the tribal administration Executive Director and two tribal community members. The Board will also have as ex-officio members the Tribal Attorney, the Tribal Gaming Authority Director and the LCC CFO and others the Board may deem necessary.
- Section 2: Tribal community member positions shall be appointed by the Tribal Council and serve two years. Initially one of the positions shall be appointed to one, one year term. These members may be removed for cause, including but not limited to, breach of confidentiality or malfeasance.
- Section 3: The Board shall have the authority to establish and define nonvoting categories of membership.

**ARTICLE III - MEETINGS**

- Section 1: Due to the nature of the business that the LCOB is charged with and the need for confidentiality in the business world, all meetings of the LCOB shall be in Executive Session unless there is a specific need for a public session. Attendance at the meeting shall be open for participation by any Tribal Council member or the Chair of the Tribal Gaming Authority.
- Section 2: Quorum: A majority of the commission shall constitute a quorum.
- Section 3: Minutes of meetings: Official minutes of the motions entertained and actions taken at each LCOB meeting shall be prepared and submitted to the Tribal Council through the Tribal Secretary for their review at subsequent council meetings.
- Section 4: Meetings: The Board shall meet at least every two months, at an agreed upon time and place. Notice of each meeting shall be given, to the extent feasible, not less than 7 days before the meeting.

Section 5: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or the LCC General Manager. Notice of each meeting shall be given, to the extent feasible, not less than 7 days before the meeting.

#### **ARTICLE IV - BOARD OF DIRECTORS**

Section 1: Board Role, Size, Composition. The Board is responsible for oversight of the Casino, and delegates responsibility for day-to-day operations to the Casino's General Manager and LCC committees. The Board shall have up to fifteen, and no fewer than seven, members.

Section 2: Expenses: The Board receives no compensation other than reasonable expenses. Stipends may be paid to the two non-positional community members. Allowable expenses incurred by LCOB members shall be paid by the LCC.

Section 3: Officers and Duties: There shall be three officers of the Board consisting of a Chair, a Vice-Chair, and Secretary. The officers shall be elected after the community members are seated and then annually October 1<sup>st</sup> thereafter. Their duties are as follows:

The **Chair** shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair then Secretary.

The **Vice-Chair** will chair committees on special subjects as designated by the Board.

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.

Section 4: Terms: The terms of office shall be for one fiscal year

Section 5: Vacancies. When an officer vacancy exists, nominations may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. All vacancies will be filled only to the end of the particular Board member's term.

#### **ARTICLE V - COMMITTEES**

Section 1: The Board may create committees as needed, such as public relations, finance, and employee development. There shall be one standing committee - Executive Committee. The Board Chair appoints all committee chairs. Committee chairs must be members of the Board.

Section 2: The three officers serve as the members of the Executive Committee. The Executive Committee shall review the performance of the General Manager for submission to the Tribal Council for review and/or revision. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee may have delegated all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Executive Committee. Quarterly reports of the Executive Committee's actions are required to be submitted to the Board showing income, expenditures and pending income. These reports and reports from the overall Board's activities shall be submitted to the Tribal Council per the *Commissions and Committees Policy Ordinance*.

#### **ARTICLE VI - DIRECTOR AND STAFF**

Section 1: LCC General Manager. The LCC General Manager is hired by the Tribal Council. The LCC General Manager has day-to-day responsibility for the LCC, including carrying out the Casino's goals and LCOB oversight. The General Manager will attend all LCOB meetings, report on the progress of the Casino, and answer questions of Board members. The LCOB may not hire staff without the approval of the Tribal Council.

#### **ARTICLE VII - AMENDMENTS**

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

04/21/03