

ROLL CALL MATRIX

Meeting Date: 1-19-2021

P	A	Res. Number 2021	17	18	19	20	21	22	23	24	25	26	27
		Unanimous	U	U	U	U	U	U	U	U	U	U	U
X		Michael McKerchie					Y		Y	Y			
X		Kim Gravelle		2		1	1Y	1	Y	Y			
X		Betty Freiheit					2Y	2	1Y	1Y			2
X		DJ Hoffman					Y		Y	Y			
X		Austin Lowes					Y		Y	Y			
X		Lana Causley					Y		Y	Y			
X		Cath Hollowell					Y		Y	Y			
X		Bridgett Sorenson	1		2		Y		Y	2Y	1	2	
X		Keith Massaway	2	1	1	2	Y		2Y	Y		1	1
X		Denise Chase					Y		Y	Y			
X		Darcy Morrow					Y		Y	Y	2		
X		Charles Matson					Y		Y	Y			
X		Aaron Payment											

- 1 = Made Motion
- Y = Voted Yes
- A = Abstained
- 2 = Second/Support Motion
- N = Voted No
- U = Unanimous

ROLL CALL MATRIX

Meeting Date: 1-19-2021

P	A	Res. Number 2021	28	29	30	31	32	33					
		Unanimous	U	U			U	U					
X		Michael McKerchie						Y					
X		Kim Gravelle		2			2	Y					
X		Betty Freiheit			2	2		Y					
X		DJ Hoffman			N			Y					
X		Austin Lowes						Y					
X		Lana Causley						2Y					
X		Cath Hollowell				N		Y					
X		Bridgett Sorenson				1		1Y					
X		Keith Massaway	1	1	1		1	Y					
X		Denise Chase	2					Y					
X		Darcy Morrow						Y					
X		Charles Matson						Y					
X		Aaron Payment											

- 1 = Made Motion
- Y = Voted Yes
- A = Abstained
- 2 = Second/Support Motion
- N = Voted No
- U = Unanimous



RESOLUTION NO: 2021-17

AUTHORIZING A LIMITED WAIVER OF SOVEREIGN IMMUNITY AND THE RIGHT TO EXCLUDE AND ADDRESSING OTHER MATTERS REQUIRED TO OBTAIN AND MAINTAIN AN INTERNET GAMING OPERATOR'S LICENSE FROM THE MICHIGAN GAMING CONTROL BOARD

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Government Services

Membership Services

Economic Development Commission

WHEREAS, the Sault Ste. Marie Tribe of Chippewa Indians ("Tribe") is a federally recognized Indian tribe organized pursuant to the Constitution of the Sault Ste. Marie Tribe of Chippewa Indians ("Constitution"); and

WHEREAS, the Congress of the United States has enacted the Indian Gaming Regulatory Act of 1988 (25 USC 2701 et seq.) (hereafter "IGRA"), which regulates Class III gaming activities by an Indian tribe on its "Indian lands" as that term is defined in IGRA; and

WHEREAS, the Tribe and the State of Michigan entered into a tribal-state Class III gaming compact on August 20, 1993, which was approved by the United States Department of the Interior and published in the Federal Register on November 30, 1993; and

WHEREAS, in accordance with IGRA, the Tribe passed a Tribal Gaming Ordinance authorizing Class III gaming on its Indian lands, which was approved by the chair of the National Indian Gaming Commission on December 9, 1994, and subsequently amended and approved by the National Indian Gaming Commission on March 30, 2010, and February 16, 2017; and

WHEREAS, the Tribe has formed Sault Tribe Online Gaming ("STOG"), a tribally chartered entity authorized under Article VII, Section 1(n) of the Constitution of the Tribe to manage and oversee the Tribe's internet gaming and sports betting operations pursuant to the Tribe's Michigan state licenses; and

WHEREAS, the Tribe conducts Class III gaming in casinos, which operate under a license issued by the Sault Ste. Marie Tribe of Chippewa Indians Gaming Commission at Kewadin Casinos located in Sault Ste. Marie, Manistique, Christmas, St. Ignace, and Hessel (the "Casinos"); and

WHEREAS, the Michigan Legislature has enacted the Lawful Internet Gaming Act, MCL 432.301 et seq. (hereafter "LIGA"), which is the sole basis in state law under which any person may lawfully conduct internet gaming outside of Indian lands in Michigan; and

WHEREAS, LIGA authorizes an eligible Indian tribe to engage in certain online gaming activities in Michigan outside of its Indian lands, subject to licensing and regulation; and

WHEREAS, the Tribe's operation of its Casinos under IGRA and pursuant to the tribal-state gaming compact makes it eligible to apply for an internet gaming operator's license under LIGA; and

WHEREAS, LIGA, MCL 432.307(1)(h), requires an Indian tribe grant a limited waiver of sovereign immunity solely for the purposes stated in that provision as a condition of the Michigan Gaming Control Board issuing, maintaining, and renewing an internet gaming operator license; and

WHEREAS, internet gaming presents a valuable opportunity for the Tribe and the Tribe seeks to obtain, maintain, and renew when necessary, an internet gaming operator license under LIGA; and

WHEREAS, pursuant to the Constitution of the Sault Ste. Marie Tribe of Chippewa Indians, the governing body of the Tribe is its Board of Directors, it is authorized to adopt this resolution pursuant to Article VII, Section 1 of its Constitution, it has had the opportunity to consult its legal counsel, and it adopts this resolution voluntarily.

NOW, THEREFORE, BE IT RESOLVED:

- 1 .State jurisdiction and law. The Tribe submits itself to the Michigan Gaming Control Board's jurisdiction or any successor agency charged with enforcement of LIGA in connection with its application for an internet gaming operator's license and as a condition of the Tribe's eligibility to hold, retain, and renew its internet gaming operator's license. The Tribe agrees to be bound by all applicable provisions of LIGA, all applicable administrative rules promulgated pursuant to LIGA, and all applicable orders of the Michigan Gaming Control Board issued pursuant to LIGA internet gaming by an Indian tribe.
- 2 .Limited waiver of sovereign immunity. The Tribe waives its sovereign immunity solely for the limited purposes stated in LIGA, MCL 432.307(1)(h), including its subsections and those provisions to which they refer. This limited waiver of sovereign immunity related to LIGA applies to all bodies, individuals, and entities that claim to be entitled to assert or be protected by the Tribe's sovereign immunity from suits originating under LIGA. Nothing in this Resolution shall be construed as a general waiver of the Tribe's sovereign immunity.
3. Administrative and other actions, and limited waiver of tribal court jurisdiction. The Tribe consents to administrative actions in front of the Michigan Gaming Control Board and any subsequent appeals in a state court of competent jurisdiction. The Tribe otherwise consents to be sued in the state circuit court for the County of Ingham and any subsequent appeals in a state court of competent jurisdiction. For any action originating under LIGA that cannot be brought originally in the Michigan Gaming Control Board or the state circuit court for the County of Ingham, the Tribe consents to be sued in a state court of competent jurisdiction as set forth in section 13 of LIGA, MCL 432.313. The Tribe waives its right to contest or litigate any claims or issues originating under LIGA in the Tribe's tribal courts.
4. Sovereign immunity and inherent sovereignty not defenses. The Tribe hereby affirms that it will not assert its sovereign immunity from suit or its inherent sovereignty as a defense in or bar to any civil, criminal, or administrative action originating under LIGA that the Michigan Gaming Control Board, the Michigan Attorney General, or a local prosecutor brings directly or that they raise as a counter-claim in an action initiated by the Tribe.
5. Remedies and relief. The Tribe consents to all remedies and relief provided in or permitted under LIGA, including legal and equitable relief, monetary fines, other sanctions, and the seizure of the Tribe's other personal property related to the conduct of gaming under LIGA. The Tribe waives and does not require a specific pledge of assets to be subject to an order, decision, or judgment requiring it to pay civil fines or to fulfill other relief requiring it to pay money related to LIGA. The Tribe expressly understands and agrees that the remedies and relief available under LIGA are not limited to prospective, declaratory, or injunctive relief.

6. Consent to entry upon Indian lands and limited waiver of the right to exclude. The Tribe consents to entry upon the Tribe's Indian lands by the officials, officers, employees, agents, and representatives of the Michigan Gaming Control Board, Michigan Department of Attorney General, Michigan State Police, local prosecutors, and local law enforcement agencies to audit, inspect, or otherwise carryout, regulate, and enforce any provision in LIGA, the administrative rules promulgated under LIGA, and the orders issued pursuant to LIGA. The Tribe waives any right it may have to exclude officials, employees, agents, and representatives of the Michigan Gaming Control Board, Michigan Department of Attorney General, Michigan State Police, local prosecutors, and local law enforcement agencies to audit, inspect, or otherwise carryout, regulate, and enforce any provision in LIGA, the administrative rules promulgated under LIGA, and the orders issued pursuant to LIGA.
7. Authorized tribal official. The Tribe designates its Chairperson, or designee, to act on behalf of and bind the Tribe in anything originating under LIGA. The Tribal Chairperson has actual authority to do all things necessary to apply for, obtain, maintain, and/or renew an internet gaming operator's license for the Tribe under LIGA, excluding the authority to modify the limited waiver of tribal sovereign immunity in this Resolution.
8. No waiver of other tribal rights or limitations in LIGA. This Resolution specifically relates to the Tribe's compliance with LIGA and enforcement of LIGA by the Michigan Gaming Control Board, the Michigan Attorney General, local prosecutors, and local law enforcement. Nothing in this resolution is intended to waive the Tribe's immunity from suit by other persons or parties, such as the Tribe's vendors or patrons. Nothing in this resolution waives the Tribe's rights under LIGA, the administrative rules promulgated under LIGA, or the orders issued under LIGA, including any provisions that may limit their reach or effect. Except as stated in this Resolution, the Tribe does not waive any argument concerning whether one or more provisions of LIGA, the administrative rules promulgated under LIGA, or the orders issued under LIGA apply to an Indian tribe.
9. No amendment to tribal-state gaming compact. Nothing in this Resolution waives the Tribe's rights under its gaming compact with the State of Michigan, amends that gaming compact, or authorizes the Michigan Gaming Control Board to otherwise regulate gaming conducted by the Tribe exclusively on the Tribe's Indian lands.
10. Effective date. This resolution is effective when adopted by the Tribe's Board of Directors.
11. Duration and survival. This resolution shall remain continuously in effect while the Tribe is an applicant for a license under LIGA, has a license under LIGA, is seeking renewal of a license under LIGA, and until any outstanding administrative, civil, and/or criminal matters under LIGA, including all appeals, are resolved fully and finally. The Tribe intends for this resolution to survive any license it may obtain under LIGA to ensure that all matters that occur or arise while the Tribe holds or is applying for an internet gaming operator's license, including any disputes or violations, are resolved and so that it can wind-down its internet gaming operations in a manner consistent with LIGA should those operations cease.
12. Modification, revocation, or rescission. The Tribe agrees to give three months' advance written notice to the Executive Director of the Michigan Gaming Control Board if it intends to modify, revoke, or rescind this resolution by any action, including by referendum of the

Tribe's members. Unless replaced by a resolution or other action consistent with the requirements of LIGA as determined by the Michigan Gaming Control Board, the Tribe understands that modifying, revoking, or rescinding this resolution or one or more terms under it may lead the Michigan Gaming Control Board to initiate proceedings to suspend or revoke the Tribe's internet gaming operator's license issued under LIGA, or to seek other relief.

13. Definitions. The terms used in this resolution shall have the meaning given to them in LIGA if defined there. Additionally, the following terms shall have the meaning stated below, regardless of capitalization or whether stated in the plural or singular:

- a. Related to LIGA. Any claim, issue, license, or other matter arising out of or related to LIGA, the administrative rules promulgated under LIGA, or orders issued pursuant to LIGA.

CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 13 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 19 day of January 2021; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 12 members for, 0 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.


Aaron A. Payment, Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians


Bridgett Sorenson, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians



RESOLUTION NO: 2021-18

AUTHORIZING A LIMITED WAIVER OF SOVEREIGN IMMUNITY AND THE RIGHT TO EXCLUDE AND ADDRESSING OTHER MATTERS REQUIRED TO OBTAIN AND MAINTAIN A SPORTS BETTING OPERATOR'S LICENSE FROM THE MICHIGAN GAMING CONTROL BOARD

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Membership Services

Economic Development Commission

WHEREAS, the Sault Ste. Marie Tribe of Chippewa Indians ("Tribe") is a federally recognized Indian tribe organized pursuant to the Constitution of the Sault Ste. Marie Tribe of Chippewa Indians ("Constitution"); and

WHEREAS, the Congress of the United States has enacted the Indian Gaming Regulatory Act of 1988 (25 USC 2701 et seq.) (hereafter "IGRA"), which regulates Class III gaming activities by an Indian tribe on its "Indian lands" as that term is defined in IGRA; and

WHEREAS, the Tribe and the State of Michigan entered into a tribal-state Class III gaming compact on August 20, 1993, which was approved by the United States Department of the Interior and published in the Federal Register on November 30, 1993; and

WHEREAS, in accordance with IGRA, the Tribe passed a Tribal Gaming Ordinance authorizing Class III gaming on its Indian lands, which was approved by the chair of the National Indian Gaming Commission on December 9, 1994, and subsequently amended and approved by the National Indian Gaming Commission on March 30, 2010, and February 16, 2017; and

WHEREAS, the Tribe has formed Sault Tribe Online Gaming ("STOG"), a tribally chartered entity authorized under Article VII, Section 1(n) of the Constitution of the Tribe to manage and oversee the Tribe's internet gaming and sports betting operations pursuant to the Tribe's Michigan state licenses; and

WHEREAS, the Tribe conducts Class III gaming in casinos, which operate under a license issued by the Sault Ste. Marie Tribe of Chippewa Indians Gaming Commission at Kewadin Casinos located in Sault Ste. Marie, Manistique, Christmas, St. Ignace, and Hessel (the "Casinos"); and

WHEREAS, the Michigan Legislature has enacted the Lawful Sports Betting Act, MCL 432.401 et seq. (hereafter "LSBA"), which is the sole basis in state law under which any person may lawfully conduct internet sports betting outside of Indian lands in Michigan; and

WHEREAS, LSBA authorizes an eligible Indian tribe to engage in certain online gaming activities in Michigan outside of its Indian lands, subject to licensing and regulation; and

WHEREAS, the Tribe's operation of its Casinos under IGRA and pursuant to the tribal-state gaming compact makes it eligible to apply for a sports betting operator's license under LSBA; and

WHEREAS, LSBA, MCL 432.407(1)(h), requires an Indian tribe grant a limited waiver of sovereign immunity solely for the purposes stated in that provision as a condition of the Michigan Gaming Control Board issuing, maintaining, and renewing a sports betting operator license; and

WHEREAS, internet sports betting presents a valuable opportunity for the Tribe and the Tribe seeks to obtain, maintain, and renew when necessary, an internet sports betting operator license under LSBA; and

WHEREAS, pursuant to the Constitution of the Sault Ste. Marie Tribe of Chippewa Indians, the governing body of the Tribe is its Board of Directors, it is authorized to adopt this resolution pursuant to Article VII, Section 1 of its Constitution, it has had the opportunity to consult its legal counsel, and it adopts this resolution voluntarily.

NOW, THEREFORE, BE IT RESOLVED:

1. State jurisdiction and law. The Tribe submits itself to the Michigan Gaming Control Board's jurisdiction or any successor agency charged with enforcement of LSBA in connection with its application for a sports betting operator's license and as a condition of the Tribe's eligibility to hold, retain, and renew its sports betting operator's license. The Tribe agrees to be bound by all applicable provisions of LSBA, all applicable administrative rules promulgated pursuant to LSBA, and all applicable orders of the Michigan Gaming Control Board issued pursuant to LSBA sports betting by an Indian tribe.
2. Limited waiver of sovereign immunity. The Tribe waives its sovereign immunity solely for the limited purposes stated in LSBA, MCL 432.407(1)(h), including its subsections and those provisions to which they refer. This limited waiver of sovereign immunity related to LSBA applies to all bodies, individuals, and entities that claim to be entitled to assert or be protected by the Tribe's sovereign immunity from suits originating under LSBA. Nothing in this Resolution shall be construed as a general waiver of the Tribe's sovereign immunity.
3. Administrative and other actions, and limited waiver of tribal court jurisdiction. The Tribe consents to administrative actions in front of the Michigan Gaming Control Board and any subsequent appeals in a state court of competent jurisdiction. The Tribe otherwise consents to be sued in the state circuit court for the County of Ingham and any subsequent appeals in a state court of competent jurisdiction. For any action originating under LSBA that cannot be brought originally in the Michigan Gaming Control Board or the state circuit court for the County of Ingham, the Tribe consents to be sued in a state court of competent jurisdiction as set forth in section 13 of LSBA, MCL 432.413. The Tribe waives its right to contest or litigate any claims or issues originating under LSBA in the Tribe's tribal courts.
4. Sovereign immunity and inherent sovereignty not defenses. The Tribe hereby affirms that it will not assert its sovereign immunity from suit or its inherent sovereignty as a defense in or bar to any civil, criminal, or administrative action originating under LSBA that the Michigan Gaming Control Board, the Michigan Attorney General, or a local prosecutor brings directly or that they raise as a counter-claim in an action initiated by the Tribe.
5. Remedies and relief. The Tribe consents to all remedies and relief provided in or permitted under LSBA, including legal and equitable relief, monetary fines, other sanctions, and the seizure of the Tribe's other personal property related to the conduct of gaming under LSBA. The Tribe waives and does not require a specific pledge of assets

to be subject to an order, decision, or judgment requiring it to pay civil fines or to fulfill other relief requiring it to pay money related to LSBA. The Tribe expressly understands and agrees that the remedies and relief available under LSBA are not limited to prospective, declaratory, or injunctive relief.

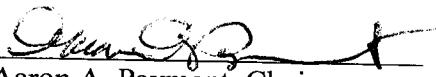
6. Consent to entry upon Indian lands and limited waiver of the right to exclude. The Tribe consents to entry upon the Tribe's Indian lands by the officials, officers, employees, agents, and representatives of the Michigan Gaming Control Board, Michigan Department of Attorney General, Michigan State Police, local prosecutors, and local law enforcement agencies to audit, inspect, or otherwise carryout, regulate, and enforce any provision in LSBA, the administrative rules promulgated under LSBA, and the orders issued pursuant to LSBA. The Tribe waives any right it may have to exclude officials, employees, agents, and representatives of the Michigan Gaming Control Board, Michigan Department of Attorney General, Michigan State Police, local prosecutors, and local law enforcement agencies to audit, inspect, or otherwise carryout, regulate, and enforce any provision in LSBA, the administrative rules promulgated under LSBA, and the orders issued pursuant to LSBA.
7. Authorized tribal official. The Tribes designates its Chairperson, or designee, to act on behalf of and bind the Tribe in anything originating under LSBA. The Tribal Chairperson has actual authority to do all things necessary to apply for, obtain, maintain, and/or renew a sports betting operator's license for the Tribe under LSBA, excluding the authority to modify the limited waiver of tribal sovereign immunity in this Resolution.
8. No waiver of other tribal rights or limitations in LSBA. This Resolution specifically relates to the Tribe's compliance with LSBA and enforcement of LSBA by the Michigan Gaming Control Board, the Michigan Attorney General, local prosecutors, and local law enforcement. Nothing in this resolution is intended to waive the Tribe's immunity from suit by other persons or parties, such as the Tribe's vendors or patrons. Nothing in this resolution waives the Tribe's rights under LSBA, the administrative rules promulgated under LSBA, or the orders issued under LSBA, including any provisions that may limit their reach or effect. Except as stated in this Resolution, the Tribe does not waive any argument concerning whether one or more provisions of LSBA, the administrative rules promulgated under LSBA, or the orders issued under LSBA apply to an Indian tribe.
9. No amendment to tribal-state gaming compact. Nothing in this Resolution waives the Tribe's rights under its gaming compact with the State of Michigan, amends that gaming compact, or authorizes the Michigan Gaming Control Board to otherwise regulate gaming conducted by the Tribe exclusively on the Tribe's Indian lands.
10. Effective date. This Resolution is effective when adopted by the Tribe's Board of Directors.
11. Duration and survival. This Resolution shall remain continuously in effect while the Tribe is an applicant for a license under LSBA, has a license under LSBA, is seeking renewal of a license under LSBA, and until any outstanding administrative, civil, and/or criminal matters under LSBA, including all appeals, are resolved fully and finally. The Tribe intends for this resolution to survive any license it may obtain under LSBA to

ensure that all matters that occur or arise while the Tribe holds or is applying for a sports betting operator's license, including any disputes or violations, are resolved and so that it can wind-down its internet sports betting operations in a manner consistent with LSBA should those operations cease.

12. Modification, revocation, or rescission. The Tribe agrees to give three months' advance written notice to the Executive Director of the Michigan Gaming Control Board if it intends to modify, revoke, or rescind this resolution by any action, including by referendum of the Tribe's members. Unless replaced by a resolution or other action consistent with the requirements of LSBA as determined by the Michigan Gaming Control Board, the Tribe understands that modifying, revoking, or rescinding this resolution or one or more terms under it may lead the Michigan Gaming Control Board to initiate proceedings to suspend or revoke the Tribe's sports betting operator's license issued under LSBA, or to seek other relief.
13. Definitions. The terms used in this resolution shall have the meaning given to them in LSBA if defined there. Additionally, the following terms shall have the meaning stated below, regardless of capitalization or whether stated in the plural or singular:
 - a. Related to LSBA. Any claim, issue, license, or other matter arising out of or related to LSBA, the administrative rules promulgated under LSBA, or orders issued pursuant to LSBA.

CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 13 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 19 day of January 2021; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 12 members for, 0 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.


Aaron A. Payment, Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians


Bridgett Sorenson, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians



RESOLUTION NO: 2021-19

APPROVAL AND AUTHORIZATION OF SECOND AMENDED AND RESTATED ONLINE GAMING AND SPORTS BETTING AGREEMENT AND LIMITED WAIVER OF SAULT TRIBE ONLINE GAMING'S SOVEREIGN IMMUNITY THEREIN

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Government Services

Membership Services

Economic Development Commission

WHEREAS, the Sault Ste. Marie Tribe of Chippewa Indians (the "Tribe") is organized pursuant to the Constitution of the Sault Ste. Marie Tribe of Chippewa Indians; and

WHEREAS, Sault Tribe Online Gaming, GAN, and Wynn have previously negotiated the terms of an Amended and Restated Online Gaming and Sports Betting Agreement between Sault Tribe Online Gaming and Wynn; and

WHEREAS, the Tribe now seeks to enter into a revised Amended and Restated Online Gaming and Sports Betting Agreement with Wynn for the Tribe's operations, by and through Sault Tribe Online Gaming, of online gaming and sports betting.

NOW, THEREFORE, BE IT RESOLVED, that the Sault Ste. Marie Tribe of Chippewa Indians Board of Directors hereby authorizes and approves the Second Amended and Restated Online Gaming and Sports Betting Agreement, attached hereto and incorporated within, between the Tribe, Sault Tribe Online Gaming, and Wynn.

BE IT FURTHER RESOLVED, that the Board of Directors hereby issues a limited waiver of Sault Tribe Online Gaming's sovereign immunity granted solely to Wynn, pursuant to the terms of the Second Amended and Restated Online Gaming and Sports Betting Agreement for the specific purpose of the enforcement of the Second Amended and Restated Online Gaming and Sports Betting Agreement.

BE IT FURTHER RESOLVED, that the Board of Directors hereby authorizes and approves its Chairperson, or his designee, to execute any and all documents as may be necessary and appropriate to carry out the terms, conditions and intent of this Resolution.

CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 13 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 19 day of January 2021; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 12 members for, 0 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.


Aaron A. Payment, Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians


Bridgett Sorenson, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians



RESOLUTION NO: 2021-20

**CULTURAL – ANISHINAABEMOWIN THEATRE PROJECT
ESTABLISHMENT OF FY 2021 BUDGET**

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**Government
Services**

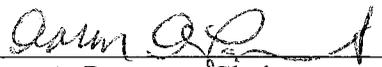
**Membership
Services**

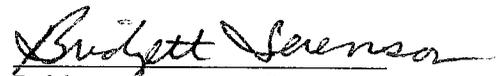
**Economic
Development
Commission**

BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the FY 2021 budget for Anishinaabemowin Theatre Project with Other Revenue monies of \$8,779.50. No effect on Tribal Support.

CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 13 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 19 day of January 2021; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 12 members for, 0 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.


Aaron A. Payment, Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians


Bridgett Sorenson, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians



RESOLUTION NO: 2021-21

**ACFS – TRIBAL GOVERNMENTS
ESTABLISHMENT OF FY 2021 AND 2022 BUDGET**

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**Government
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**Membership
Services**

**Economic
Development
Commission**

BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the FY 2021 budget for Tribal Governments with Federal DOJ Revenue monies of \$139,994.93. No effect on Tribal Support.

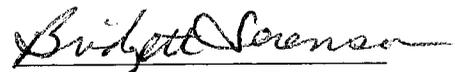
BE IT FURTHER RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the FY 2022 budget for Tribal Governments with Federal DOJ Revenue monies of \$241,904.20. No effect on Tribal Support.

CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 13 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 19 day of January 2021; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 12 members for, 0 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.



Aaron A. Payment, Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians



Bridgett Sorenson, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians



RESOLUTION NO: 2021-22

**NATURAL RESOURCES –
ENVIRONMENTAL TOLERANCES MANOOMIN
ESTABLISHMENT OF FY 2021 AND 2022 BUDGET**

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**Government
Services**

**Membership
Services**

**Economic
Development
Commission**

BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the FY 2021 budget for Environmental Tolerances Manoomin with Federal BIA Revenue monies of \$22,581.50. No effect on Tribal Support.

BE IT FURTHER RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the FY 2022 budget for Environmental Tolerances Manoomin with Federal BIA Revenue monies of \$46,618.50. No effect on Tribal Support.

CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 13 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 19 day of January 2021; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 12 members for, 0 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.



Aaron A. Payment, Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians



Bridgett Sorenson, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians



RESOLUTION NO: 2021-23

**NATURAL RESOURCES – INVASIVE SPECIES SURVEILLANCE
ESTABLISHMENT OF FY 2022 BUDGET**

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BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the FY 2022 budget for Invasive Species Surveillance with Federal BIA Revenue monies of \$125,611.85. No effect on Tribal Support.

CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 13 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 19 day of January 2021; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 12 members for, 0 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.

**Government
Services**

Aaron A. Payment, Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians

**Membership
Services**

Bridgett Sorenson, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians

**Economic
Development
Commission**



RESOLUTION NO: 2021-24

**NATURAL RESOURCES – WINTERING COMPLEXES
ESTABLISHMENT OF FY 2022 BUDGET**

Min Waban Dan

**Administrative
Office**

523 Ashmun Street

Sault Ste. Marie

Michigan

49783

Phone

906.635.6050

Fax

906.635.4969

BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the FY 2022 budget for Wintering Complexes with Federal BIA Revenue monies of \$155,653.05. No effect on Tribal Support.

CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 13 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 19 day of January 2021; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 12 members for, 0 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.

**Government
Services**

Aaron A. Payment, Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians

**Membership
Services**

Bridgett Sorenson, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians

**Economic
Development
Commission**



RESOLUTION NO: 2021-25

**DENTAL CLINICS
(SAULT, ST. IGNACE, AND MANISTIQUE)
AND THIRD PARTY REVENUE
FY 2021 BUDGET MODIFICATIONS**

Min Waban Dan

**Administrative
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523 Ashmun Street
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49783

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Fax

906.635.4969

**Government
Services**

**Membership
Services**

**Economic
Development
Commission**

BE IT RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the FY 2021 budget modification to Soo Dental Clinic and St. Ignace Dental Clinic to change the personnel sheets and reallocate expenses.

BE IT FURTHER RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the FY 2021 budget modification to Manistique Dental Clinic to change the personnel sheet, increase expenses, and increase Third Party Revenue monies \$39,904.52.

BE IT FINALLY, RESOLVED, that the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians hereby approves the FY 2021 budget modification to increase Third Party Revenue transfer of \$39,904.52.

CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 13 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 19 day of January 2021; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 12 members for, 0 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.



Aaron A. Payment, Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians



Bridgett Sorenson, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians



RESOLUTION NO: 2021-27

**APPROVING CONTRACT
PATTERSON, EARNHART, REAL BIRD & WILSON, L.L.P.**

Min Waban Dan

**Administrative
Office**

523 Ashmun Street
Sault Ste. Marie
Michigan
49783

Phone

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Fax

906.635.4969

**Government
Services**

**Membership
Services**

**Economic
Development
Commission**

RESOLVED, that the Board of Directors hereby approves the contract between the Sault Ste. Marie Tribe of Chippewa Indians and Patterson, Earnhart, Real Bird & Wilson, L.L.P., ending December 31, 2021, for the purpose of providing legal services to the Tribe.

CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 13 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 19 day of January 2021; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 12 members for, 0 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.


Aaron A. Payment, Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians


Bridgett Sorenson, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians



RESOLUTION NO: 2021-28

**APPROVING CONTRACT
MORISSET, SCHLOSSER, JOZWIAK, & SOMERVILLE, P.C.,**

Min Waban Dan

**Administrative
Office**

523 Ashmun Street
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Michigan
49783

Phone

906.635.6050

Fax

906.635.4969

**Government
Services**

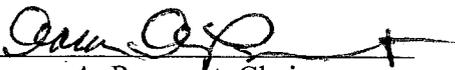
**Membership
Services**

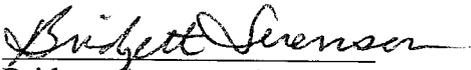
**Economic
Development
Commission**

RESOLVED, that the Board of Directors hereby approves the contract between the Sault Ste. Marie Tribe of Chippewa Indians and Morisset, Schlosser, Jozwiak, & Somerville, P.C., ending December 31, 2021, for the purpose of providing legal services to the Tribe.

CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 13 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 19 day of January 2021; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 12 members for, 0 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.


Aaron A. Payment, Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians


Bridgett Sorenson, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians



RESOLUTION NO: 2021-29

**APPROVING CONTRACT
FOSTER GARVEY**

Min Waban Dan

**Administrative
Office**

523 Ashmun Street
Sault Ste. Marie
Michigan
49783

Phone

906.635.6050

Fax

906.635.4969

**Government
Services**

**Membership
Services**

**Economic
Development
Commission**

RESOLVED, that the Board of Directors hereby approves the contract between the Sault Ste. Marie Tribe of Chippewa Indians and the law firm of Foster Garvey, ending December 31, 2021, for the purpose of providing legal services to the Tribe.

CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 13 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 19 day of January 2021; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 12 members for, 0 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.

Aaron A. Payment, Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians

Bridgett Sorenson, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians



RESOLUTION NO: 2021-30

**APPROVING CONTRACT
BUTZEL LONG**

Min Waban Dan

**Administrative
Office**

523 Ashmun Street
Sault Ste. Marie
Michigan
49783

Phone

906.635.6050

Fax

906.635.4969

**Government
Services**

**Membership
Services**

**Economic
Development
Commission**

RESOLVED, that the Board of Directors hereby approves the contract between the Sault Ste. Marie Tribe of Chippewa Indians and the law firm of Butzel Long, ending December 31, 2021, for the purpose of providing legal services to the Tribe.

CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 13 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 19 day of January 2021; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 11 members for, 1 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.

Aaron A. Payment, Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians

Bridgett Sorenson, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians



RESOLUTION NO: 2021-31

**APPROVING CONTRACT
ALEXIS LAMBROS**

Min Waban Dan

**Administrative
Office**

523 Ashmun Street
Sault Ste. Marie
Michigan
49783

Phone

906.635.6050

Fax

906.635.4969

**Government
Services**

**Membership
Services**

**Economic
Development
Commission**

RESOLVED, that the Board of Directors hereby approves the contract between the Sault Ste. Marie Tribe of Chippewa Indians and Attorney Alexis Lambros, ending December 31, 2021, for the purpose of providing legal services to the Tribe.

CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 13 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 19 day of January 2021; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 11 members for, 1 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.

Aaron A. Payment, Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians

Bridgett Sorenson, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians



RESOLUTION NO: 2021-32

**APPROVING CONTRACT
SONOSKY CHAMBERS – JUUL LITIGATION**

Min Waban Dan

**Administrative
Office**

523 Ashmun Street
Sault Ste. Marie
Michigan
49783

Phone

906.635.6050

Fax

906.635.4969

**Government
Services**

**Membership
Services**

**Economic
Development
Commission**

RESOLVED, that the Board of Directors hereby approves the contract between the Sault Ste. Marie Tribe of Chippewa Indians and the law firm of Sonosky Chambers, for the purpose of pursuing litigation related to vaping devices and marketing, on a contingency fee basis, continuing until the resolution of such litigation.

CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 13 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 19 day of January 2021; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 12 members for, 0 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.


Aaron A. Payment, Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians


Bridgett Sorenson, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians



RESOLUTION NO: 2021-33

**APPROVING CONTRACT
OGITCHIIDA QWE AND ASSOCIATES**

Min Waban Dan

**Administrative
Office**

523 Ashmun Street
Sault Ste. Marie
Michigan
49783

Phone

906.635.6050

Fax

906.635.4969

**Government
Services**

**Membership
Services**

**Economic
Development
Commission**

RESOLVED, that the Board of Directors hereby ratifies the Tribe's current agreement with the firm and approves the new contract between the Sault Ste. Marie Tribe of Chippewa Indians and Ogitchiida Qwe and Associates, ending December 31, 2021, all for the purpose of providing consulting services to the Tribe.

CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 13 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 19 day of January 2021; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 12 members for, 0 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.


Aaron A. Payment, Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians


Bridgett Sorenson, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians



RESOLUTION NO: 2021-26

AMENDING KEWADIN CASINOS GAMING AUTHORITY BYLAWS

WHEREAS, Chapter 94 of the Tribal Code, titled the Gaming Authority Charter, establishes the Gaming Authority and, in section 94.109(1) authorizes the Management Board of the Authority to conduct business “pursuant to bylaws consistent with the Charter adopted by the Management Board and approved by the Board of Directors”; and

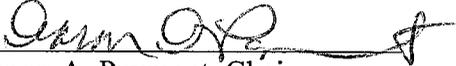
WHEREAS, the Management Board, with the approval of the Board of Directors has adopted and, from time to time, has amended bylaws governing the conduct of business by the Authority; and

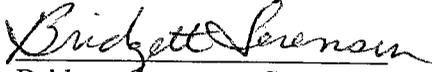
WHEREAS, the Management Board and the Board of Directors deem it helpful to renumber and ratify the existing bylaws of the Authority.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors here by approved the attached Bylaws of the Kewadin Casinos Gaming Authority, as attached.

CERTIFICATION

We, the undersigned, as Chairperson and Secretary of the Sault Ste. Marie Tribe of Chippewa Indians, hereby certify that the Board of Directors is composed of 13 members, of whom 13 members constituting a quorum were present at a meeting thereof duly called, noticed, convened, and held on the 19 day of January 2021; that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 12 members for, 0 members against, 0 members abstaining, and that said resolution has not been rescinded or amended in any way.


Aaron A. Payment, Chairperson
Sault Ste. Marie Tribe of
Chippewa Indians


Bridgett Sorenson, Secretary
Sault Ste. Marie Tribe of
Chippewa Indians

Min Waban Dan

Administrative Office

523 Ashmun Street

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Michigan

49783

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Government Services

Membership Services

Economic Development Commission

BYLAWS OF

KEWADIN CASINO GAMING AUTHORITY

(Hereinafter referred to as the "Authority")

Article I. OFFICES

Section 1. Location. The principal office of the Authority in the State of Michigan shall be located at Sault Ste. Marie, Michigan.

Article II. MEMBERS AND MEETINGS OF THE MANAGEMENT BOARD

Section 1. Number of Members of Management Board. The authorized number of members (the "Members") of the Management Board of the Authority (the "Management Board") is established in the Gaming Authority Charter.

Section 2. Place of Meeting. The place, time and date of meetings shall be at the discretion of the Management Board.

Section 3. Other Regular Meetings. Management Board meetings may be regularly scheduled for dates, times and places as determined by the Management Board, and in such case notice of such meetings need not be given to the Management Board and is hereby dispensed with.

Section 4. Special Meetings and Notice Thereof. Special Management Board meetings for any purpose or purposes, may be called at any time by the Chairperson or by a majority vote of the Management Board. Written notice of such special meetings shall be given to all Members of the Management Board at least 24 hours in advance of such meeting. At special meetings, the Management Board shall have the same power to transact business as at regular meetings. Written notice of the place, day and hour of the special Management Board meetings shall be given to each Member, and constitute due, legal and personal notice to him or her if that notice is delivered personally to him or her or sent to him or her by mail, commercial courier, telefax, or other means of written communications, charges prepaid, addressed to him or her at this or her address as it is shown upon records of the Authority or, if such address is not so shown on such records or is not readily ascertainable, at the place in which the regular Members' meetings are held. If delivered personally or via commercial courier, telefax, such notice shall be so delivered at least twenty-four (24) hours prior to the time of the holding of the meeting. If mailed, such notice shall be deposited in the United States Mail at least forty-eight (48) hours prior to the time of the holding the meeting; such notice shall be deemed given with deposited in the United States Mail, postage prepaid and addresses as set forth above. A Special Meeting may be held at any duly convened and noticed meeting of the Board of Directors of the Sault Ste. Marie Tribe of Chippewa Indians without any further notice required.

~~**Section 5. Participation in Meeting by Electronic Media.** Meetings of the Management Board may be held in whole or in part by teleconference call, video or other electronic means which allows effective participation by members. Members may participate in any meeting by such means, and shall be included for purposes of establishing a quorum when they do so. [Existing provision conflicts with section 14.109(1) of the Tribal Code.]~~

Section 6. Waiver of Notice.

- (a) The attendance of a Member at any Management Board meeting shall constitute a waiver of notice of such meeting, except where such Member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called, noticed, or convened.
- (b) The transaction of whatever kind or nature held at any Management Board meeting, however called and noticed or wherever held, shall be as valid as though had a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Management Board Members not present signs a written waiver of notice of the meeting and a written consent to holding such meeting, or a written approval of the minutes thereof. All such waivers and consents or approvals shall be filed with the Authority records or made part of the minutes of the meeting.
- (c) In addition, any action require or permitted to be taken by the Management Board may be taken without a meeting, if all Members of the Management Board shall individually and collectively consent in writing to such action. Such written consents shall be filed with the minutes of the proceedings of the Management Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Management Board Members at a duly called, noticed, and held Management Board meeting. Any certificate or other document filed which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that they Bylaws authorized the Members to so act, and such statement shall be prima facie evidence of such authority.

Section 7. Adjournment. A quorum may adjourn any Management Board meeting to meet again at a stated place, date, and hour; however in the absence of a quorum, a majority of the Members present at any regular or special Management Board meeting may adjourn from time to time until a quorum is present or the time fixed for the next regular Management Board meeting.

Section 8. Fees and Compensation. By resolution of the Board, the Members may be paid their expenses, if any, of attendance at each Management Board meeting and a fixed sum for attendance at such meeting. Nothing herein contained shall be construed to preclude any Member from serving the Authority in any other capacity as an officer, agent, employee or otherwise and receiving a separate compensation therefor.

Section 9. Presumption of Assent. A Member who is present any Management Board meeting at which action on any Authority matter is taken shall be presumed to have assented to any action taken by the Management Board at that meeting unless his or her dissent shall be entered in the minutes of the meeting or he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or he or she shall forward such dissent by registered mail to the Secretary of the Authority immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Member who voted in favor of such action. A Member who is absent from a meeting of the Management Board, or a committee thereof of which he or she is a member, at which any such action taken is presumed to have assented to the action unless he or she files his or her dissent with the Secretary of the Authority within a reasonable time after he or she has knowledge of the action.

Section 10. Voting. No member of the Management Board shall cast a vote on any matter in which the Management Board determines by a majority voted that said member may have a personal interest in the matter.

Article III. OFFICERS

Section 1. Officers. The officers of the Authority may be a Vice Chairperson, Treasurer and a Secretary. The Authority may also have a Chairperson of the Management Board, and such other officers as may be appointed from time to time. One person may hold two or more offices.

Section 2. Election. The officers of the Authority except for the Chairperson shall be chosen by the Management Board, and each shall hold his or her office until he or she resigns, dies, is removed or otherwise disqualified to serve, or until his or her successor is elected and qualified, whichever occurs first.

Section 3. Removal and Resignation.

- (a) Any officer or agent may be removed by a majority of the whole Management Board at the time in office or at any regular or special Management Board meeting.
- (b) Any officer may resign at any time by giving written notice to the Management Board or the Secretary. Any such resignation shall take effect at the date of the receipt, of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in Chapter 94 of the Tribal Code.

Section 5. Chairperson. The Chairperson of the Board of Directors shall serve as the Chairperson of the Management Board and shall preside at all meetings of the Management Board and shall exercise any other lawful authority delegated to the Chairperson by the Tribal Board of Directors. The Chairperson shall only vote in case of a tie unless otherwise provided in the Tribal Constitution or in the Authority's Charter and Bylaws. If the Chairperson is not able to preside at a meeting of the Management Board, the Vice Chairperson of the Board of Directors shall preside; if neither the Chairperson or the Vice Chairperson are able to preside over the meeting, then the Secretary of the Board of Directors shall preside; finally, if none of these officers are able to preside over the meeting, the Treasurer of the Board of Directors shall preside.

Article IV. EXECUTION OF INSTRUMENTS

Section 1. Contracts, Conveyances, Etc.

- (a) When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the Chairperson, Secretary or Treasurer may execute the same in the name and on behalf of the Authority. The Management Board shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of the Authority in more than one capacity.
- (b) Notwithstanding anything contained herein to the contrary, no officer, agent or employee of this Authority shall have the authority to disburse money or other property to other persons, to obligate the Authority to do or perform any act, to make any payments of money or property, or to execute any of the instruments described herein on behalf of this Authority other than in the ordinary course of business unless he or she shall have previously obtained the approval of the Management Board and unless such approval or ratification shall appear in the minutes of this Authority.

Article V. AUTHORITY RECORDS

Section 1. Records. All books, records and financial accounts kept by officers or employees of the Authority in connection with their duties or employment are the property of the Authority and shall be maintained in the Tribal office. Upon leaving office or employment, it shall be the duty of each Authority officer or employee to turn over such books, records and financial accounts to the appropriate successor.

Article VI. AMENDMENTS

Section 1. Procedures. These Bylaws may be added to, altered, amended, or repealed by (a) the written consent of all of the members of the Board then in office, or (b) vote of not less than a majority of the Members of the Management Board then in office any regular or special meeting, if written notice of the proposed addition, alteration, amendment, or repeal shall have been given to each Member at least five (5) days before the meeting, or waived in writing.

Section 2. Audit. The Management Board shall cause an annual independent audit of the books of the Authority to be conducted and the results thereof shall be filed with the Board of Directors of the Tribe as a public record of the Tribe.

Section 3. Ratification. Actions taken by the Management Board prior to the adoption of these bylaws are hereby ratified.