



**HANNAHVILLE**  
INDIAN COMMUNITY  
N14911 HANNAHVILLE B1 RD.  
WILSON, MICHIGAN 49896-9720



**Council Members:**  
Audrey Gamez, Darrell Wandahsoga,  
Rose Gill, John Meshigaud,  
Harry Williams, Henry Philomon Jr.,  
Henry Williams Sr., Bill Wandahsejn

Administration: (906) 466-2034  
Fax: (906) 466-2933  
Accounting Office: (906) 466 9933  
Fax: (906) 466-2001

RESOLUTION. 10-02-00

**WHEREAS:** The Hannahville Indian Community is a Federally recognized Indian Tribe pursuant to the Indian Reorganization Act of June 18, 1934, "48 Stat. 984" as amended by the Act of June 30, 1934, "49 Stat. 378."

**WHEREAS:** The Tribal Council is the duly elected body of the membership of the Hannahville Indian Community.

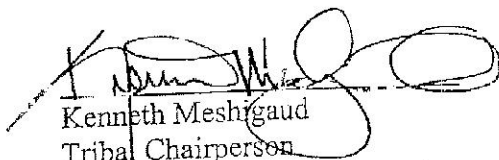
**WHEREAS:** The Hannahville Indian Community Tribal Council is authorized under its Tribal Constitution to manage the business affairs and enterprises of the Community and may issue a charter to any group of members of the Community for business purposes.

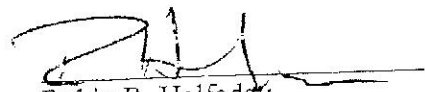
**WHEREAS** The Hannahville Tribal Council is authorized to engage in any business that will further the economic well being of its members under its legal name "The Hannahville Indian Community".

**NOW THEREFORE,** the Hannahville Indian Community Tribal Council seeks to establish the "Commercial Enterprise Oversight Board" and adopts the "Bylaws of the Commercial Enterprise Oversight Board" to oversee the day-to-day activities of all tribally owned commercial enterprises.

**CERTIFICATION**

The foregoing resolution was duly adopted by the Tribal Council of the Hannahville Indian Community with a quorum present during the regular session on this 2nd day of October 2000 by a vote of 10 for; 0 opposed; and 4 abstaining.

  
Kenneth Meshigaud  
Tribal Chairperson  
Hannahville Indian Community

  
Robin R. Halfaday  
Secretary  
Hannahville Indian Community

**BYLAWS OF THE  
COMMERCIAL ENTERPRISE OVERSIGHT BOARD  
A LEGAL SUBSIDIARY OF THE  
HANNAHVILLE INDIAN COMMUNITY**

RECITALS

**WHEREAS** the Hannahville Indian Community is a Federally recognized Indian tribe organized under the Indian Reorganization Act of June 18, 1934, "48 Stat. 984" as amended by the Act of June 30, 1934, "49 Stat. 378."

**WHEREAS** the Hannahville Indian Community Tribal Council is authorized under its Tribal Constitution to manage the business affairs and enterprises of the Community and may issue a charter to any group of members of the Community for business purposes.

**WHEREAS** the Hannahville Tribal Council is also authorized to engage in any business that will further the economic well being of its members under its legal name "The Hannahville Indian Community".

**NOW THEREFORE**, the Hannahville Indian Community Tribal Council seeks to establish the following management body and articles through a formal resolution under its authority vested within the Tribal Constitution and under the Indian Reorganization Act, 25 U.S.C. § 476, to oversee the day-to-day activities of all tribally owned commercial enterprises.

ARTICLE I

Name of the Board

The name of the Board is the "Commercial Enterprise Oversight Board".

ARTICLE II

Purpose of the Board

The Commercial Enterprise Oversight Board shall act as the Board of Directors for all the commercial enterprises owned and operated by the Hannahville Indian Community. Only the Hannahville Indian Community Tribal Council may elect to expand or contract the management purpose of the Board through a majority vote. The

Board shall make decisions and take actions that are in the best interest of the Hannahville Indian Community and its members.

### ARTICLE III

#### Establishment Authority

The Hannahville Indian Community is a federally recognized Indian tribe organized under the Indian Reorganization Act of June 18, 1934, "48 Stat. 984" as amended by the Act of June 30, 1934, "49 Stat. 378." The Tribal Council is authorized to establish the Commercial Enterprise Oversight Board as a subsidiary Board to the Tribal Council pursuant to Section 16 of the Indian Reorganization Act and through its powers vested in the Constitution and Bylaws of the Hannahville Indian Community.

### ARTICLE IV

#### Description of Ownership

The principle owner of the commercial enterprises overseen by the Commercial Enterprise Oversight Board is the Hannahville Indian Community. The Hannahville Indian Community is a federally recognized Indian tribe, which is organized under the Indian Reorganization Act of June 18, 1934.

The Tribal Council, as the duly elected governing body of the Hannahville Indian Community, shall act as the principle owner of all Tribally owned commercial enterprises on behalf of the Hannahville Indian Community. The following persons are the initial members of the Tribal Council at the time of the establishment of the Commercial Enterprise Oversight Board. Any subsequent Tribal Council shall not require an amendment to these bylaws.

Kenneth Meshigaud, Tribal Chairperson  
Elaine Meshigaud, Tribal Vice-Chairperson  
Robin R. Halfaday, Secretary  
Mary Lou Meshigaud, Treasurer  
Audrey Gamez, Council Member  
Darrell Wandahsega, Council Member  
Rose Gill, Council Member  
John Meshigaud, Council Member  
Harry Williams, Council Member  
Henry Philemon Jr., Council Member  
Henry Williams Sr., Council Member  
William Wandahsega, Council Member  
Ted Wandahsega, Council Member

Members of the initial Tribal Council may change in any general election year. Any change in membership of the Tribal Council shall only affect the Commercial Oversight Board when a member of the Tribal Council is not reelected and sits on the Commercial Enterprise Oversight Board. Any member of the Board not reelected to the Tribal Council shall be replaced with another Tribal Council member upon a majority vote of the Tribal Council and a resolution documenting the appointment of the next Board member. The new Board member shall serve the balance of the term of the prior Board member. The Tribal Council may retain a Board member not reelected to the Tribal Council if retaining the Board member does not drop the membership of Tribal Council members on the Board below a majority of four. Tribal Elections shall not affect the status of any non-Tribal Council member appointed to the Board.

## ARTICLE V

### Offices and Resident Agent

The principle offices of the Commercial Enterprise Oversight Board shall be located on the lands of the Hannahville Indian Community of Wilson, Michigan. The Hannahville Indian Community Tribal Council may establish offices outside of the lands of the Hannahville Indian Community if such expansion is necessary.

The Resident Agent for service of any notices shall be the Chief Executive Officer of the Board. The Resident Agent must be a member of the Hannahville Indian Community and must reside on the Reservation. The mailing address of the Registered Agent is N14911 Hannahville B-1 Road, Wilson, Michigan 49896.

## ARTICLE VI

### Term of Board

The term of the Commercial Enterprise Oversight Board shall be perpetual and may only be dissolved upon a majority vote of the Tribal Council.

## ARTICLE VII

### Management Duties

The Hannahville Indian Community Tribal Council shall have all final authority involving the management of any commercial enterprise that the Hannahville Indian Community may own. The Tribal Council shall retain the responsibilities not delegated to the Directors of the Commercial Enterprise Oversight Board. The Tribal Council delegates its authority to oversee the day-to-day operations of its commercial enterprises to the Directors of the Board. Any decision of the Commercial Enterprise Oversight

Board shall have the authority of the Tribal Council if the decision is not one reserved to the Tribal Council. The managers of any commercial enterprise owned by the Tribe shall act at the direction of the Board and shall manage daily business affairs.

## ARTICLE VIII

### Directors of the Commercial Enterprise Oversight Board

The Directors shall oversee the business affairs of the commercial enterprises of the Hannahville Indian Community. The Tribal Council shall always retain the duties of approving any budget projection; major capital investments; issuance of bonds or stock; buying, selling or leasing any real property; the continuance or dissolution of the business; sale or expansion of any commercial enterprise; decisions concerning net income; any amendments to these bylaws; and any similar major management decisions. The Directors shall oversee the management of all tribally owned commercial enterprises and shall have the authority to make business decisions for the owner outside of those duties retained by the Tribal Council and any extraordinary event.

The Tribal Council, through a vote and resolution, shall appoint the Directors of the Commercial Enterprise Oversight Board. There shall be seven (7) Directors sitting on the Board. Of the seven (7) appointed Directors at least four (4) Directors shall be members of the Hannahville Indian Community Tribal Council. Each Director shall be a member of the Hannahville Indian Community and must reside on Tribal lands. The following are the initial members of the Board of Directors as authorized by the attached resolution.

Kenneth Meshigaud, Chief Executive Officer  
Elaine Meshigaud, Board Member  
Robin R. Halfaday, Secretary  
Mary Lou Meshigaud, Treasurer  
Henry Williams, Board Member  
Anna Larson, Board Member  
Lori Meshigaud, Board Member

The Chief Executive Officer, Secretary and Treasurer each shall each be appointed for two (2) years with their terms to expire in September of 2002. The four Board members shall have a one (1) year initial term to expire in September of 2001. Thereafter, the Directors shall be appointed for a period of two (2) years. Terms are staggered to insure continuing expertise of members sitting on the Board. Any vacancy on the Board of Directors shall be filled by the appointment of a new Director through a resolution and only for the balance of the term for the position vacated.

The Board of Directors may be compensated for their services or indemnified for expenses incurred while carrying out their duties. Any form of compensation must be

approved by the Hannahville Indian Community Tribal Council upon a majority vote of the members of the Tribal Council.

The Directors of the Commercial Enterprise Oversight Board are subject to all the employment laws of the tribe and shall have the same rights as an employee of the tribe. All Directors shall make decisions as a reasonably prudent businessperson and any action taken shall be in the best interest of the Tribe and its members. Directors shall hold all sensitive information in confidence.

Directors of the Commercial Enterprise Oversight Board may also be members of the Finance and Building Authority, a Tribal corporation organized under Section 17 of the Indian Reorganization Act, provided that the Director sitting on both Boards is not employed at any tribal gaming operation.

The Tribal Council may appoint ex-officio members to the Commercial Enterprise Oversight Board. These members are intended to increase the effectiveness of the Board through experience, learning, and knowledge. No ex-officio member of the Board may vote but they may be compensated for their time and expenses. Ex-officio members may be asked to sign a confidentiality agreement prior to appointment.

## ARTICLE IX

### Powers of the Commercial Enterprise Oversight Board

The Directors of the Board shall have the authority, pursuant to the adoption of these articles, to oversee the management of all tribal commercial enterprises. Those responsibilities outlined in Article IX, which are Tribal Council duties, shall remain with the Tribal Council along with any extraordinary matter that may arise. The Board shall have the following powers in conducting business on behalf of the Tribal Council.

A. The Board of Directors shall hire the general manager of each tribal commercial enterprise and the general manger shall report to the Board on a regularly scheduled basis. General managers of any tribally owned commercial enterprise shall work under the direction of the Board. The general manager shall be the estimator for all contracts, subject to Board approval. The general manager shall make recommendations in the hiring of all personnel to the Board and shall supervise all personnel. The general manager shall have the general authority to manage the daily business activities of the commercial enterprise that they were hired to oversee under the supervision of the Board.

B. Manage the business operations of all tribally owned commercial enterprises. This includes the ability to purchase or sell personal property and to manage and operate the businesses. To undertake and carry out studies and analysis of projects, prepare project plans and execute the same. All decisions affecting real property shall be forwarded to the Tribal Council.

C. To enter into contracts of every kind or nature with any person, government or business entity provided that the contract is not of a nature that would require the approval of the Tribal Council. The Chief Executive Officer of the Board shall sign all contracts on behalf of the owner that a tribally owned commercial enterprise might enter into.

D. To adopt policies for the regulation of the internal affairs of tribally owned commercial enterprises consistent with these bylaws and with the approval of the Tribal Council.

E. To oversee joint ventures, partnerships, etc. with non-tribal entities in the same manner as tribally owned commercial enterprises. To represent the Tribal Council for general business purposes in the event the Tribal Council shall lease a parcel of property to a non-tribal commercial enterprise.

F. The Chief Executive Officer and one other Director shall sign all checks issued by any tribal commercial enterprise. All Directors shall be placed on the bank signature agreement attached to these articles. The Board may delegate check signature authority to other members of the Tribal Council.

G. The Board may adopt a business seal or use the logo of the Hannahville Indian Community.

H. In the event legal action is contemplated, the Board shall evaluate with legal counsel the necessity of any legal action. The Tribal Council must approve all final decisions regarding any legal action.

I. The Commercial Enterprise Oversight Board shall be the final decision maker on behalf of the owner for general business affairs according to the rules of voting set out in Article XII, excluding those decisions reserved to the Tribal Council.

J. The Commercial Enterprise Oversight Board shall be the hiring authority for all personnel with duties delegated to the Hannahville Indian Community Human Resources Department. All employment matters concerning termination or appeals shall be heard by the Directors sitting as a Board, who shall issue a final determination.

K. The Board may appoint agents to carry out its duties under these bylaws. The Board may seek, subject to the approval of the Tribal Council, all legal, business or similar expertise in carrying out its duties.

L. To have and exercise all lawful powers that are incidental or necessary to effect any purpose for which this Board was organized. To obtain any required certificate of authority or register to transact business with any state or foreign nation.

M. The Board may purchase insurance, with Tribal Council consent, from any stock or mutual company for any required business purpose.

N. The Board may apply for and secure any trademark, trade name, patent, copyright, or any other intellectual property right.

O. The Board shall report to the Tribal Council on an annual basis, or more frequently if requested by the Tribal Council, concerning the overall health of tribal commercial enterprises.

## ARTICLE X

### Limitations on Board Powers

The Directors of the Commercial Enterprise Oversight Board shall not have the following duties as either an expressed or implied power under these bylaws.

- A. To enter into a contract, terminate a contract or impair a contract that is outside the scope of the regular business activities of a tribally owned commercial enterprise.
- B. The Board may not waive the sovereign immunity of the Tribe or may not consent to any encumbrance or attachment of any property of the Hannahville Indian Community that may result from a waiver of sovereign immunity.
- C. Nothing in these bylaws shall be construed as permitting, recognizing or granting the State of Michigan or any other regulatory or taxing entity jurisdiction over the property or activities of any tribally owned commercial enterprise while operating on the reservation.
- D. The Board may not jeopardize, compromise or restrict any tribal program or reduce funding for any tribal program that is not a commercial enterprise or otherwise not subject to the authority of the Board.
- E. The Board shall not incur any debt or commit the Hannahville Indian Community to any debt, issue bonds, stock or other securities unless authorized by the Tribal Council.
- F. The Board may not buy, sell, mortgage, convey, exchange, transfer or lease any real estate owned by the Tribe or real estate held in trust for the Tribe.

## ARTICLE XI

### Meetings of the Commercial Enterprise Oversight Board

The Board shall meet on a monthly basis at a regularly scheduled meeting to review the operations of all tribally owned commercial enterprises. The managers of all tribally owned commercial enterprises shall update the Board as to the general health of commercial enterprises and present any matter requiring a vote of the Board.

The Chief Executive Officer of the Commercial Enterprise Oversight Board shall be on call and available to general management during regular working hours.

The Chief Executive Officer may call any special meeting outside of the regularly scheduled meeting. Any three (3) Directors may request a special meeting without the approval of the Chief Executive Officer. All Directors shall have written notice of any special meeting. Oral notice is sufficient notice if the Director is present or waives his or her right to notice in writing.

All meetings shall have minutes taken by the Board Secretary. The Secretary may request that someone else take the actual minutes of any meeting but is ultimately responsible for their completion and accuracy. All minutes shall be approved by a majority vote of the Directors at the next regularly meeting. The Secretary shall have the authority to revise any minutes to accurately reflect the discussions of any meeting prior to their acceptance by the Board.

A quorum of four (4) members must be present before any meeting may be conducted. Any vote of the Board must be decided by a majority of the Board members present. In the event a vote by an even numbered quorum ends in a tie, the vote shall be delayed to the next regular or special meeting for a vote.

## ARTICLE XII

### Voting by the Directors

Each Director sitting on the Board shall have one vote toward any decision that the Board shall make. There shall be a quorum of four (4) Directors present before any formal vote may take place.

## ARTICLE XIII

### Removal of Board Members

A Director may be removed with or without cause by a majority vote of the Tribal Council. The misappropriation of funds, abuse of office, disclosure of confidential information are considered types of cause that shall require the removal of a Director. All Directors are to be given written notice and an opportunity for a hearing prior to removal.

## ARTICLE XIV

### Limitation of Liability for Directors; Indemnity by Owner

A Director shall not be personally liable to the owner for monetary damages resulting from a breach of the Director's fiduciary duty except for acts or omissions that involve intentional misconduct or a knowing violation of any law or where the Director derived a personal benefit at the expense of the owner or at the expense of any tribally owned commercial enterprise that Director oversees.

The owner shall, subject to all the provisions of these bylaws, indemnify a person who is a party to or threatened to be a party to a pending or completed legal action while that person is serving as a Director or a company Officer. The person indemnified must be acting within the scope of their duties and the legal action must be related to that person's duties as a Director or an Officer.

## ARTICLE XV

### Insurance Requirement

The Board should obtain a general liability insurance policy, subject to Tribal Council approval, for the operations of any commercial enterprise when obtaining such insurance is a prudent management decision. The Board should maintain a dollar level and scope of insurance that adequately protects the company insured, its owner, and the customer.

## ARTICLE XVI

### Immunity of Tribe

All inherent sovereign rights of the owner as a federally recognized Indian tribe are hereby expressly reserved, including sovereign immunity from suit in any state, federal or tribal court. Nothing in these articles shall be deemed or construed to be a waiver of the sovereign immunity of the Tribe or to be the consent of the Tribe to any cause of action, case or controversy, or to the levy of any judgment, lien or attachment upon any property of the Tribe.

Any waiver of the sovereign rights of the Hannahville Indian Community may only be granted by the Tribal Council after consultation with its legal counsel and through a majority vote of the Tribal Council.

## ARTICLE XVII

### Miscellaneous Provisions

Any commercial enterprise that is overseen by the Commercial Enterprise Oversight Board shall retain the right to recover any monies allowed for the expenses incurred by a Director, officer, or employee that are disallowed as valid business expenses.

If there is a transaction between a tribally owned commercial enterprise and an interested Director, that transaction shall be disallowed unless the transaction and all material facts are disclosed to the owner, the transaction is fair to the owner, and the owner, through a majority vote not including the interested Director, ratifies the transaction.

No tribally owned commercial enterprise may loan money to a Director, officer, or an employee outside of an emergency payroll advance.

The Tribal Council shall determine the fiscal year of all tribally owned commercial enterprises.

The Commercial Enterprise Oversight Board shall schedule an annual audit of all tribally owned commercial enterprises with copies of such audits submitted to the Tribal Council for a yearly review.

The Commercial Enterprise Oversight Board shall manage only those assets that are conveyed to it by the Tribal Council for legitimate business purposes. A report shall be sent to the Tribal Council at least annually that shall account for any assets conveyed.

When applicable, the Commercial Enterprise Oversight Board shall seek to qualify and list any tribally owned commercial enterprise as a Disadvantaged Business Entity pursuant to federal law.

## ARTICLE XVIII

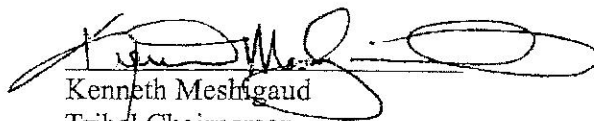
### Amendments; Severability Provision

The Tribal Council may amend these articles only by a majority vote of the Tribal Council and a resolution documenting the changes or amendments. No other body or entity has the authority to amend or revise these articles.

If any provision of these articles is found to be illegal under tribal or federal law, the remaining articles shall not be rendered invalid if they may survive without the illegal provision.

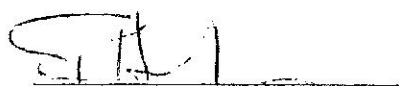
#### CERTIFICATION OF ADOPTION

The foregoing "Bylaws of the Commercial Enterprise Board" has been duly adopted through the attached resolution 10-02-00 by the Tribal Council of the Hannahville Indian Community with a quorum present during a regular session on October 2, 2000, with a vote of 6 for 0 against and 4 abstaining.



Kenneth Meshigaud  
Tribal Chairperson  
Hannahville Indian Community

I Robin R. Halfaday, Secretary of the Hannahville Indian Community, do certify that the signature of the Tribal Chairperson was signed before me at a regular session of the Tribal Council on the 2nd day of October 2000.



Robin R. Halfaday  
Tribal Secretary  
Hannahville Indian Community