

Your Role on the Commercial Enterprise Oversight Board

Source: Bylaws of the Commercial Enterprise Oversight Board, adopted by Tribal Council Resolution 10-02-00 (Oct. 2, 2000). These bylaws use Articles and lettered paragraphs, so cites look like [Art. IX(O)].

Purpose

- The Board acts as the Board of Directors for all businesses the Tribe owns. [Art. II]
- You oversee day-to-day business. Managers run daily work and answer to the Board. [Art. VII]
- Every decision must be in the best interest of the Community and its members. [Art. II]
- Only Tribal Council can make the Board's job bigger or smaller. [Art. II]
- Big decisions stay with Council: budgets, major investments, land, debt, selling or closing a business, net income, and bylaw changes. [Art. VIII; Art. X(E)–(F)]

Who Appoints Members

- Tribal Council appoints all seven Directors by vote and resolution. [Art. VIII]
- At least four Directors must be Council members. [Art. VIII]
- Every Director must be a tribal member and live on tribal lands. [Art. VIII]
- Council may add ex-officio (advisory) members. They cannot vote. [Art. VIII]
- Council can remove a Director, with or without cause, by majority vote. You get written notice and a hearing first. [Art. XIII]

Terms

- Directors serve two-year terms. Terms are staggered so experience carries over. [Art. VIII]
- A vacancy is filled by resolution, only for the rest of that term. [Art. VIII]
- A Council member who loses re-election may be replaced or kept, as long as Council members stay a majority of four. [Art. IV]
- Tribal elections do not affect Directors who are not on Council. [Art. IV]
- Limit on how many terms you can serve: **NOT IN DOCUMENT – ask Council**
- How the CEO, Secretary, and Treasurer are chosen after the first terms: **NOT IN DOCUMENT – ask Council**

Quorum

- At least four Directors must be present to hold a meeting or take a vote. [Art. XI; Art. XII]
- Whether ex-officio members count toward quorum: **NOT IN DOCUMENT – ask Council**

Voting

- Each Director gets one vote. [Art. XII]
- A vote passes with a majority of Directors present. [Art. XI]
- A tie vote is held over to the next regular or special meeting. [Art. XI]
- The Board meets monthly. The CEO or any three Directors can call a special meeting. [Art. XI]

Conflicts of Interest

- A deal between a tribal business and a Director is not allowed unless: all facts are shared, the deal is fair, and the owner approves it by majority vote without the Director voting. [Art. XVII]
- No tribal business may loan money to a Director, except an emergency payroll advance. [Art. XVII]
- You can be personally liable if you gain at the Tribe's expense or knowingly break the law. [Art. XIV]
- Keep sensitive information private. Sharing it is cause for removal. [Art. VIII; Art. XIII]
- You may also sit on the Finance and Building Authority only if you do not work at a tribal gaming operation. [Art. VIII]
- Written conflict form, yearly disclosure, or how to step aside during a meeting: **NOT IN DOCUMENT – ask Council**

Who the Board Reports To

- The Board reports to Tribal Council, which has final authority. [Art. VII]
- Report on the health of the businesses at least once a year, or more if Council asks. [Art. IX(O)]
- Send Council copies of the yearly audit of all tribal businesses. [Art. XVII]
- Send Council a yearly report on any assets it gave the Board. [Art. XVII]

Discussion Questions

1. The bylaws say you must act as a "reasonably prudent businessperson." What does that look like when a relative or friend wants to do business with a tribal enterprise? [Art. VIII; Art. XVII]
2. Four of seven Directors must be on Council. How does that help, and what risks does it create when Council and Board are mostly the same people? [Art. VIII]
3. Which decisions can the Board make on its own, and which must go to Council? Give one real example of each. [Art. VIII; Art. IX; Art. X]