

NATIONAL TRIBAL GAMING COMMISSIONERS/REGULATORS

Bylaws

Revised: March 2004

ARTICLE I - NAME

Section 1. Name. The name of this organization shall be National Tribal Gaming Commissioners/Regulators, hereafter referred as the NTGCR.

Section 2. Location of Office. The NTGCR will have and maintain an office in the region of the Chairperson. The Board of Directors may change the location of the principal office from one location to another to coincide with election of officers and the location of the Chairperson's office.

ARTICLE II – PURPOSE

Section 1. Purpose. The purpose of the NTGCR is to:

- Promote cooperative relationships among the commissioners/regulators of tribal gaming enterprises and other organizations;
- Promote exchange of thoughts, information and ideas which foster regulatory standards and enforcement that lead to consistent regulatory practices and methods of operations among the NTGCR members;
- Promote educational seminars, which include commissioner/regulator training, and other related activities; and
- The NTGCR may act as a gaming regulatory advisory group to tribal gaming organizations and others.

Section 2. Non-Profit Corporation. The NTGCR is to be organized for non-profit purposes as an exempt organization under Section 501 (C) (6) of the Internal Revenue Code. The NTGCR is prohibited from engaging in any activity which would be in

violation of those provisions. It is the intent that NTGCR will be financially supported primarily by membership fees, dues, and assessments.

ARTICLE III - MEMBERSHIP

Section 1. Membership Eligibility. The membership of the NTGCR shall belong to any tribal gaming regulatory entity upon approval of a membership application by the NTGCR Board of Directors. Membership is divided into three categories, “Voting Members”, “Associate Members” and “Affiliate Members.

- a. Voting Members.** The voting members are those who have been designated by the tribal gaming regulatory entities when the entities were approved for membership. Each tribal gaming regulatory entity will have one vote.
- b. Associate Members.** Any other commissioners or regulators from a tribal gaming regulatory entity that has been approved for membership shall automatically be recognized as associate members. Other associate members may include members of the tribal gaming enterprises, and council members. Associate members are eligible to serve on committees as approved or directed by the Board of Directors.
- c. Affiliate Members.** Affiliate members may include anyone recommended by the NTGCR Board of Directors.

Section 2. Suspension and Termination. A member may be suspended for a specified period or may be terminated for cause. Violation of any of the bylaws or rules of the NTGCR or any conduct prejudicial to the best interests of the NTGCR will be grounds for disciplinary action. Suspension or termination will be by two-thirds (2/3) vote of the entire Board of Directors at a meeting called for that purpose. A member will be given at least thirty (30) days prior notice in writing, by certified mail, of any proposed suspension or termination. Such notice will also include an advisory that the person to be suspended or terminated will be afforded the opportunity to be heard by the Board to show cause why such action should not be taken. If such a hearing is desired, the person will notify the Chairperson of the Board in writing within fourteen (14) days of receipt of such

notice. Failure to make such written notification forfeits any further rights to appeal and the Board's action will take effect as designated.

Section 3. Resignation. A member may terminate his or her membership at any time by written notice effective upon receipt.

ARTICLE IV – DUES

Section 1. Annual Dues. There is an annual due for all NTGCR members. The amount of the annual dues will be assessed as listed below:

- (a) \$500.00 for tribes that offer Class III Gaming.
- (b) \$250.00 for tribes that offer only Class II Gaming.
- (c) \$500 for Affiliate Members

The membership may examine and revise the dues structure from time to time with a 2/3 majority vote at a meeting where a quorum is present.

Section 2. Payment of Dues. Dues are payable to NTGCR upon the inception of membership and on the first day of January in each fiscal year thereafter.

Section 3. Default and Termination of Membership. Any member found in default of the payment of dues for a period of three (3) months, from the beginning of the fiscal year, or when such dues become payable, may be terminated by the Board of Directors, in accordance with Article III., Section 2 of these bylaws.

Section 4. Refund. Suspension, termination or resignation will not entitle a member to any refund or previously paid dues

ARTICLE V - MEETINGS

Section 1. Notice for the Annual Meeting. Written notice shall be given to all members of the NTGCR at least three months in advance for the fall meeting.

Section 2. Annual Meeting. An annual meeting of the membership will be held on a date to be established by the NTGCR, for the purpose of:

- Nominating and electing officers and members to the Board of Directors;

- Installing a Nominating Committee;
- Hearing Reports;
- Instructing the Board of Directors;
- Transacting other business as may be presented at the meeting; and
- Training.

Section 3. Special Meeting. Membership meetings for any purpose may be called no less than quarterly, or at the discretion of the Board of Directors, or the Chairperson, or by a written petition of the majority of the Voting Members. Members will be notified in writing of special meeting dates.

Section 4. Place of Meeting. The Board of Directors or the Chairperson may designate the location of the annual meeting or any special meeting called as provided for in Article V., Section 3.

Section 5. Notice of Special Meetings. Notice of any special meeting of the members will be given in writing at least thirty (30) days prior thereto, delivered personally, by telefax, or by first class mail. Neither the business to be transacted nor the purpose of any special or regular meeting of the members need be specified in the notice, unless specifically required by these bylaws.

Section 6. Quorum. The quorum shall consist of members present to conduct business, provided that at least 5 regions are represented.

ARTICLE VI – VOTING

Section 1. Eligibility. Voting shall be limited to one vote for each tribal gaming regulatory entity, and shall reside with the designated voting member. The designated voting member must be an active member, as identified by the Secretary of the NTGCR, in accordance with Article III., Section 1.a. to be eligible to vote.

Section 2. Methods. The NTGCR may require eligible voters to vote by “show of hands”, “roll call” or use of “ballots” to cast votes at meetings where a quorum is present.

All eligible voters shall be sent an official ballot when “voting by mail”.

Section 3. Elections.

- a. Election of officers shall take place prior to the beginning of each calendar year in accordance with procedures established by the NTGCR bylaws. Votes may be cast by “ballot” or “show of hands” by the voting members at annual meetings where a quorum is present.
- b. Board members (Regional Representatives) shall be elected according to Article VIII., Section 2., 3. and 4.

ARTICLE VII – OFFICERS AND DUTIES

Section 1. Number and Title. The NTGCR membership will elect four (4) officers from their members, a Chairperson, Vice-Chairperson, Secretary, and Treasurer, all of whom will hold office for a term of two (2) years. The Chairperson and the Treasurer shall be elected in odd years, and the Vice Chairperson and the Secretary shall be elected in even years. The Officers will serve until their successor assumes office. The elected Officers will constitute the Executive Committee of the Board of Director. Each Officer will be eligible for re-election.

Section 2. Qualifications. All Officers shall have been a Commissioner, Regulator or Executive Director of a tribal gaming regulatory entity for a minimum of three years immediately preceding the election.

Section 3. Chairperson. The Chairperson will:

- preside at all meetings of the NTGCR membership, the Board of Directors and the Executive Committee;
- make all appointments to committees as may, from time to time, be required;
- be an ex-officio member of all committees or appoint a representative; and
- on behalf of the NTGCR and with the Secretary, or any other authorized officer of the Executive Committee, the Chairperson will have authority to execute all contracts, bonds and other papers as directed or authorized by the Board of Directors, except in those cases where the signing and execution

thereof will be expressly delegated by the Board of Directors, or by these bylaws, to some other agent or officer of the NTGCR.

- In general, the Chairperson will represent the NTGCR in relations with other organizations and perform all duties ascribed to the office of the chairperson and have other duties as may be assigned by the Board of Directors.

Section 4. Vice-Chairperson. The Vice-Chairperson shall:

- assist the Chairperson in fulfilling the obligations of the office by performing such duties as requested by the Chairperson; and
- exercise the power and shall perform all duties of the Chairperson in the event of a temporary absence, inability or failure to act by the Chairperson.

Section 5. Secretary. The Secretary will:

- keep a record of all the meetings of the NTGCR;
- will issue all notices of meetings to members, the Board of Directors, and the Executive Committee;
- be the holder of the NTGCR records and documents;
- retain possession of the NTGCR seal. The Secretary will assure that the NTGCR seal is affixed to documents when required.
- maintain a register of the mailing address of each member; and
- In general will perform all other duties incident to the office.

Section 6. Treasurer. The Treasurer will:

- have charge of the finances of the NTGCR, subject to the direction of the Board of Director;
- have custody of all income, gifts and other funds which may be collected or given on behalf of the NTGCR, except as otherwise directed by the Board of Directors. Disbursement amounts in excess of one-thousand (\$1,000) dollars require the signatures of two Officers for check signing and fund withdrawal.
- keep detailed records in books provided for that purpose, which will be open to any member of the Board of Directors, and to any auditor(s) as authorized by the Board of Directors. All such monies, except for authorized petty cash

funds will be kept in such banks or other depositories as authorized by the Board of Directors.

- issue invoices for all amounts due the NTGCR and will keep proper accounts;
- make financial reports available to the members of NTGCR at the annual meeting;
- prepare annual budget recommendations to the Board; and
- The Treasurer will perform other duties as assigned by the Chairperson or by the Board of Directors.

Section 7. Executive Committee. The Executive Committee will consist of the Chairperson, The Vice-Chairperson, the Secretary and the Treasurer.

Section 8. Vacancy of Offices.

- a. Vacancy of the Office of Chairperson.** In the event of a vacancy in the office of the Chairperson, it shall be the duty of the Vice-Chairperson to assume the position fulfilling the remainder of the unexpired term.
- b. Vacancy of the Other Offices.** In the event of a vacancy of the office of the Vice Chairperson, Secretary or Treasurer, the office shall remain vacant until the next election, or the Chairperson may appoint, with Board approval, a successor to fill the unexpired term. The offices of the Vice-Chairperson, Secretary or Treasurer, so filled, shall be filled by vote of the voting membership in the next election.

Section 9. Compensation. Officers will not receive any salary or other compensation for their services as an officer from the NTGCR.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. Authority. The affairs of the NTGCR will be managed and controlled by a Board of Directors in accordance with these bylaws.

Section 2. Number and Term. The Board of Directors will consist of the four (4) officers and twelve (12) regional representatives. Regional representatives shall be

named from the voting members of the NTGCR. The following are recognized regional areas, which are consistent with BIA's recognized regional areas:

Aberdeen Albuquerque Anadarko Billings Eastern Juneau
Minneapolis Muskogee Navajo Phoenix Portland Sacramento

Each representative must be a voting member of the NTGCR in good standing and must remain in good standing during his or her term in office. Each representative will be selected for a (2) two-year term designated by their respective membership of the NTGCR, or until such time as their respective membership of the NTGCR designates a new representative, in accordance with Article III., Section 1., of these bylaws.

Section 3. Selection of Board Members. Members in each regional area shall elect one representative and an alternate, through a process to which they agree upon.

Section 4. Vacancies. In case of a vacancy on the Board, a region will select a new voting representative to fill the vacancy, whether it is the alternate or a newly elected representative. The new representative will fill the vacancy for the un-expired term of his or her predecessor, in accordance with the Article III., Section 1.a., and Article VIII., Section 2. and Section 3.

Section 5. Fiduciary Relations and Powers. The Board of Directors will have the power to purchase and hold property in the name of and on behalf of the NTGCR, and to use, sell or transfer such property for the NTGCR purposes.

Section 6. Compensation. Members of the Board of Directors will not receive any salary or other compensation for their services.

Section 7. Removal of Directors. Any Director may be removed at any time for cause in accordance with the provisions of Article III., Section 2. of these bylaws.

Section 8. Resignation. Any Director may resign his or her office at any time. The resignation is to be made in writing and to take effect immediately without exception.

ARTICLE IX – ORDER OF BUSINESS

Section 1. Order. The order of business will be as follows at all meetings of the NTGCR membership, Board of Directors and Executive Committee:

- i. Roll call
- ii. Proof of notice of meeting or waiver of notice
- iii. Reading and approval of the minutes of the last meeting
- iv. Receipt and communications
- v. Election of officers or new members
- vi. Reports of officers
- vii. Reports of committees
- viii. Old business
- ix. New business

Section 2. Question of Order. Any questions as to the order of business will be decided by the Chairperson without debate. This order of business may be altered or suspended at any meeting by a majority vote of the members present.

Section 3. Parliamentary Guidelines. Robert’s Rules of Order will be recognized as the guidelines for conducting the meetings of the NTGCR.

ARTICLE X – COMMITTEES

Section 1. Composition. Unless otherwise stated in Section 2, the Chairperson shall appoint, from the membership of the NTGCR, a Chair and members of each committee and taskforce.

Section 2. Standing Committees. There shall be the following standing committees:

- a. Conference.** The committee shall plan the annual conference. The committee shall be composed of a chair and representatives from the hosting region.
- b. Nominating.** The committee chair shall be appointed; and four additional members shall be elected by the membership each year. They shall nominate candidates, who are qualified and willing (to serve), for the offices of the

Chairperson, Vice-Chairperson, Secretary and Treasurer. The committee shall attempt to assure that at least two regions are represented for each office being nominated. In the event that a member of the committee is unable to complete a term of office, the Chairperson may, with Board approval, appoint a replacement rather than calling for a special election.

- c. Training.** The Training Committee shall maintain records of attendees at all training presentations and issue training certificates for all attendees.
- d. Membership.** The Membership Committee shall promote membership, retain and maintain membership records, advise the Treasurer who are liable for annual dues, and any other duties necessary to track membership rolls. This committee shall be chaired by the NTGCR Secretary.

Section 3. Task Forces. Task Forces may be created for a specified time (period) and task to carry out the work of the NTGCR at the direction of the Board.

Section 4. Meetings. It shall be the responsibility of the chairs of all committees and task forces to schedule meetings and plan the work of the committee or task force. Upon request of the Board, the chairs are to make periodic reports to the Board and the membership.

Section 5. Term of Office. The chairs and members of the standing committees and task forces, with the exception of the Nominating Committee, shall be appointed and at the discretion of the Chairperson for a two year term, unless the length of service is determined otherwise.

Section 6. Quorum. The presence of a majority of the members of any committee or taskforce at a meeting shall constitute a quorum.

ARTICLE XI – NON-PROFIT PRINCIPLES

Section 1. Prohibited Acts. The NTGCR will not possess or exercise any power or authority, expressly, either by interpretation, or by operation of law that will prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501 (C) (6) of the Internal Revenue Code as amended, nor will it engage directly or indirectly in any activity which would cause the loss of such qualification.

Section 2. Limitations on Use of Assets. No part of the assets or the net earnings of the NTGCR ever will be used, nor will the NTGCR ever be organized or operated for purposes that do not exclusively promote nonprofit activities with the meaning of Section (C) of the Internal Revenue Service Code.

Section 3. Non-Profit character. The NTGCR will never be operated for the primary purpose of carrying on a trade or business for profit.

Section 4. No Distributions. No part of the assets or net earnings, current or accumulated, of the NTGCR will ever be distributed to or divided among any officers, Board member, organizer or member, or be used for, accrue to or benefit any such person or private individual.

ARTICLE XII- INDEMNIFICATION

Section 1. Subject to the further provisions hereof, and to the extent permitted by law, the NTGCR will indemnify any and all of its existing and former directors, officers and agents against all liabilities, damages, and expenses, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise, which may be incurred by or rendered or levied against them, or any of them in any legal action brought or threatened against them, or any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as director, officer, or agent of the NTGCR. This indemnity extends whether or not such action is actually filed, whether or not any settlement or compromise is approved by a court, and whether the legal action brought or threatened is by or in the right of the NTGCR or by any other person. Whenever any existing or former Director, Officer or agent will report to the Chairperson of the NTGCR or the Chairperson of the Board of Directors that he or

she has incurred or may incur expenses, damages, or liabilities, fees, judgments, penalties and amounts paid in settlement or compromise, in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as Director, Officer or agent of the NTGCR, the Board of Directors will determine in good faith whether in regard to the matter involved such person acted, failed to act or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

If the Board of Directors determines in good faith that such person did not act, fail to act or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification will be mandatory and will be automatically extended as specified herein. Provided, however, that the NTGCR will have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable will have unreasonably refuse to permit the NTGCR, at its own expense and through counsel of its own choosing, to defend him or her in the action.

ARTICLE XIII – SOVEREIGN IMMUNITY

Section 1. Nothing in the NTGCR Article or in any other NTGCR documents, or by virtue of the tribes' membership in the NTGCR, and no act of the NTGCR or any of its members will cause or be interpreted as a waiver of the sovereign right or immunities of the NTGCR or of any of the member tribes, or their officers, directors, members, agents, or representatives, or of any right or privileges secured thereto by any treaty, executive order or any other laws of the United States of America, any tribal laws, any state laws, or any law of nations, and all rights, privileges and immunities of the NTGCR and its members and its member tribes and their officers, directors, members, agents, or representatives are hereby reserved.

ARTICLE XIV – FISCAL POLICIES

Section 1. Fiscal Year. The fiscal year will be from January 1 to December 31.

Section 2. Accounts and Audits. The books and accounts of the NTGCR will be kept in accordance with generally accepted accounting principles (**GAAP**) and will be audited every two years by an independent certified public accountant, who will be selected and approved by two-thirds (2/3) vote of the active voting members. Such audits will be completed not later than the end of the second quarter of the following fiscal year, and reported to the Board.

ARTICLE XV – AMENDMENTS

Section 1. These NTGCR Articles may be amended or revised at any regular meeting by two-thirds (2/3) vote of the voting members present and voting, or by the process of a mail ballot, provided that thirty (30) days written notice and a copy of the proposed amendment have been provided to all member in advance of the vote.

Section 2. Effective Date. An amendment will become effective upon its ratification and the approval by two-thirds (2/3) vote of the voting members. Ratification and approval and the adoption of these bylaws is indicated by the execution herein below by the NTGCR Chairperson and Secretary.

Bylaws as amended and adopted on this 9th day of March, 2004, in Uncasville, Connecticut.

NTGCR Chairperson

NTGCR Secretary

Date