



Summary of Proposed Amendments – NTGCR Bylaws

Art. I – Added language to define Executive Director position.

Art. II – Simple formatting edits.

Art. III – Added language clarifying Member Tribe Delegates and Alternate Delegates, membership suspension and membership resignation.

Art. IV – Added language clarifying dues payment matters and added limited dues waiver.

Art. V – Added language to clarify the various types of NTGCR meetings and the procedures related to each type of meeting.

Art. VI – Added language clarifying and defining the nominations process and added language for election by acclamation.

Art. VII – Added language to clarify Board Officer duties and qualifications.

Art. VIII – Added language to clarify Board of Director matters, added additional process for filling vacant Regional Representative positions if not filled by regional members and added language for Confidentiality and Code of Conduct policies.

Art. IX – Added language to clarify procedures for order of business at the various NTGCR meetings and added a process for addressing any future absence of a rule.

Art. X – Added language clarifying details and procedures of the various subgroups of the NTGCR.

Art. XI – Added language to cover official promotion and enforcement of other events and organizations by the NTGCR.

Art. XII – Added language to include members of NTGCR subgroups.

Art. XIII – Minor clarifying edits.

Art. XIV – Minor clarifying edits.

Art. XV – Minor clarifying edits.



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Bylaws of the National Tribal Gaming Commissioners & Regulators

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ARTICLE I – GENERAL

Section 1 – Name

The name of this regulatory trade association shall be the National Tribal Gaming Commissioners & Regulators (hereafter referred to as the “NTGCR” or “Association”).

Section 2 – Location of Office

The NTGCR will have and maintain an office in the region of the Executive Director. The Board of Directors may change the location of the principal office from one location to another to coincide with a change of the Executive Director.

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Section 3 – Executive Director

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- A. The Executive Director shall be an independent contractor of the NTGCR.
- B. The Board of Directors shall approve the contract of the Executive Director.
- C. The Executive Director shall report directly to the Board of Directors with the Chairperson as immediate point of contact.
- D. The Executive Director shall be the custodian of records for the NTGCR.
- E. The Executive Director may be terminated by the Board of Directors, or may voluntarily resign their position, as provided for in their contract with the NTGCR.

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ARTICLE II – PURPOSE

Section 1 – Purpose

The purpose of the NTGCR is to:

- A. Promote cooperative relationships among the commissioners/regulators of tribal gaming enterprises and other organizations;
- B. Promote the 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;
- C. Promote educational seminars, which include commissioner/regulator training, and other related activities;
- D. Serve as a gaming regulatory advisory group to tribal gaming organizations and others; and
- E. Promote educational opportunities through various scholarship programs and associated fundraising for such educational activities of the Association to the extent funding is available.

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Section 2 – Non-Profit Regulatory Trade Association

The NTGCR is to be organized for non-profit purposes as an exempt regulatory trade association entity (also referred to as a “business league”) 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; the Association may engage in activities that inform, educate, and promote the membership’s given interests and may not engage in direct expenditures advocating a vote for a political candidate. It is the intent that the NTGCR will be financially supported primarily by membership dues, conference fees, assessments, contributions, and sponsorships.

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ARTICLE III – MEMBERSHIP

Section 1 – Membership Eligibility

The membership of the NTGCR shall be available to any tribal gaming regulatory entity, individual or other entity upon approval of a membership application by the NTGCR Board of

Directors. Membership shall be divided into three (3) categories: “Member Tribes,” “Associate Members,” and “Honorary Members.”

- A. Member Tribe. Member Tribes are the voting members of the Association and shall be those tribal gaming regulatory entities that are approved by the NTGCR Board of Directors and have paid applicable membership fees. Each Member Tribe shall have a single vote and appoint one (1) Delegate that may vote on behalf of the Member Tribe at general membership meetings. Member Tribes may designate multiple Alternate Delegates and a Member Tribe’s designated Alternate Delegate may vote for a Member Tribe in the absence of the Member Tribe’s Delegate. Appointment of Member Tribe Delegate and Alternate Delegates, and any changes, shall be made in writing to the Secretary and Executive Director of NTGCR on the form established by the NTGCR.
- B. Associate Members. Associate Members may include any individual or business entity approved by the NTGCR Board of Directors and have paid applicable membership fees. Associate Members shall be non-voting members of the Association.
- C. Honorary Members shall be tribal gaming regulatory industry leaders or tribal leaders recommended and approved by the NTGCR Board of Directors. Honorary Members shall be exempt from paying dues and shall be non-voting members of the Association.

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Section 2 – Membership Suspension and Termination

Membership may be suspended for a specified period or may be terminated for cause. Cause shall include violation of any of the Bylaws, other established rules or policies of the NTGCR, or any conduct prejudicial to the best interests of the NTGCR and may be grounds for disciplinary action including membership suspension or termination from the Association. Suspension or termination shall be decided by two-thirds (2/3) vote of the Board of Directors at a special meeting called for that purpose. A member subject to suspension or termination shall be given at least thirty (30) days prior notice in writing, by certified mail and/or e-mail, of any proposed suspension or termination. Such notice shall also include an advisory that the person to be suspended or terminated shall be afforded the opportunity to be heard by the Board of Directors to show cause why such action should not be taken. If such a hearing is desired, the person shall notify the Chairperson of the Board of Directors, in writing by certified mail and/or e-mail, within fourteen (14) days of receipt of such notice. Failure to make such written notification forfeits any further rights to appeal and the Board of Directors’ action shall take effect as designated. Any hearing for membership suspension or termination may be conducted either in person, telephonically, or by video teleconference (i.e., Zoom or

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other web-based platform) at the discretion of the Board of Directors. The decision of the Board of Directors on all properly noticed membership suspensions and terminations, based upon a preponderance of the evidence presented, shall be final and not subject to further appeal in any jurisdiction.

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Section 3 – Resignation

A member of the Association may terminate their membership at any time by written notice to the Secretary of NTGCR, which shall be effective upon receipt. Resignation will not entitle a member to any refund of previously paid dues.

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ARTICLE IV – DUES

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Section 1 – Annual Dues

There shall be annual dues for all NTGCR members, with the limited exception of Honorary Members. The amount of the annual dues shall be assessed by the Board of Directors. Changes to the annual dues shall be provided to the membership within thirty (30) days of the Board of Directors' approval.

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Section 2 – Payment of Dues

Dues are payable to the NTGCR upon the inception of membership for the remainder of the current calendar year, and on the first day of January in each year thereafter. Dues will not be prorated at any time.

Section 3 – Default and Temporary Suspension of Membership

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Any member found in default of the payment of dues for a period of three (3) months from the beginning of the year, as defined in Article XIV, Section 1, shall have their membership automatically temporarily suspended until dues are paid. The Secretary and Treasurer shall provide a joint report to the Board of Directors on or before April 15th of each year identifying any members that are temporarily suspended for failing to submit annual dues. Temporary membership suspension as a result of non-payment of annual dues shall be rescinded immediately upon the Associations receipt of a suspended member's annual dues payment.

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Section 4 – Non-Refundable Dues

All dues paid to the Association by NTGCR members are non-refundable upon receipt. Suspension, termination, or resignation will not entitle a member to any refund of previously paid dues.

Section 5 – Limited Dues Waiver.

The Board of Directors may from time to time, and only for good cause or for the good of the Association, waive the annual dues for a particular member in any given calendar year. All waivers shall be approved by a 2/3 vote of the Board of Directors at a properly noticed meeting of the Board of Directors.

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ARTICLE V – MEETINGS

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Section 1 – General Membership Meetings

There shall normally be two (2) general membership meetings each calendar year.

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A. An Annual Membership Meeting shall normally be held in the fall of each fiscal year on dates established by the Board of Directors, unless good cause exists. The election of Board Officers and Regional Representative members of the Board of Directors and the presentation of annual reports shall take place at this meeting. Transaction of other business may also occur at the Annual Membership Meeting.

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B. In addition to the Annual Membership Meeting, the Association shall normally hold another membership meeting during the calendar year, which may be conducted in conjunction with an Association conference or other event in order to maximize attendance and participation.

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Section 2 – General Membership Meeting Business

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Meetings of the membership shall be held on dates established by the NTGCR Board of Directors, at which the following business may be conducted:

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A. Board Officer and Executive Director Reports

B. Hearing reports;

C. Membership instructions to the Board of Directors;

D. Transacting other business as may be presented at the meeting related to those purposes identified at Article II, Section 1;

E. Conducting Elections and appointment of Regional Representatives;

F. Membership training; and

G. Any other business approved by the Board of Directors or the Membership.

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Section 3 – Notice of General Membership Meetings

Notice shall be given to all members of the NTGCR at least three (3) months in advance of each Membership Meeting. Notice may be delivered personally, by fax, by first class mail, by e-mail and posted on the Association’s website.

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Section 4 – Special Membership Meetings

Special Membership Meetings, for any purpose, may be called at the discretion of the Board of Directors, the Chairperson, or by a written petition of the majority of the Member Tribes.

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Section 5 – Notice of Special Membership Meetings

Notice of any special meeting of the membership shall be given in writing at least thirty (30) days prior thereto and shall be delivered personally, by fax, by first class mail, or by e-mail and posted on the Association’s website.

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Section 6 – Place of Membership Meetings

Membership Meetings may be held in person, telephonically, or via video teleconference as determined by the Board of Directors.

Section 7 – Board of Directors Meetings

Regular meetings of the Board of Directors may be held monthly on dates established by the NTGCR Board of Directors.

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Section 8 – Notice of Board of Directors Meetings

Notice of a monthly Board of Directors meeting shall be given at least ten (10) days prior thereto and shall be delivered personally, by fax, by first class mail, or by electronic mail (e-mail) to the Board of Directors. The Board of Directors may waive this notice requirement by majority vote.

Section 9 – Special Board of Directors Meetings

Special Board of Director meetings for any purpose may be called at the discretion of the Chairperson or by a written petition of the majority of the Board of Directors.

Section 10 – Notice of Special Board of Directors Meetings

Notice of a special Board of Directors meeting shall be given at least forty-eight (48) hours prior thereto and shall be delivered personally, by fax, by first class mail, or by electronic mail (e-mail) to the Board Members. The Board of Directors may waive this notice requirement by majority vote.

Section 11 – Place of Board of Director Meetings

The Board of Directors or the Chairperson may designate the location of the regular meetings and special meetings of the Board of Directors. Board of Director Meetings may be held in person, telephonically, or via video teleconference.

Section 12 – Quorum

For all Membership Meetings and Board of Director Meetings, a quorum shall consist of the Member Tribes present to conduct business at a special or regular membership meeting, provided that:

- A. At least five (5) regions are represented; and
- B. At least two (2) Board Officers are present and one (1) is either the Chairperson or Vice Chairperson.

Section 13 – Executive Committee Meetings

- A. The Executive Committee shall consist of the Chairperson, the Vice-Chairperson, the Secretary, and the Treasurer.
- B. The Executive Committee shall have the powers and authority to act as if it was the full Board of Directors in order to transact any and all business and implement any of the

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Section 9 – Emergency Board of Directors Meetings¶
Emergency meetings of the Board of Directors may be called by the Chairperson or by written petition from a majority of the Board members. The purpose of the emergency meeting shall be provided to the Board members at the time the meeting is called. Board members shall be notified in writing and/or by electronic mail (e-mail) of emergency meeting dates, times, and locations. For the purpose of Emergency meetings, a teleconference may serve as a meeting location. Emergency meetings may not be held sooner than forty-eight (48) hours from when notice of the meeting is given. ¶

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purposes of the Association between meetings of the Board of Directors. Said actions shall be noticed to the entire Board of Directors within seven (7) calendar days of said actions being taken. All actions of the Executive Committee are subject to ratification or rescission by the Full Board of Directors.

C. Executive Committee quorum shall consist of three (3) Board Officers.

D. Meetings of the Executive Board may be held in person, telephonically, or via video teleconference.

ARTICLE VI – NOMINATIONS, ELECTIONS AND VOTING OF OFFICERS

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Section 1 – Nominations

- A. Making Nominations. Board Officer candidate nominations shall only be made by Delegates or Alternate Delegates of Member Tribes in good standing with the NTGCR, as identified by the Secretary of the NTGCR, in accordance with Article III, Section 1 (a), and submitted in accordance with procedures and forms established by the NTGCR Nominations Committee.
- B. Board Officer Nominee Qualifications. All nominees must meet the Officer eligibility requirements as established in Article VII, Section 2 below.
- C. Notice of Nominations. The Nominations Committee shall provide notice of nominations for the applicable Board Officer positions to all voting Member Tribes no later than ninety (90) calendar days prior to an Annual Membership Meeting.
- D. Closing of Nominations. The Chairperson of the Nominations Committee shall close nominations for Board Officers no less than sixty (60) calendar days prior to commencing with the election. No write-in candidates shall be considered in any election.
- E. The Nominations Committee shall publish a list of the certified candidates to the voting Member Tribes no less than thirty (30) calendar days prior to commencing an election.
- F. Withdrawal of Nominee. A Board Officer Nominee may withdraw their name from a ballot at any time prior to a vote being conducted.
- G. Incumbents. Persons currently holding a Board Officer position shall notify the Nominations Committee Chairperson and the Executive Board in writing, no less than ninety (90) days prior to an Annual Election, that they wish to remove their name from

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consideration on the ballot. Otherwise, incumbent Board Officers will automatically be included on the Annual Election ballot.

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H. Nominations from the floor shall not be allowed.

Section 2 – Officer Elections

A. Elections. Election of Board Officers shall normally take place in-person at the fall Membership meeting, which shall serve as the Annual Membership Meeting or at a special meeting as defined in Article V, Section 3. If circumstances exist, as deemed by the Board of Directors, which prevent the timely and/or safe gathering of the Association’s membership for an in-person Annual Membership Meeting for the election of Board Officers, the Board of Directors may schedule an election to take place at a membership or special membership meeting held telephonically, or via video teleconference.

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B. Voting. The NTGCR may require Delegates to vote by “show of hands,” “roll call,” or use of “ballots”, including “electronic ballots”, to cast votes at meetings where a quorum is present and Board Officers will be elected by simple majority of those present as defined in Article V, Section 11. If there are three (3) or more nominees seeking a particular Board Officer position and a vote does not result in any one (1) candidate receiving a simple majority of votes from those present, the two (2) highest vote recipients will immediately proceed to a run-off election, with the nominee receiving a simple majority of votes from those present being declared the elected Board Officer.

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C. Election by Acclamation. In the instance where there is a single nominee for a given Board Officer position, the Association may elect the nominee for the uncontested Board Officer position by oral motion for acclamation versus casting votes.

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D. Proxy Voting. Proxy votes are not permitted.

E. In the case of a tie vote following any Board Officer election, further balloting, shall take place until there is a clear winner with a simple majority vote.

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F. The newly elected or re-elected Board Officers shall be sworn in after the Board Officer election results are announced. The current Board Officers shall continue to serve in accordance with Article VII, Section 1. The terms of newly elected or re-elected Board Officers shall commence on January 1 following the election. Non-Officer Board Members (Regional Representatives) shall be elected according to Article VIII, Sections 2, 3, and 4.

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Section 3 – Special Elections

- A. Calling a Special Election. A Special Election shall only be called by the NTGCR Chairperson when necessary to fill a vacancy of a non-Chairperson Board Officer seat with greater than one (1) year of unexpired term at the time of vacancy, as determined by the Chairperson and approved by the Board of Directors.
- B. Special Election Nominations. Upon notice of a Board of Director approved Special Election, the Election Committee shall notify the membership of a fourteen (14) calendar day nomination period during which Member Tribes may submit a nomination for consideration in writing via their designated Delegate or Alternate Delegate in accordance with procedures and forms established by the NTGCR Nominations Committee.
- C. Notice of Special Election Nominees. Upon the closing of the Special Election nomination period, the Election Committee shall contact all nominees regarding their nomination, verify the acceptance of the nomination, verify the nominee’s qualification for office, and forward to the Secretary and Executive Director to post the names of all accepted and qualified nominees on the NTGCR website and notify the Communications Committee and all Member Tribes.
- D. Special Election Voting. Within forty-five (45) days of the close of nominations for a Special Election, the voting for a Special Election shall take place either in-person at a regular or special meeting of the NTGCR membership whichever is sooner, by “show of hands,” “roll call,” or use of “ballots” to cast votes where a quorum is present; or by utilizing a teleconference or web-based platform through which the Special Election may be conducted electronically. Voting will be conducted in accordance with Section 2(B) of this Article.

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ARTICLE VII – OFFICERS AND DUTIES

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Section 1 – Number and Title

The NTGCR membership shall elect four (4) Board Officers from their eligible Member Tribes: a Chairperson, Vice-Chairperson, Secretary, and Treasurer, all of whom shall hold office for a term of two (2) years. The Chairperson and the Treasurer shall be elected in even years and the Vice-Chairperson and the Secretary shall be elected in odd years. The current Board

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Officers shall serve until the newly elected successors assume office on January 1 following the election. The four (4) elected Board Officers and Executive Director shall constitute the Executive Committee of the Board of Directors. Each Board Officer shall be eligible for re-election.

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Section 2 – Qualifications

Board Officers of the Board of Directors shall: 1) be a member of a federally recognized tribe; 2) have been a Commissioner, Executive Director, or Departmental Director/Manager of a tribal gaming regulatory entity for a minimum of two (2) years immediately preceding the election, or have a cumulative of five (5) years of regulatory experience as a Commissioner, Executive Director, or Departmental Director/Manager of a tribal gaming regulatory agency; and 3) must either be employed by a Member Tribe’s tribal gaming regulatory agency, or be duly elected or appointed to a Member Tribe’s tribal gaming regulatory agency,

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Section 3 – Chairperson

The Chairperson shall:

- A. Preside at all meetings of the NTGCR membership, meetings of the Board of Directors and any Executive Committee meetings;
- B. Make all appointments to committees as may, from time to time, be required;
- C. Be an ex-officio member of all committees or may appoint a representative;
- D. 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 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 Board Officer of the NTGCR, and
- E. In general, the Chairperson will represent the NTGCR in relations with other organizations and perform all duties assigned to the office of the Chairperson and have other duties as may be designated by the Board of Directors.

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Section 4 – Vice-Chairperson

The Vice-Chairperson shall:

- A. Assist the Chairperson in fulfilling the obligations of the office by performing such duties as requested by the Chairperson; and
- B. 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 shall:

- A. Maintain a record of all the meetings of the NTGCR;
- B. Issue all notices of meetings to the membership, the Board of Directors, and the Executive Committee;
- C. Maintain all NTGCR minutes and other records and documents relative to the duties of Secretary;
- D. Maintain a register of the mailing address of each Member Tribe including authorized voting Delegates and Alternate Delegates and their respective e-mail addresses; and
- E. In general, shall perform all other duties incident to the office.

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Section 6 – Treasurer

The Treasurer will:

- A. Maintain the finances of the NTGCR, subject to the direction of the Chairperson and/or the Board of Directors;
- B. Maintain custody of all income, gifts and other funds which may be collected or received on behalf of the NTGCR, except as otherwise directed by the Board of Directors. Disbursement amounts in excess of one-thousand (\$1,000.00) dollars shall require the signatures of two (2) Board Officers for check signing and fund withdrawal;
- C. Maintain detailed records in books provided for that purpose, which shall be open to the Executive Director, any member of the Board of Directors, to relative committees

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and to any auditor(s) as authorized by the Board of Directors. All such monies shall be kept in such banks or other depositories as authorized by the Board of Directors;

- D. Issue invoices for all amounts due to the NTGCR and shall keep proper accounts;
- E. Prepare financial reports and forms, or coordinate the preparation of such reports and forms with a Certified Public Accountant engaged by the NTGCR, for submission to the IRS and make available to the membership of the NTGCR;
- F. Segregate and accurately account for all operating and educational funds and expenditures;
- G. Prepare annual budget recommendations to the Board of Directors;
- H. Provide quarterly financial reports to the Board of Directors;
- I. Provide semi-annual financial reports to the NTGCR membership; and
- J. The Treasurer shall perform other duties as assigned by the Chairperson or by the Board of Directors.

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Section 7 – 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:
 - i. Where there is one (1) year or less of unexpired term remaining in the vacant seat, the office shall remain vacant until the next election, or the Chairperson may appoint, with Board of Director approval, a successor to fill the unexpired term; or
 - ii. Where there is more than one (1) year of unexpired term remaining in the vacant seat, the office shall be filled by conducting a Special Election pursuant to Article VI, Section 3.

Section 8 – Compensation

Board Officers shall not receive any salary or other compensation for their services as a Board Officer of the NTGCR.

Deleted: Section 7 – Executive Committee¶

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The Executive Committee shall consist of the Chairperson, the Vice-Chairperson, the Secretary, and the Treasurer.¶
The Executive Committee shall have the powers and authority to act as if it was the full Board of Directors in order to transact any and all business and implement any of the purposes of the Association between meetings of the Board of Directors. Said actions shall be noticed to the entire Board of Directors within seven (7) calendar days of said actions being taken.¶

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Board Officers may be reimbursed for expenses incurred on behalf of the Association in compliance with Section 6 of Article VIII.

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Section 9 – Oath of Office

Each newly elected or appointed Board Officers shall take an Oath of Office after election results and prior to assuming the duties of the position at the beginning of the official term of office on January 1st or upon the Board of Directors' confirmation of the Chairperson's appointee. The Oath of Office may be administered by an Officer of the Board of Directors.

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The Oath of Office shall be approved by the Board of Directors and shall be in accordance with these Bylaws.

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Section 10 – Resignation

Any Board Officer may resign their office and position on the Board of Directors at any time. The resignation shall be made in writing presented to the Executive Committee, and shall take effect immediately upon receipt without exception.

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ARTICLE VIII – BOARD OF DIRECTORS

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Section 1 – Authority

The affairs of the NTGCR shall be managed and controlled by a Board of Directors in accordance with these Bylaws.

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Section 2 – Number and Term

The Board of Directors shall consist of the four (4) Board Officers and twelve (12) Regional Representatives. Regional Representatives shall be named from the voting Member Tribes of the NTGCR.

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The following are recognized regional areas, which may be consistent with BIA's recognized regional areas:

Alaska	Southwest	Southern Plains
Northwest	Navajo	Rocky Mountain
Pacific	Mid-West	Eastern Oklahoma
Western	Great Plains	Eastern

Each representative must either be employed by a Member Tribe's tribal gaming regulatory agency or be duly elected or appointed to a Member Tribe's tribal gaming regulatory agency. Each representative shall serve a two (2) year term that coincides with the election of the Chairperson or until such time as their respective regional membership of the NTGCR designates a new representative, in accordance with Article VIII, Section 3 of these Bylaws.

Section 3 – Selection of Regional Representative Board Members

Member Tribes in each regional area shall elect or appoint one (1) Regional Representative and an Alternate Representative through a process to which they agree upon by consensus. The Secretary shall record the Regional Representative and Alternate Representatives upon announcement at the annual meeting at which they are selected.

Section 4 – Regional Representative Board Member Vacancies

In case of a Regional Representative vacancy on the Board of Directors, the regional Alternate Representative shall automatically assume the position of Regional Representative and fill the vacancy for the remainder of the term in accordance with the Article III, Section 1, and Article VIII, Sections 2 and 3. Thereafter, and as soon as practicable, Member Tribes in the affected regional area shall elect or appoint a new Alternate Representative through a process to which they agree upon by consensus and notify the Secretary with the name and contact information of the new Alternate Representative. If a particular region ever fails to fill a Regional Representative Board of Director position vacancy for any reason, the vacancy may be taken up and addressed by the full membership of the NTGCR at a properly noticed meeting of the membership.

Section 5 – Fiduciary Relations and Powers

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The Board of Directors shall 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's purposes.

Section 6 – Compensation

Members of the Board of Directors shall not receive any salary or other compensation for their services.

Board of Directors may be reimbursed for approved expenses, including travel expenses, incurred on behalf of the Association,

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Section 7 – Removal of Board of Directors and Members

Any member of the Board of Directors may be removed at any time for cause in accordance with the provisions of Article III, Section 2 of these Bylaws.

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Section 8 – Resignation

Any Board Member may resign his or her office at any time. The resignation shall be made in writing, presented to the Executive Committee, and shall take effect immediately upon receipt without exception.

Section 9 – Conflicts of Interest

Each Board Officer, Regional Representative Board Member and Alternate Regional Representative Board Member will be required to execute a conflict of interest notice disclosing potential unethical situations.

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Section 10 – Errors and Omissions

The Board of Directors shall establish and maintain at all times an errors and omissions policy for purposes of indemnification in accordance with Article XII.

Section 11 – Ethics

The Board of Directors shall establish and maintain at all times an Ethics policy.

Section 12 – Confidentiality

The Board of Directors shall establish and maintain at all times a Confidentiality policy.

Section 14 – Code of Conduct

The Board of Directors shall establish and maintain at all times a Code of Conduct policy.

ARTICLE IX – ORDER OF BUSINESS

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Section 1 – Order

The order of business shall be, at a minimum, as follows at all meetings of the NTGCR membership, Board of Directors and Executive Committee:

- A. Roll Call
- B. Invocation
- C. Approval of Agenda
- D. Approval of Minutes
- E. Reports of Board Officers
- F. Reports of Committees
- G. Unfinished Business
- H. New Business
- I. Open Discussion
- J. Executive Session
- K. Adjournment

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Any matters discussed during Executive Session requiring a vote shall be voted upon outside of Executive Session.

Section 2 – Question of Order

Any questions as to the order of business shall 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 voting members present.

Section 3 – Voting

Unless otherwise specified in these Bylaws, voting by the membership of the NTGCR and the Board of Directors shall be by simple majority of those present.

Section 4 – Parliamentary Guidelines

Except as may be otherwise adopted by rule of the Board of Directors or stated herein, Roberts Rules of Order shall govern procedures at all meetings of the Board where they are not in conflict with these Bylaws.

Section 5 – Absence of a Rule

As applicable, whenever a situation arises during a meeting that is not definitively covered by these Bylaws, the Board of Directors or membership as applicable, may determine any question as to order of business by a 2/3 vote of those present.

ARTICLE X – COMMITTEES

Section 1 – Standing Committees, Committees, Subcommittees and Task Forces

In addition to Standing Committees, the Board of Directors may organize any committees, subcommittees, and task forces it deems necessary.

Section 2 – Composition

Unless otherwise mandated by Board of Director approved policy, the Chairperson of the Board of Directors shall appoint a Chairperson for each standing committee, committee, subcommittee, and taskforce. Unless otherwise specified, the members of any standing committees, committees, sub-committees, and task forces may be made up of any persons and/or entities as determined by the Board of Directors.

Section 3 – Standing Committees

There shall be the following perpetual standing committees of the Association:

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A. Conference. The Conference Committee shall plan the annual conference. The Conference Committee shall be composed of a Chairperson, Chairperson appointees/volunteers and representatives from the host region. The Conference Committee shall maintain records as may be necessary for evaluation of conference performance and other related purposes.

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B. Nominations. The Nominations Committee chair shall be appointed by the Chairperson and four (4) additional members shall be approved by the membership. The Nominations Committee shall receive nominations and/or nominate candidates who are qualified and willing to serve for the offices of the Chairperson, Vice-Chairperson, Secretary and Treasurer. The Nominations Committee shall attempt to assure that at least two (2) 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 Nominations Committee Chairperson may, with Board of Director approval, appoint a replacement member of the Nominations Committee.

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C. Membership. The Membership Committee shall promote membership, retain and maintain membership records, advise the Treasurer of who are liable for annual dues, and any other duties necessary to track membership rolls. The Membership Committee shall be chaired by the NTGCR Secretary.

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D. Scholarship. The Scholarship Committee shall make scholarship applications and associated information available to eligible tribal youth, receive scholarship applications, propose eligibility and/or establish evaluation criteria, and make recommendation to the Board of Directors / Executive Committee for scholarship awards.

E. Finance. The Finance Committee provides financial analysis, advice, and oversight of the NTGCR financial affairs. Their responsibilities are to ensure the NTGCR is operating with the financial resources it needs to provide programs and services to its members; ensure that accurate and complete financial records are maintained; ensure that accurate, timely, and meaningful financial statements are prepared and presented to the board; oversee budget preparation and financial planning; safeguard assets; ensure that the Board of Directors is well informed about the NTGCR finances, and; ensure compliance with federal, state, and other requirements related to the NTGCR finances. The Committee shall be chaired by the NTGCR Treasurer.

F. Governance. The Governance Committee supports good governance by promoting the healthy development and functioning of the Board of Directors, its committees, and individual members; the committee monitors the effectiveness of Board of Director

operations, performance and governing policies and practices; reviews committee and task force activities for appropriateness and makes recommendations for changes to the Board of Directors; recommends action to the Board of Directors for structural changes to ensure the NTGCR is in compliance with its legal and fiduciary duties. The governance committee is accountable for the Board of Director and the NTGCR governance guidelines and policies. The committee shall be chaired by the NTGCR Chairperson.

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Section 4 – Meetings

It shall be the responsibility of the Chairpersons of all standing committees, committees, sub-committees, and task forces to schedule meetings and plan the work of the committee or task force. Upon request of the Board of Directors, the Chairpersons of the standing committees, committees, sub-committees, and task forces are to make periodic reports to the Board of Directors and the membership.

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Section 5 – Term of Office

The Chairpersons and members of the standing committees, committees, sub-committees, and task forces, with the exception of the Nominating Committee and Membership Committee as noted above, shall be appointed and at the discretion of the Chairperson for a two (2) year term, that coincides with the election of the Chairperson or until such time as otherwise determined by the Board of Directors.

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Section 6 – Quorum

The presence of a majority of the members of any standing committee, committee, sub-committees, or taskforce at a meeting shall constitute a quorum.

Section 7 – Committee Action

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All actions of the standing committees, committees, sub-committees, and task forces shall be by simple majority vote of those present during a meeting and any disputes within a sub-entity of the Association that are not amicably resolved within the sub-entity of the Association shall be immediately submitted to the Executive Board and resolved by the Board of Directors.

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ARTICLE XI – NON-PROFIT PRINCIPLES

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Section 1 – Prohibited Acts

The NTGCR shall 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 non-profit trade association described in Section 501(c)(6) of the Internal Revenue Service Code as amended, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

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Section 2 – Limitations on Use of Assets

No part of the assets or the net earnings of the NTGCR shall ever be used, nor shall the NTGCR ever be organized or operated, for purposes that do not exclusively promote non-profit activities within the meaning of the Internal Revenue Service Code.

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Section 3 – Non-Profit Character

The NTGCR shall 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 shall ever be distributed to or divided among any Board Officers, Board Members, organizers, or members, or be used for, accrue to, or benefit any such person or private individual.

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Section 5 – Promotion of Third-Party Events and Activities

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Unless otherwise prohibited, the NTGCR may, from time to time, promote third-party events and activities associated with tribal gaming, tribal gaming regulation, and associated activities, through advertising, distribution of information and event details, web posting, social media, or by other means, whenever a majority of the Board of Directors agree to such promotion including any limitations and disclaimers the Board of Directors sees fit to include in such approved promotions. An event promotion approved by the Board of Directors shall not in and of itself be considered or construed as an official endorsement of the NTGCR, the Board of Directors, or NTGCR membership.

Section 6 – Endorsement of Third-Party Events and Activities

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Unless otherwise prohibited, the NTGCR may, from time to time, officially endorse third-party events and activities directly or indirectly associated with tribal gaming, tribal gaming regulation, and associated activities, through advertising, distribution of information and event details, web posting, social media, or other means. Whenever a majority of the Board of Directors agree to such official endorsement, the Board of Directors must find the endorsed activity is consistent with the purposes of the NTGCR and in the Association's best interest, including any limitations and disclaimers the Board of Directors sees fit to include in such approved endorsements.

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ARTICLE XII – INDEMNIFICATION

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Subject to the further provisions hereof, and to the extent permitted by law, the NTGCR shall indemnify any and all of its existing and former Executive Directors, Board Officers, Board Members, and agents, including members of standing committees, committees, sub-committees and task forces of the NTGCR, 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 contract or appointment, as Executive Director, Board Officers, Board Members, or agents, including members of standing committees, committees, sub-committees and task forces of the NTGCR.

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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 Executive Directors, Board Officers, Board Members, and agents, including members of committees, sub-committees and task forces, report to the Chairperson of the NTGCR 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 contract or appointment, as Executive Director, Board Officers, Board Members, or agents, including members of committees, sub-committees and task forces of the NTGCR, the Board of Directors shall determine in good faith whether in regard to the matter involved such person acted, failed to act or refused to act

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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 shall be mandatory and shall be automatically extended as specified herein. Provided, however, that the NTGCR shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused 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

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Nothing in the NTGCR Bylaws or in any other NTGCR documents, or by virtue of a tribe's 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 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 its members and its Member Tribes and their Officers, Directors, members, agents, or representatives are hereby reserved.

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ARTICLE XIV – FISCAL POLICIES

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Section 1 – Fiscal Year

The fiscal year shall be from January 1 to December 31 each year and coincide with the calendar year.

Section 2 – Accounts and Audits

The books and accounts of the NTGCR shall be kept in accordance with generally accepted accounting principles (GAAP) and shall be compiled annually by an independent certified public accountant, who shall be selected and approved by two-thirds (2/3) vote of the Board

of Directors. Such compilations shall be completed within ninety (90) days of the following fiscal year and reported to the Board of Directors and general membership at the next meeting of the Association thereafter.

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ARTICLE XV – AMENDMENTS

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Section 1 – Amendments

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

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Section 2 – Effective Date

An amendment shall become effective upon its ratification and the approval pursuant to Section 1 of this Article. Ratification, approval, and the adoption of these Bylaws is indicated by the execution herein below by the NTGCR Chairperson and Secretary.

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Bylaws as amended and adopted on this [INSERT] day of October, 2021 in Tucson, Arizona.

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Jamie Hummingbird
Chairperson

Lester Stanley
Secretary

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Bylaws of the National Tribal Gaming Commissioners & Regulators

ARTICLE I – GENERAL

Section 1 – Name

The name of this regulatory trade association shall be the National Tribal Gaming Commissioners & Regulators (hereafter referred to as the “NTGCR” or “Association”).

Section 2 – Location of Office

The NTGCR will have and maintain an office in the region of the Executive Director. The Board of Directors may change the location of the principal office from one location to another to coincide with a change of the Executive Director.

Section 3 – Executive Director

- A. The Executive Director shall be an independent contractor of the NTGCR.
- B. The Board of Directors shall approve the contract of the Executive Director.
- C. The Executive Director shall report directly to the Board of Directors with the Chairperson as immediate point of contact.
- D. The Executive Director shall be the custodian of records for the NTGCR.
- E. The Executive Director may be terminated by the Board of Directors, or may voluntarily resign their position, as provided for in their contract with the NTGCR.

ARTICLE II – PURPOSE

Section 1 – Purpose

The purpose of the NTGCR is to:

- A. Promote cooperative relationships among the commissioners/regulators of tribal gaming enterprises and other organizations;
- B. Promote the 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;
- C. Promote educational seminars, which include commissioner/regulator training, and other related activities;
- D. Serve as a gaming regulatory advisory group to tribal gaming organizations and others; and
- E. Promote educational opportunities through various scholarship programs and associated fundraising for such educational activities of the Association to the extent funding is available.

Section 2 – Non-Profit Regulatory Trade Association

The NTGCR is to be organized for non-profit purposes as an exempt regulatory trade association entity (also referred to as a “business league”) 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; the Association may engage in activities that inform, educate, and promote the membership’s given interests and may not engage in direct expenditures advocating a vote for a political candidate. It is the intent that the NTGCR will be financially supported primarily by membership dues, conference fees, assessments, contributions, and sponsorships.

ARTICLE III – MEMBERSHIP

Section 1 – Membership Eligibility

The membership of the NTGCR shall be available to any tribal gaming regulatory entity, individual or other entity upon approval of a membership application by the NTGCR Board of Directors. Membership shall be divided into three (3) categories: “Member Tribes,” “Associate Members,” and “Honorary Members.”

- A. Member Tribe. Member Tribes are the voting members of the Association and shall be those tribal gaming regulatory entities that are approved by the NTGCR Board of Directors and have paid applicable membership fees. Each Member Tribe shall have a single vote and appoint one (1) Delegate that may vote on behalf of the Member Tribe at general membership meetings. Member Tribes may designate multiple Alternate Delegates and a Member Tribe’s designated Alternate Delegate may vote for a Member Tribe in the absence of the Member Tribe’s Delegate. Appointment of Member Tribe Delegate and Alternate Delegates, and any changes, shall be made in writing to the Secretary and Executive Director of NTGCR on the form established by the NTGCR.
- B. Associate Members. Associate Members may include any individual or business entity approved by the NTGCR Board of Directors and have paid applicable membership fees. Associate Members shall be non-voting members of the Association.
- C. Honorary Members shall be tribal gaming regulatory industry leaders or tribal leaders recommended and approved by the NTGCR Board of Directors. Honorary Members shall be exempt from paying dues and shall be non-voting members of the Association.

Section 2 – Membership Suspension and Termination

Membership may be suspended for a specified period or may be terminated for cause. Cause shall include violation of any of the Bylaws, other established rules or policies of the NTGCR, or any conduct prejudicial to the best interests of the NTGCR and may be grounds for disciplinary action including membership suspension or termination from the Association. Suspension or termination shall be decided by two-thirds (2/3) vote of the Board of Directors at a special meeting called for that purpose. A member subject to suspension or termination shall be given at least thirty (30) days prior notice in writing, by certified mail and/or e-mail, of any proposed suspension or termination. Such notice shall also include an advisory that the

person to be suspended or terminated shall be afforded the opportunity to be heard by the Board of Directors to show cause why such action should not be taken. If such a hearing is desired, the person shall notify the Chairperson of the Board of Directors, in writing by certified mail and/or e-mail, within fourteen (14) days of receipt of such notice. Failure to make such written notification forfeits any further rights to appeal and the Board of Directors' action shall take effect as designated. Any hearing for membership suspension or termination may be conducted either in person, telephonically, or by video teleconference (i.e., Zoom or other web-based platform) at the discretion of the Board of Directors. The decision of the Board of Directors on all properly noticed membership suspensions and terminations, based upon a preponderance of the evidence presented, shall be final and not subject to further appeal in any jurisdiction.

Section 3 – Resignation

A member of the Association may terminate their membership at any time by written notice to the Secretary of NTGCR, which shall be effective upon receipt. Resignation will not entitle a member to any refund of previously paid dues.

ARTICLE IV – DUES

Section 1 – Annual Dues

There shall be annual dues for all NTGCR members, with the limited exception of Honorary Members. The amount of the annual dues shall be assessed by the Board of Directors. Changes to the annual dues shall be provided to the membership within thirty (30) days of the Board of Directors' approval.

Section 2 – Payment of Dues

Dues are payable to the NTGCR upon the inception of membership for the remainder of the current calendar year, and on the first day of January in each year thereafter. Dues will not be prorated at any time.

Section 3 – Default and Temporary Suspension of Membership

Any member found in default of the payment of dues for a period of three (3) months from the beginning of the year, as defined in Article XIV, Section 1, shall have their membership automatically temporarily suspended until dues are paid. The Secretary and Treasurer shall provide a joint report to the Board of Directors on or before April 15th of each year identifying any members that are temporarily suspended for failing to submit annual dues. Temporary membership suspension as a result of non-payment of annual dues shall be rescinded immediately upon the Association's receipt of a suspended member's annual dues payment.

Section 4 – Non-Refundable Dues

All dues paid to the Association by NTGCR members are non-refundable upon receipt. Suspension, termination, or resignation will not entitle a member to any refund of previously paid dues.

Section 5 – Limited Dues Waiver.

The Board of Directors may from time to time, and only for good cause or for the good of the Association, waive the annual dues for a particular member in any given calendar year. All waivers shall be approved by a 2/3 vote of the Board of Directors at a properly noticed meeting of the Board of Directors.

ARTICLE V – MEETINGS

Section 1 – General Membership Meetings

There shall normally be two (2) general membership meetings each calendar year:

- A. An Annual Membership Meeting shall normally be held in the fall of each fiscal year on dates established by the Board of Directors, unless good cause exists. The election of Board Officers and Regional Representative members of the Board of Directors and the presentation of annual reports shall take place at this meeting. Transaction of other business may also occur at the Annual Membership Meeting.
- B. In addition to the Annual Membership Meeting, the Association shall normally hold another membership meeting during the calendar year, which may be conducted in conjunction with an Association conference or other event in order to maximize attendance and participation.

Section 2 –General Membership Meeting Business

Meetings of the membership shall be held on dates established by the NTGCR Board of Directors, at which the following business may be conducted:

- A. Board Officer and Executive Director Reports
- B. Hearing reports;
- C. Membership instructions to the Board of Directors;
- D. Transacting other business as may be presented at the meeting related to those purposes identified at Article II, Section 1;
- E. Conducting Elections and appointment of Regional Representatives;
- F. Membership training; and
- G. Any other business approved by the Board of Directors or the Membership.

Section 3 – Notice of General Membership Meetings

Notice shall be given to all members of the NTGCR at least three (3) months in advance of each Membership Meeting. Notice may be delivered personally, by fax, by first class mail, by e-mail and posted on the Association's website.

Section 4 – Special Membership Meetings

Special Membership Meetings, for any purpose, may be called at the discretion of the Board of Directors, the Chairperson, or by a written petition of the majority of the Member Tribes.

Section 5 – Notice of Special Membership Meetings

Notice of any special meeting of the membership shall be given in writing at least thirty (30) days prior thereto and shall be delivered personally, by fax, by first class mail, or by e-mail and posted on the Association's website.

Section 6 – Place of Membership Meetings

Membership Meetings may be held in person, telephonically, or via video teleconference as determined by the Board of Directors.

Section 7 – Board of Directors Meetings

Regular meetings of the Board of Directors may be held monthly on dates established by the NTGCR Board of Directors.

Section 8 – Notice of Board of Directors Meetings

Notice of a monthly Board of Directors meeting shall be given at least ten (10) days prior thereto and shall be delivered personally, by fax, by first class mail, or by electronic mail (e-mail) to the Board of Directors. The Board of Directors may waive this notice requirement by majority vote.

Section 9 – Special Board of Directors Meetings

Special Board of Director meetings for any purpose may be called at the discretion of the Chairperson or by a written petition of the majority of the Board of Directors.

Section 10 – Notice of Special Board of Directors Meetings

Notice of a special Board of Directors meeting shall be given at least forty-eight (48) hours prior thereto and shall be delivered personally, by fax, by first class mail, or by electronic mail (e-mail) to the Board Members. The Board of Directors may waive this notice requirement by majority vote.

Section 11 – Place of Board of Director Meetings

The Board of Directors or the Chairperson may designate the location of the regular meetings and special meetings of the Board of Directors. Board of Director Meetings may be held in person, telephonically, or via video teleconference.

Section 12 – Quorum

For all Membership Meetings and Board of Director Meetings, a quorum shall consist of the Member Tribes present to conduct business at a special or regular membership meeting, provided that:

- A. At least five (5) regions are represented; and
- B. At least two (2) Board Officers are present and one (1) is either the Chairperson or Vice Chairperson.

Section 13 – Executive Committee Meetings

- A. The Executive Committee shall consist of the Chairperson, the Vice-Chairperson, the Secretary, and the Treasurer.
- B. The Executive Committee shall have the powers and authority to act as if it was the full Board of Directors in order to transact any and all business and implement any of the purposes of the Association between meetings of the Board of Directors. Said actions shall be noticed to the entire Board of Directors within seven (7) calendar days of said actions being taken. All actions of the Executive Committee are subject to ratification or rescission by the Full Board of Directors.
- C. Executive Committee quorum shall consist of three (3) Board Officers.
- D. Meetings of the Executive Board may be held in person, telephonically, or via video teleconference.

ARTICLE VI – NOMINATIONS, ELECTIONS AND VOTING OF OFFICERS

Section 1 – Nominations

- A. Making Nominations. Board Officer candidate nominations shall only be made by Delegates or Alternate Delegates of Member Tribes in good standing with the NTGCR, as identified by the Secretary of the NTGCR, in accordance with Article III, Section 1 (a), and submitted in accordance with procedures and forms established by the NTGCR Nominations Committee.
- B. Board Officer Nominee Qualifications. All nominees must meet the Officer eligibility requirements as established in Article VII, Section 2 below.
- C. Notice of Nominations. The Nominations Committee shall provide notice of nominations for the applicable Board Officer positions to all voting Member Tribes no later than ninety (90) calendar days prior to an Annual Membership Meeting.
- D. Closing of Nominations. The Chairperson of the Nominations Committee shall close nominations for Board Officers no less than sixty (60) calendar days prior to commencing with the election. No write-in candidates shall be considered in any election.
- E. The Nominations Committee shall publish a list of the certified candidates to the voting Member Tribes no less than thirty (30) calendar days prior to commencing an election.
- F. Withdrawal of Nominee. A Board Officer Nominee may withdraw their name from a ballot at any time prior to a vote being conducted.
- G. Incumbents. Persons currently holding a Board Officer position shall notify the Nominations Committee Chairperson and the Executive Board in writing, no less than ninety (90) days prior to an Annual Election, that they wish to remove their name from consideration on the ballot. Otherwise, incumbent Board Officers will automatically be included on the Annual Election ballot.
- H. Nominations from the floor shall not be allowed.

Section 2 – Officer Elections

- A. Elections. Election of Board Officers shall normally take place in-person at the fall Membership meeting, which shall serve as the Annual Membership Meeting or at a

special meeting as defined in Article V, Section 3. If circumstances exist, as deemed by the Board of Directors, which prevent the timely and/or safe gathering of the Association's membership for an in-person Annual Membership Meeting for the election of Board Officers, the Board of Directors may schedule an election to take place at a membership or special membership meeting held telephonically, or via video teleconference.

- B. Voting. The NTGCR may require Delegates to vote by "show of hands," "roll call," or use of "ballots", including "electronic ballots", to cast votes at meetings where a quorum is present and Board Officers will be elected by simple majority of those present as defined in Article V, Section 11. If there are three (3) or more nominees seeking a particular Board Officer position and a vote does not result in any one (1) candidate receiving a simple majority of votes from those present, the two (2) highest vote recipients will immediately proceed to a run-off election, with the nominee receiving a simple majority of votes from those present being declared the elected Board Officer.
- C. Election by Acclamation. In the instance where there is a single nominee for a given Board Officer position, the Association may elect the nominee for the uncontested Board Officer position by oral motion for acclamation versus casting votes.
- D. Proxy Voting. Proxy votes are not permitted.
- E. In the case of a tie vote following any Board Officer election, further balloting shall take place until there is a clear winner with a simple majority vote.
- F. The newly elected or re-elected Board Officers shall be sworn in after the Board Officer election results are announced. The current Board Officers shall continue to serve in accordance with Article VII, Section 1. The terms of newly elected or re-elected Board Officers shall commence on January 1 following the election. Non-Officer Board Members (Regional Representatives) shall be elected according to Article VIII, Sections 2, 3, and 4.

Section 3 – Special Elections

- A. Calling a Special Election. A Special Election shall only be called by the NTGCR Chairperson when necessary to fill a vacancy of a non-Chairperson Board Officer seat with greater than one (1) year of unexpired term at the time of vacancy, as determined by the Chairperson and approved by the Board of Directors.
- B. Special Election Nominations. Upon notice of a Board of Director approved Special Election, the Election Committee shall notify the membership of a fourteen (14)

calendar day nomination period during which Member Tribes may submit a nomination for consideration in writing via their designated Delegate or Alternate Delegate in accordance with procedures and forms established by the NTGCR Nominations Committee.

- C. Notice of Special Election Nominees. Upon the closing of the Special Election nomination period, the Election Committee shall contact all nominees regarding their nomination, verify the acceptance of the nomination, verify the nominee's qualification for office, and forward to the Secretary and Executive Director to post the names of all accepted and qualified nominees on the NTGCR website and notify the Communications Committee and all Member Tribes.
- D. Special Election Voting. Within forty-five (45) days of the close of nominations for a Special Election, the voting for a Special Election shall take place either in-person at a regular or special meeting of the NTGCR membership whichever is sooner, by "show of hands," "roll call," or use of "ballots" to cast votes where a quorum is present; or by utilizing a teleconference or web-based platform through which the Special Election may be conducted electronically. Voting will be conducted in accordance with Section 2(B) of this Article.

ARTICLE VII – OFFICERS AND DUTIES

Section 1 – Number and Title

The NTGCR membership shall elect four (4) Board Officers from their eligible Member Tribes: a Chairperson, Vice-Chairperson, Secretary, and Treasurer, all of whom shall hold office for a term of two (2) years. The Chairperson and the Treasurer shall be elected in even years and the Vice-Chairperson and the Secretary shall be elected in odd years. The current Board Officers shall serve until the newly elected successors assume office on January 1 following the election. The four (4) elected Board Officers and Executive Director shall constitute the Executive Committee of the Board of Directors. Each Board Officer shall be eligible for re-election.

Section 2 – Qualifications

Board Officers of the Board of Directors shall: 1) be a member of a federally recognized tribe; 2) have been a Commissioner, Executive Director, or Departmental Director/Manager of a tribal gaming regulatory entity for a minimum of two (2) years immediately preceding the election, or have a cumulative of five (5) years of regulatory experience as a Commissioner, Executive Director, or Departmental Director/Manager of a tribal gaming regulatory agency; and 3) must either be employed by a Member Tribe's tribal gaming regulatory agency, or be duly elected or appointed to a Member Tribe's tribal gaming regulatory agency.

Section 3 – Chairperson

The Chairperson shall:

- A. Preside at all meetings of the NTGCR membership, meetings of the Board of Directors and any Executive Committee meetings;
- B. Make all appointments to committees as may, from time to time, be required;
- C. Be an ex-officio member of all committees or may appoint a representative;
- D. 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 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 Board Officer of the NTGCR, and
- E. In general, the Chairperson will represent the NTGCR in relations with other organizations and perform all duties assigned to the office of the Chairperson and have other duties as may be designated by the Board of Directors.

Section 4 – Vice-Chairperson

The Vice-Chairperson shall:

- A. Assist the Chairperson in fulfilling the obligations of the office by performing such duties as requested by the Chairperson; and
- B. 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 shall:

- A. Maintain a record of all the meetings of the NTGCR;
- B. Issue all notices of meetings to the membership, the Board of Directors, and the Executive Committee;
- C. Maintain all NTGCR minutes and other records and documents relative to the duties of Secretary;
- D. Maintain a register of the mailing address of each Member Tribe including authorized voting Delegates and Alternate Delegates and their respective e-mail addresses; and
- E. In general, shall perform all other duties incident to the office.

Section 6 – Treasurer

The Treasurer will:

- A. Maintain the finances of the NTGCR, subject to the direction of the Chairperson and/or the Board of Directors;

- B. Maintain custody of all income, gifts and other funds which may be collected or received on behalf of the NTGCR, except as otherwise directed by the Board of Directors. Disbursement amounts in excess of one-thousand (\$1,000.00) dollars shall require the signatures of two (2) Board Officers for check signing and fund withdrawal;
- C. Maintain detailed records in books provided for that purpose, which shall be open to the Executive Director, any member of the Board of Directors, to relative committees and to any auditor(s) as authorized by the Board of Directors. All such monies shall be kept in such banks or other depositories as authorized by the Board of Directors;
- D. Issue invoices for all amounts due to the NTGCR and shall keep proper accounts;
- E. Prepare financial reports and forms, or coordinate the preparation of such reports and forms with a Certified Public Accountant engaged by the NTGCR, for submission to the IRS and make available to the membership of the NTGCR;
- F. Segregate and accurately account for all operating and educational funds and expenditures;
- G. Prepare annual budget recommendations to the Board of Directors;
- H. Provide quarterly financial reports to the Board of Directors;
- I. Provide semi-annual financial reports to the NTGCR membership; and
- J. The Treasurer shall perform other duties as assigned by the Chairperson or by the Board of Directors.

Section 7 – 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:
 - i. Where there is one (1) year or less of unexpired term remaining in the vacant seat, the office shall remain vacant until the next election, or the Chairperson may appoint, with Board of Director approval, a successor to fill the unexpired term; or
 - ii. Where there is more than one (1) year of unexpired term remaining in the vacant seat, the office shall be filled by conducting a Special Election pursuant to Article VI, Section 3.

Section 8 – Compensation

Board Officers shall not receive any salary or other compensation for their services as a Board Officer of the NTGCR.

Board Officers may be reimbursed for expenses incurred on behalf of the Association in compliance with Section 6 of Article VIII.

Section 9 – Oath of Office

Each newly elected or appointed Board Officers shall take an Oath of Office after election results and prior to assuming the duties of the position at the beginning of the official term of office on January 1st or upon the Board of Directors' confirmation of the Chairperson's appointee. The Oath of Office may be administered by an Officer of the Board of Directors.

The Oath of Office shall be approved by the Board of Directors and shall be in accordance with these Bylaws.

Section 10 – Resignation

Any Board Officer may resign their office and position on the Board of Directors at any time. The resignation shall be made in writing, presented to the Executive Committee, and shall take effect immediately upon receipt without exception.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1 – Authority

The affairs of the NTGCR shall be managed and controlled by a Board of Directors in accordance with these Bylaws.

Section 2 – Number and Term

The Board of Directors shall consist of the four (4) Board Officers and twelve (12) Regional Representatives. Regional Representatives shall be named from the voting Member Tribes of the NTGCR.

The following are recognized regional areas, which may be consistent with BIA’s recognized regional areas:

Alaska	Southwest	Southern Plains
Northwest	Navajo	Rocky Mountain
Pacific	Mid-West	Eastern Oklahoma
Western	Great Plains	Eastern

Each representative must either be employed by a Member Tribe’s tribal gaming regulatory agency or be duly elected or appointed to a Member Tribe’s tribal gaming regulatory agency. Each representative shall serve a two (2) year term that coincides with the election of the Chairperson or until such time as their respective regional membership of the NTGCR designates a new representative, in accordance with Article VIII, Section 3 of these Bylaws.

Section 3 – Selection of Regional Representative Board Members

Member Tribes in each regional area shall elect or appoint one (1) Regional Representative and an Alternate Representative through a process to which they agree upon by consensus. The Secretary shall record the Regional Representative and Alternate Representatives upon announcement at the annual meeting at which they are selected.

Section 4 – Regional Representative Board Member Vacancies

In case of a Regional Representative vacancy on the Board of Directors, the regional Alternate Representative shall automatically assume the position of Regional Representative and fill the vacancy for the remainder of the term in accordance with the Article III, Section 1, and Article VIII, Sections 2 and 3. Thereafter, and as soon as practicable, Member Tribes in the affected regional area shall elect or appoint a new Alternate Representative through a process to which they agree upon by consensus and notify the Secretary with the name and contact information of the new Alternate Representative. If a particular region ever fails to fill a Regional Representative Board of Director position vacancy for any reason, the vacancy may be taken up and addressed by the full membership of the NTGCR at a properly noticed meeting of the membership.

Section 5 – Fiduciary Relations and Powers

The Board of Directors shall 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's purposes.

Section 6 – Compensation

Members of the Board of Directors shall not receive any salary or other compensation for their services.

Board of Directors may be reimbursed for approved expenses, including travel expenses, incurred on behalf of the Association.

Section 7 – Removal of Board of Directors and Members

Any member of the Board of Directors 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 Board Member may resign his or her office at any time. The resignation shall be made in writing, presented to the Executive Committee, and shall take effect immediately upon receipt without exception.

Section 9 – Conflicts of Interest

Each Board Officer, Regional Representative Board Member and Alternate Regional Representative Board Member will be required to execute a conflict of interest notice disclosing potential unethical situations.

Section 10 – Errors and Omissions

The Board of Directors shall establish and maintain at all times an errors and omissions policy for purposes of indemnification in accordance with Article XII.

Section 11 – Ethics

The Board of Directors shall establish and maintain at all times an Ethics policy.

Section 12 – Confidentiality

The Board of Directors shall establish and maintain at all times a Confidentiality policy.

Section 14 – Code of Conduct

The Board of Directors shall establish and maintain at all times a Code of Conduct policy.

ARTICLE IX – ORDER OF BUSINESS

Section 1 – Order

The order of business shall be, at a minimum, as follows at all meetings of the NTGCR membership, Board of Directors and Executive Committee:

- A. Roll Call
- B. Invocation
- C. Approval of Agenda
- D. Approval of Minutes
- E. Reports of Board Officers
- F. Reports of Committees
- G. Unfinished Business
- H. New Business
- I. Open Discussion
- J. Executive Session
- K. Adjournment

Any matters discussed during Executive Session requiring a vote shall be voted upon outside of Executive Session.

Section 2 – Question of Order

Any questions as to the order of business shall 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 voting members present.

Section 3 – Voting

Unless otherwise specified in these Bylaws, voting by the membership of the NTGCR and the Board of Directors shall be by simple majority of those present.

Section 4 – Parliamentary Guidelines

Except as may be otherwise adopted by rule of the Board of Directors or stated herein, Roberts Rules of Order shall govern procedures at all meetings of the Board where they are not in conflict with these Bylaws.

Section 5 – Absence of a Rule

As applicable, whenever a situation arises during a meeting that is not definitively covered by these Bylaws, the Board of Directors or membership as applicable, may determine any question as to order of business by a 2/3 vote of those present.

ARTICLE X – COMMITTEES

Section 1 – Standing Committees, Committees, Subcommittees and Task Forces

In addition to Standing Committees, the Board of Directors may organize any committees, sub-committees, and task forces it deems necessary.

Section 2 – Composition

Unless otherwise mandated by Board of Director approved policy, the Chairperson of the Board of Directors shall appoint a Chairperson for each standing committee, committee, sub-committee, and taskforce. Unless otherwise specified, the members of any standing committees, committees, sub-committees, and task forces may be made up of any persons and/or entities as determined by the Board of Directors.

Section 3 – Standing Committees

There shall be the following perpetual standing committees of the Association:

- A. Conference. The Conference Committee shall plan the annual conference. The Conference Committee shall be composed of a Chairperson, Chairperson appointees/volunteers and representatives from the host region. The Conference Committee shall maintain records as may be necessary for evaluation of conference performance and other related purposes.
- B. Nominations. The Nominations Committee chair shall be appointed by the Chairperson and four (4) additional members shall be approved by the membership. The Nominations Committee shall receive nominations and/or nominate candidates who are qualified and willing to serve for the offices of the Chairperson, Vice-Chairperson, Secretary and Treasurer. The Nominations Committee shall attempt to assure that at least two (2) 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 Nominations Committee Chairperson may, with Board of Director approval, appoint a replacement member of the Nominations Committee.

- C. Membership. The Membership Committee shall promote membership, retain and maintain membership records, advise the Treasurer of who are liable for annual dues, and any other duties necessary to track membership rolls. The Membership Committee shall be chaired by the NTGCR Secretary.
- D. Scholarship. The Scholarship Committee shall make scholarship applications and associated information available to eligible tribal youth, receive scholarship applications, propose eligibility and/or establish evaluation criteria, and make recommendation to the Board of Directors / Executive Committee for scholarship awards.
- E. Finance. The Finance Committee provides financial analysis, advice, and oversight of the NTGCR financial affairs. Their responsibilities are to ensure the NTGCR is operating with the financial resources it needs to provide programs and services to its members; ensure that accurate and complete financial records are maintained; ensure that accurate, timely, and meaningful financial statements are prepared and presented to the board; oversee budget preparation and financial planning; safeguard assets; ensure that the Board of Directors is well informed about the NTGCR finances, and; ensure compliance with federal, state, and other requirements related to the NTGCR finances. The Committee shall be chaired by the NTGCR Treasurer.
- F. Governance. The Governance Committee supports good governance by promoting the healthy development and functioning of the Board of Directors, its committees, and individual members; the committee monitors the effectiveness of Board of Director operations, performance and governing policies and practices; reviews committee and task force activities for appropriateness and makes recommendations for changes to the Board of Directors; recommends action to the Board of Directors for structural changes to ensure the NTGCR is in compliance with its legal and fiduciary duties. The governance committee is accountable for the Board of Director and the NTGCR governance guidelines and policies. The committee shall be chaired by the NTGCR Chairperson.

Section 4 – Meetings

It shall be the responsibility of the Chairpersons of all standing committees, committees, sub-committees, and task forces to schedule meetings and plan the work of the committee or task force. Upon request of the Board of Directors, the Chairpersons of the standing committees, committees, sub-committees, and task forces are to make periodic reports to the Board of Directors and the membership.

Section 5 – Term of Office

The Chairpersons and members of the standing committees, committees, sub-committees, and task forces, with the exception of the Nominating Committee and Membership Committee as noted above, shall be appointed and at the discretion of the Chairperson for a two (2) year term, that coincides with the election of the Chairperson or until such time as otherwise determined by the Board of Directors.

Section 6 – Quorum

The presence of a majority of the members of any standing committee, committee, sub-committees, or taskforce at a meeting shall constitute a quorum.

Section 7 – Committee Action

All actions of the standing committees, committees, sub-committees, and task forces shall be by simple majority vote of those present during a meeting and any disputes within a sub-entity of the Association that are not amicably resolved within the sub-entity of the Association shall be immediately submitted to the Executive Board and resolved by the Board of Directors.

ARTICLE XI – NON-PROFIT PRINCIPLES

Section 1 – Prohibited Acts

The NTGCR shall 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 non-profit trade association described in Section 501(c)(6) of the Internal Revenue Service Code as amended, nor shall 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 shall ever be used, nor shall the NTGCR ever be organized or operated, for purposes that do not exclusively promote non-profit activities within the meaning of the Internal Revenue Service Code.

Section 3 – Non-Profit Character

The NTGCR shall 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 shall ever be distributed to or divided among any Board Officers, Board Members, organizers, or members, or be used for, accrue to, or benefit any such person or private individual.

Section 5 – Promotion of Third-Party Events and Activities

Unless otherwise prohibited, the NTGCR may, from time to time, promote third-party events and activities associated with tribal gaming, tribal gaming regulation, and associated activities, through advertising, distribution of information and event details, web posting, social media, or by other means, whenever a majority of the Board of Directors agree to such promotion including any limitations and disclaimers the Board of Directors sees fit to include in such approved promotions. An event promotion approved by the Board of Directors shall not in and of itself be considered or construed as an official endorsement of the NTGCR, the Board of Directors, or NTGCR membership.

Section 6 – Endorsement of Third-Party Events and Activities

Unless otherwise prohibited, the NTGCR may, from time to time, officially endorse third-party events and activities directly or indirectly associated with tribal gaming, tribal gaming regulation, and associated activities, through advertising, distribution of information and event details, web posting, social media, or other means. Whenever a majority of the Board of Directors agree to such official endorsement, the Board of Directors must find the endorsed activity is consistent with the purposes of the NTGCR and in the Association's best interest, including any limitations and disclaimers the Board of Directors sees fit to include in such approved endorsements.

ARTICLE XII – INDEMNIFICATION

Subject to the further provisions hereof, and to the extent permitted by law, the NTGCR shall indemnify any and all of its existing and former Executive Directors, Board Officers, Board Members, and agents, including members of standing committees, committees, sub-committees and task forces of the NTGCR, 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 contract or appointment, as Executive Director, Board Officers, Board Members, or agents, including members of standing committees, committees, sub-committees and task forces 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 Executive Directors, Board Officers, Board Members, and agents, including members of committees, sub-committees and task forces report to the Chairperson of the NTGCR 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 contract or appointment, as Executive Director, Board Officers, Board Members, or agents, including members of committees, sub-committees and task forces of the NTGCR, the Board of Directors shall 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 shall be mandatory and shall be automatically extended as specified herein. Provided, however, that the NTGCR shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused 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

Nothing in the NTGCR Bylaws or in any other NTGCR documents, or by virtue of a tribe's 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 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 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 shall be from January 1 to December 31 each year and coincide with the calendar year.

Section 2 – Accounts and Audits

The books and accounts of the NTGCR shall be kept in accordance with generally accepted accounting principles (GAAP) and shall be compiled annually by an independent certified public accountant, who shall be selected and approved by two-thirds (2/3) vote of the Board of Directors. Such compilations shall be completed within ninety (90) days of the following fiscal year and reported to the Board of Directors and general membership at the next meeting of the Association thereafter.

ARTICLE XV – AMENDMENTS

Section 1 – Amendments

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

Section 2 – Effective Date

An amendment shall become effective upon its ratification and the approval pursuant to Section 1 of this Article. Ratification, 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 _____ day of October, 2021 in Tucson, Arizona.

Jamie Hummingbird
Chairperson

Lester Stanley
Secretary