

Chapter XXIV

GAMING AUTHORITY CHARTER

2400. BAY MILLS GAMING AUTHORITY – There is hereby chartered the Bay Mills Gaming Authority which shall own, operate, develop, and encumber any Gaming Facility, any Online Gaming Presence and any other Business Activity as may be the case, and shall also exercise those powers granted in Section 2407.

2401. DEFINITIONS

- A. “Authority” shall mean the Bay Mills Gaming Authority.
- B. “Board” shall mean the Bay Mills Gaming Authority Management Board.
- C. “Business Activity” shall mean non-gaming activity taking place outside of a Licensed Gaming Facility.
- D. “Gaming” shall mean gaming activity as defined by the Indian Gaming Regulatory Act.
- E. “Gaming Ordinance” shall mean the Gaming Ordinance of the Bay Mills Indian Community.
- F. “Gaming Commission” shall mean the regulatory body charged with regulating gaming conducted on tribal lands pursuant to the Indian Gaming Regulatory Act.
- G. “Gaming Facility” shall mean any gaming establishment which is licensed under Bay Mills Indian Community Gaming Ordinance.
- H. “Online Gaming” shall mean internet gaming and internet sports betting conducted off tribal lands pursuant to a license issued by the state of Michigan pursuant to Lawful Sports Betting Act or the Lawful Internet Gaming Act and it shall also mean internet gaming or internet sports betting conducted on tribal lands pursuant to the Gaming Ordinance.
- I. “Online Gaming Presence” shall mean the fixed assets and other material and immaterial holdings that comprise the Online Gaming business activity.
- J. “Tribe” shall mean the Bay Mills Indian Community.

2402. PURPOSE – The purpose of this Chapter is to reorganize the ownership and operation of Bay Mills Indian Community’s gaming activity by chartering the Bay Mills Gaming Authority.

2403. GAMING AUTHORITY BOARD OF DIRECTORS

- A. There is hereby created the Gaming Authority Board of Directors which is empowered to carry out the powers granted the Authority in this Chapter.
- B. The Board shall consist of the sitting members of the Executive Council and shall be chaired by the President of the Executive Council.
- C. The Board shall conduct its rules of order pursuant to duly adopted bylaws provided a majority of members of the Board are present to constitute a quorum, notwithstanding any vacancies. The bylaws may allow for a meeting to occur over an electronic medium.
- D. The Board shall meet as often as is necessary but shall meet at a minimum on a quarterly basis.

2404. RELATIONSHIP TO THE TRIBE – The Authority is a wholly owned governmental instrumentality of the Tribe existing pursuant to its charter and is autonomous in all aspects.

2405. GRANTS AND LIMITATIONS OF INSTRUMENTALITY

- A. The Authority shall assume from the Tribe:
 - (1) All tangible and intangible property, fixed assets, obligations, liabilities, contractual rights, licenses and other rights or inurement which are owned or leased by the Bay Mills Indian Community for the purpose of operating and conducting gaming activities pursuant to a license issued by a gaming regulatory body.
 - (2) All powers, privileges, responsibilities, and duties of the Tribe with respect to Gaming, Online Gaming and Other Business.
 - (3) Assumption under subsections (1) and (2) shall, where possible, be automatic and not require any instrument or conveyance, subject to subsection (c).
- B. The Board is authorized to negotiate and execute whatever documents are deemed necessary to effectuate subsection (a) or to amend any agreement with any third party to effectuate subsection (a).

- C. The Authority and its Board of Directors enjoys all the privileges and immunities of the Tribe including immunity from suit as defined in Chapter 23: Immunity and Waiver of the Bay Mills Tribal Code.
2406. GAMING – All Gaming and Online Gaming shall be managed by the Authority as may be applicable.
2407. POWERS
- A. The Authority is empowered to do any and all things necessary to carry out the financing, development, construction, ownership, lease, operation, bond, enter into contracts, management, maintenance, and promotion of a Gaming Facility, Online Gaming or Business Activity.
 - B. Subject to any limitations with this Chapter or other applicable tribal law, the Authority, by and through the Board, shall have the power to act for and bind the Authority. Such authority shall be applied through the Board’s bylaws and or a duly adopted resolution to the Board. The Authority may not bind the Tribe or any of its wholly owned governmental instrumentalities.
 - C. The Authority is authorized to waive its immunity to suit and to waive Bay Mills Tribal Court jurisdiction pursuant to Bay Mills Tribal Code Chapter 23: Immunity and Waiver.
 - D. The Authority is authorized to, by resolution of the Board, sue and be sued, and to participate in any mediation or arbitration proceeding, regarding any case and controversy stemming from activity being undertaken under this Charter.
2408. REPORTING - The Board shall on a quarterly basis report to the Executive Council a summary of the financial condition of the Authority for that quarter, a summary of general performance matters, a summary of plans for the following quarter and any other matter the Board or Executive Council deems appropriate.
2409. ACCOUNTING
- A. The Board shall establish accounting principles acceptable in the gaming industry that shall ensure that the recorded information is recorded and kept in a manner consistent with applicable laws.

- B. The Authority shall be audited at close of each fiscal year in accordance with the Indian Gaming Regulatory Act and any applicable regulations of any Federal agency having jurisdiction.

- C. The fiscal year of the Authority shall be the fiscal year of the Tribe.