



BY-LAWS

Bad River Community Development Corporation

ARTICLE 1. NAME

Section 1. **Name.** The name of this corporation chartered by the Bad River Tribe of Lake Superior Chippewa of Wisconsin is the Bad River Community Development Corporation. The Bad River Tribe of Lake Superior Chippewa confers on the Corporation all the rights, privileges and immunities existing under federal and Bad River tribal laws.

ARTICLE 2. LOCATION OF OFFICES

Section 1. **Principle Office.** The principal and registered office of the Corporation shall be located within the boundaries of the Bad River Band of Lake Superior Chippewa Indians' Tribal Reservation as provided for in the Articles of Incorporation. The Corporation may have such other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

- A. The **Mailing Address** of the initial registered office of the Corporation is: P.O. Box 280, Odanah, Wisconsin 54861.
- B. The **Physical Address** of the initial registered office of the Corporation is: 72682 Maple Street, Odanah, Wisconsin 54861.

ARTICLE 3. OWNERSHIP & CONTROL

Section 1. **Ownership.** The Bad River Band of Lake Superior Chippewa Indians Tribe of Wisconsin (the "Owner" or "Tribe") shall be the sole owner and shareholder of the Corporation.

Section 2. **Books and Records.** The Corporation shall maintain, at its principal place of business, all financial books and records, all minutes of the Board meetings, and all other material books, records, documents, correspondence, and contracts. All such materials shall be made available, at a reasonable time, for inspection and copying by the Owner, any duly authorized representative of the Owner, or any Director.

Section 3. **Report to Owner.** Within sixty (60) days of the close of the Corporation's fiscal year, the Corporation shall prepare and deliver to the Owner an annual report and audited financial statement, including a balance sheet and a statement of income and expenses, including comparative figures from the preceding fiscal year.

Section 4. **Authority.** The Bad River Community Development Corporation is granted a corporate charter based upon authority vested in it by the Bad River Tribal Council, Bad River Tribe of Lake Superior Chippewa of Wisconsin pursuant to Article VI, Section 1(f) of the Constitution of the Bad River Tribe of Lake Superior Chippewa of Wisconsin duly approved by the Secretary of the Interior on June 30, 1936.



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- A. **Contracts**: The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, any such authority may be general or confined to specific issuances.
- B. **Loans**: No loans greater than \$5,000.00 shall be contracted on behalf of the Corporation and evidence of indebtedness shall not be issued in the corporation's name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- C. **Checks, Drafts, Etc.**: All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, the agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- D. **Deposits**: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE 4. BOARD OF DIRECTORS

Section 1. **Appointment of Directors.**

- A. Unless otherwise determined by the Tribe, the initial Board of Directors shall consist of five (5) persons who do not hold elected office with the Tribe and are of at least ten (10) years' experience in executive level management or in the alternative, held an ownership interest in his/her own business. However, the **Chairman** and **Treasurer** of the Tribal Council shall serve as *ex officio* members of the Board having all rights and responsibilities of any other Director; except they will not have the ability to vote on issues brought to the board.
- B. The Board of Directors shall be appointed by the Bad River Tribal Council for staggered four (4) year terms. Upon the initial appointments of the Board of Directors, the first three members shall be appointed to four (4) year terms and the remaining two members shall be appointed to two (2) year terms. The Tribal Council shall thereafter appoint the Board of Directors and assign four (4) year terms among the appointees as vacancies occur.
 - 1. The Board of Director candidates shall be subject to background checks. Only candidates of good moral character to be considered. No candidate shall be considered who possess any of the following: any felony conviction, or theft or embezzlement convictions.
 - 2. The Tribal Council shall ensure through its appointments that board representation includes talents and experience from a variety of business endeavors, for example and without limitation; retail business, real estate, financial, legal, entrepreneurial, governmental, gaming, and publicity professions.



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Section 2. **Compensation.** Directors shall be paid their actual and reasonable expenses, if any, of attendance at each meeting of the Board of Directors, and such reasonable compensation as may be determined by resolution of the Board of Directors and approved by the Tribal Council.

Section 3. **Responsibilities of the Board.** The Board of Directors shall be responsible for approving facility and strategic plans, approving and overseeing the annual budget, hiring and supervising the officers, developing resources, obtain financing, serving as ambassadors for the organization, and generally overseeing the policy and affairs of the organization.

Section 4. **Authority of the Board.** The Board of Directors shall be possessed of all of the power and authority to do and perform all actions as may be necessary or appropriate to the conduct of all business of the Corporation, including but not limited to the opening of bank accounts, entry into contracts, power to incur debts, and raise borrow and secure the payment of money; as well as the power and authority expressly provided for, and not otherwise limited by, the Corporation's Articles of Incorporation approved pursuant to Tribal Council Resolution 10-25-18-113.

Section 5. **No Business Interest.** No Director may have business interests with the Corporations businesses, either directly or indirectly. They may have experience in the same field but shall not have current business interests connected to the Corporations' business holdings.

ARTICLE 5. MEETINGS

Section 1. **Quorum.** Three (3) Directors shall constitute a quorum for the transaction of business in any regular or emergency meeting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. If less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 2. **Conducting Board Meetings.** At the start of a meeting the Board Members will select a Chairperson to conduct the meeting session and a Secretary to document and record the minutes of the meeting.

Section 3. **Regular Meeting.** Regular meetings of the Board of Directors of the Corporation shall be held at a time and location set by the Board of Directors. Quarterly meetings will be set for reporting to the Tribal Council and further meetings may also be established as needed by either Tribal Council or Board of Directors.

- A. **Meeting Notices:** A written notice of regular meetings will be sent to each member of the Board of Directors delivered personally, mailed, or emailed to each Director at his/her address for such notice no later than seven (7) days prior to scheduled meetings.

Section 4. **Emergency Meetings.** Emergency Meetings of the board may be called at the request of the Board of Directors, the Chief Executive Officer of the Corporation or by any two (2) Directors.



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- A. **Notice of Emergency Meeting:** Notice of any emergency meeting shall be given at least three (3) days prior thereto by written notice, delivered personally, mailed, or emailed to each Director at his/her address for such notice. Any Director may waive his/her right to notice of any meetings. The business to be transacted at any regular or emergency meeting of the Board of Directors shall be specified in the notice, or waiver of notice, of such meeting.

Section 5. **Annual Meeting.** An Annual Meeting of the Corporation shall occur in November of each year for the purpose of receiving and submitting annual reports, appointing Directors and conducting such other business as may be appropriate. Annual meetings shall be open to the Tribal Membership.

Section 6. **Order of Business.** The agenda of any regular or emergency meeting of the Board of Directors shall adhere to the Robert's Rules of Order as the commonly accepted procedures for conducting a meeting of the Board of Directors.

Section 7. **Voting.** The business to be transacted at any regular or emergency meeting of the Board of Directors shall be put in the form of a motion by a Director, duly seconded by another Director and voted on by all Directors. If the vote is a majority of the Directors present, and a quorum of Directors are present, the motion will pass. If the vote is less than a majority of the Directors present, the motion will fail.

Section 8. **Committees.** The Board of Directors by resolution adopted by affirmative vote of a majority of Directors may designate one or more standing or ad hoc committees or advisory boards, to recommend action or act on behalf of the Board of Directors on issues as the Board of Directors deem necessary. Unless otherwise stated by Board of Director action, Committees other than an Executive Committee shall cease to function when their purpose has been accomplished and a report and recommendation is submitted to the Board of Directors.

ARTICLE 6. CORPORATE OFFICERS

Section 1. **Corporate Officers.** The Board of Directors may employ additional officers, such as Chief Executive Officer and Chief Financial Officer, to manage the day-to-day business of Corporation.

Section 2. **Corporate Officer Duties and Responsibilities.** The Board may delegate duties of the Board Officers to the Corporate Officers in order to ensure the efficient operation of the Corporation. A Corporate Officer's regular duties and responsibilities shall be enumerated within the Corporate Officer's position description and amended as needed by the Board. Additional duties and tasks may be assigned or delegated as needed by the Board.

Section 3. **Corporate Officers At-Will Status.** Corporate Officers may be hired by the Board as at-will employees or pursuant to an employment contract. Corporate Officers are required to adhere to the BRCDC Code of Conduct and Employee Handbook, with the Chief Executive Officer serving as a Corporate Officer's supervisor.



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Section 4. **Vacancies of Officers.** All vacancies in any office shall be filled promptly by the Board of Directors, either at regular meetings or at a meeting specially called for that purpose.

Section 5. **Removal.** Any officer of the corporation may be removed by a majority of the Board, with cause, when in the judgment of the Board, it would be in the best interest of the corporation. Such removal shall be without prejudice to the contract rights, if any, of the person removed.

Section 6. **Indemnification.** The Corporation shall indemnify any director, officer, or former director or officer of the corporation, against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation.

ARTICLE 7. DISTRIBUTION REQUIREMENTS

Unless otherwise approved by the Board of Directors, subject to the approval of the Tribal Council, at the end of three (3) years from the approval of these By-Laws, the Corporation shall have the responsibility to make a distribution to the Tribal General Fund a share of accumulated net profits of the Corporation not to exceed twenty-five (25%) earned during the third (3rd) year of operation and each subsequent year thereafter; then at the end of five (5) years up to fifty percent (50%) of accumulated net profits earned during the fifth (5th) year of operation and each year thereafter; then at the end of seven (7) years an amount not to exceed seventy-five (75%) of accumulated net profits earned during the seventh (7th) year of operation and each year thereafter. The purpose of limiting distributions is to allow the Corporation a period of time to reinvest proceeds, grow business investments, and to maintain the fiscal health of the business interests.

ARTICLE 8. CONFLICT OF INTEREST

Section 1. **Disclosure Required.**

- A. Any Director having a material financial interest in a contract or other transaction presented to the Board of Directors thereof for authorization, approval, or ratification shall make a prompt, full and frank disclosure of such a person's interest to the Board of Directors prior to its acting on such contract or transaction.
- B. For purposes of this section "material financial interest" is defined as those interest held by the Director, where the Director will benefit in some way from an action taken by the Corporation, including if he or she has, directly or indirectly, through business, investment or an immediate family member: (a) An existing or potential ownership or investment interest in any entity with which the Corporation has a transaction, contract, or other arrangement, or (b) A compensation arrangement with any entity or individual with which the Corporation has a transaction, contract, or other arrangement, or (c) An existing or potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction, contract, or other arrangement, or (d) An existing or potential ownership or investment interest in, or compensation



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arrangement with, any entity whose business or operation has been or will be directly affected by a decision or action of the Corporation.

Section 2. **Contents/Form of Disclosure**. Such disclosure shall include any relevant and material facts, known to such person, about the contract or transaction that might reasonably be construed to be adverse to the Corporation's interest. The Board of Directors shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can be reasonably be construed to exist.

- A. If a conflict is deemed to exist, such person shall not vote on, nor use personal influences on, nor participate (other than to present factual information to or respond to questions) in the discussions and deliberations with respect to such contract or transactions, nor shall such person be present when the vote on such transaction or contract is taken.
- B. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon.
- C. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation.

ARTICLE 9. CONFIDENTIALITY

Each Director, officer, and employee of the Corporation is in a unique position with regard to the valuable and special nature of the Corporation's business affairs, and may not, during or after the term of his/her service or employment, disclose any information of the Corporations' business affairs that has been determined by the Board to be confidential to any person, firm, corporation, or any other entity for any reason whatsoever, unless the disclosure is required by law.

ARTICLE 10. REMOVAL

Section 1. **Removal**.

- A. A Board Director may be removed for ethics violation, failure to attend three (3) or more meetings, or for cause shown by a quorum vote by the Bad River Tribal Council.
- B. Any corporate officer hired or appointed by the Board of Directors may be removed by a quorum vote of the Bad River Tribal Council for cause whenever in its sole judgment the best interests of the Corporation will be served, but such removal shall be without prejudice.
- C. No removal for cause shall be effective unless the Board Director to be removed has been given at least (10) days written notice, delivered to the Director's last address of a meeting at which removal is an agenda item. Upon receipt of a notice of intent to remove as provided for in this section, a Board Director shall have the opportunity to present a defense against removal at a special meeting of the Bad



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River Tribe of Lake Superior Chippewa Tribal Council for the purpose of defending against such removal.

D. The Tribal Council has final authority to remove or appoint the Board of Directors.

Section 3. **Board Recommendation.** In the event of removal, resignation, death, or disability of a Board Director, a quorum vote of the Bad River Tribal Council may recommend a candidate for the unexpired term.

ARTICLE 11. VACANCIES.

A vacancy on the Board of Directors or in any Principal Officer position, for any reason shall be filled by appointment of a new Board Director by the Bad River Tribe of Lake Superior Chippewa Tribal Council within forty-five (45) days.

ARTICLE 12. FISCAL YEAR.

The fiscal year of the Corporation shall be October 1 through September 30.

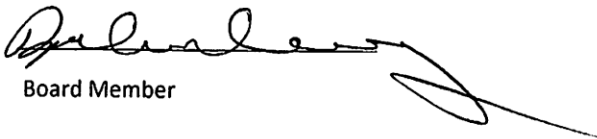
ARTICLE 13. CORPORATE SEAL.

The Board of Directors shall approve a corporate seal which shall be circular in form and shall have thereon inscribed the name of the Corporation.

ARTICLE 14. AMENDMENTS.

These bylaws may be amended from time to time by action of the Board of Directors, subject to approval of the Tribal Council approval. Any amendment shall be proposed at a regular meeting of the Board of Director but shall not be voted upon until the following regular meeting of the Board. A copy of any such proposed amendment, duly approved by the Board, shall be forwarded to the Tribal Council Secretary within thirty (30) days following adoption for Tribal Council approval. Upon receipt of such amendment the Tribal Council shall vote on the proposed amendment within thirty (30) days. If such proposed amendment is not voted on within thirty (30) days by the Tribal Council, the proposed amendment shall be deemed approved and become effective immediately.

I certify that the foregoing is a true copy of the by-laws of the Bad River Community Development Corporation as adopted on the 18 day of DECEMBER, 2018 by the Corporation Board of Directors.


Board Member