

BY-LAWS OF THE ONEIDA AIRPORT HOTEL CORPORATION

ARTICLE I. - AUTHORITY

SECTION 1. Name - The name of this corporation chartered by the Oneida Tribe of Indians of Wisconsin is the Oneida Airport Hotel Corporation. The Oneida Tribe of Indians of Wisconsin confers on the Corporation all the rights, privileges and immunities existing under federal and Oneida tribal laws.

SECTION 2. Authority - The Oneida Business Committee granted a corporate charter based upon authority vested in it by the Oneida General Tribal Council, Oneida Tribe of Indians of Wisconsin pursuant to Article IV, Section 1(g) of the Constitution and By-Laws of the Oneida Tribe of Indians of Wisconsin and pursuant to the exercise of the sovereign rights, future and reserved, of the Oneida Tribe of Indians of Wisconsin by Article IV, Section and 3 of the Constitution and By-Laws of the Oneida Tribe of Indians of Wisconsin, duly approved by the Secretary of the Interior on December 21, 1936.

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 instances.

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 the 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.

SECTION 3. Office - The principle office of the Corporation shall be on the Oneida Indian Reservation. The Corporation may have such other office, either within or without the Oneida Reservation as the business of the corporation may require from time to time. The official Corporation mailing address is 2040 Airport Drive, Green Bay, Wisconsin 54313.

SECTION 4. Membership - the Board of Directors shall manage the business and activities of the Corporation. The Board of Directors shall have control and management of the business and activities of the Corporation. The Directors shall in all cases act as a Board. The Directors may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation, as they may deem proper, not inconsistent with law, these By-Laws, the Charter of Incorporation, tribal ordinances and/or the Oneida Tribal Constitution.

ARTICLE I. - AUTHORITY continued

A. Number of Members: The Board of Directors as established by the Corporate Charter shall consist of five (5) enrolled members of the Oneida Tribe of Indians of Wisconsin.

B. Board Member Selection: The membership of the Board shall be selected and appointed by the Oneida Business Committee. The number of nominations for the Board shall not exceed two (2) candidates for each of the five (5) Board positions. When the Board is first established, two members' terms shall be designated to expire in two (2) years, three members' terms shall be designated to expire in four (4) years. Thereafter, the term of office shall be five (5) years for each director.

1. Election of Officers: The Board of Directors shall elect all Corporate officers annually at a regular meeting of the Board. If an officer is not elected by the Board at such a meeting, such election shall be held as soon as possible thereafter as may be convenient. Each officer shall hold office until his/her successor has been duly elected and qualified, or until removed as hereinafter provided. The President will be elected for a three (3) year term.

C. Board Vacancies and Removals: Any vacancy occurring in the Board of Directors may be filled by the majority vote of the Oneida Business Committee. A Director selected to fill a vacancy shall be appointed for the unexpired term of his/her predecessor in office. One or more directors may be removed with or without cause by majority vote of the Oneida Business Committee. The Board of Directors may adopt By-Laws governing the removal of Corporation Officers for cause, by the Board of Directors.

D. Resignation: Any Director may resign his/her office at any time, such resignation to be made in writing and to take effect immediately without acceptance.

E. Board Structure & Qualifications: In order to provide the diversity and experience needed to efficiently manage the Corporation, the following structure and qualifications have been set forth:

1. Each member will have a Bachelor's degree with at least 2 years of work experience in his or her chosen field.
2. One member will be a Business Committee representative assigned as an Ad Hoc member with no voting rights.

All qualified applicants should possess a working knowledge of the Oneida Tribe of Indians of Wisconsin. Vacancies will be advertised in accordance with Tribal policy. The Board of Directors will review all applications and submit 2 recommendations to the Business Committee for approval for each appointment.

ARTICLE II. - OFFICERS

SECTION 1. Number - At its annual meeting, The Board of Directors shall appoint from the five members a Chairperson, Vice Chairperson and Secretary/Treasurer. Other officers, assistant officers and agents deemed necessary may be appointed by the Board of Directors.

ARTICLE II. – OFFICERS continued

SECTION 2. Duties of Officers - The duties and powers of the officers of the Corporation are those specified in these By-Laws and shall include any additional duties and powers as may be set by resolution of the Board of Directors.

A. CHAIRPERSON:

1. The Chairperson shall preside at all meetings of the Board and may also cast his/her vote on all questions.
2. The Chairperson shall sign and execute all contracts in the name of the Corporation, all deeds, mortgages, notes, drafts, or other orders for the payment of money, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution of shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.
3. The Chairperson shall cause all books, reports, statements and certificates to be properly kept and filed as required by law.
4. The Chairperson shall enforce these By-Laws and perform all duties as may be prescribed by the Board of Directors from time to time.

B. VICE CHAIRPERSON:

1. In the absence of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers to be subject to all the responsibilities of the office of the Chairperson. The Vice Chairperson shall perform such other duties and have such other powers as from time to time may be assigned to him/her by the Board of Directors or Chairperson.

C. SECRETARY/TREASURER:

1. The Secretary/Treasurer shall keep the minutes of the meetings of the Board of Directors in an appropriate book set aside and used exclusively for such purpose.
2. The Secretary/Treasurer shall be responsible for giving notice of special meetings of the Board of Directors.
3. The Secretary/Treasurer shall be the custodian of the records and seal of the Corporation and shall affix the seal on corporate papers when required.
4. The Secretary/Treasurer shall attest the execution of instruments on behalf of the Corporation by a proper officer thereof, and shall affix the corporate seal to such instruments on behalf of the Corporation.

ARTICLE II. - OFFICERS continued

5. The Secretary/Treasurer shall attend all correspondence and present to the Board of Directors at its meetings all official communications received by the Secretary.
6. The Secretary/Treasurer shall perform all duties incident to the office of the Secretary/Treasurer and such other duties as from time to time may be assigned by the Chairperson or by the Board of Directors.
7. The Secretary/Treasurer shall take care and custody of and be responsible for all funds and securities of the Corporation, and shall deposit such funds and securities in the name of the Corporation in such banks, trust companies or other depositories as shall be designated by the Board of Directors.
8. Subject to banking resolutions adopted by the Board of Directors, the Secretary/Treasurer shall make, sign and endorse in the name of the Corporation all checks, drafts, notes and other orders for the payment of money, and pay out and dispose of such under the direction of the Chairperson or the Board of Directors.
9. The Secretary/Treasurer shall keep at the principle office of the Corporation accurate books of account of all its business transactions and shall at all reasonable hours exhibit books and accounts to any director upon application at the office of the Corporation during business hours.
10. A report shall be rendered by the Secretary/Treasurer of the condition of the finances of the corporation at each regular meeting of the Board of Directors and at such times as shall be required to the Secretary/Treasurer.
11. If required by the Board of Directors, the Secretary/Treasurer shall give such bond, as the Board shall determine appropriate for the faithful performance of the duties of the Secretary/Treasurer.

D. Other Officers: Other officers shall perform such duties and have such powers as may be assigned to them by the Board of Directors. Assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary/Treasurer, or by the Chairperson or Board of Directors.

1. Corporate President - The Corporate President shall be the principle executive officer of the Corporation and shall supervise and control all of the business activities of the Corporation.
2. The Corporate President shall present an annual report of the condition of the business of the Corporation to the Board of Directors.
3. The Corporate President shall appoint, discharge and fix the compensation of all employees and agents of the Corporation other than the duly appointed officers by the Board of Directors, subject to approval of the Board of Directors.

ARTICLE II. - OFFICERS continued

SECTION 3. 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 4. 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 5. Compensation of Officers - The officers shall receive such salary or compensation as may be fixed by the Board of Directors. No officers shall be prevented from receiving compensation by reason of the fact that he/she is also a director of the Corporation.

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 the connection with the defense of any action, suit or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been such a director or officer, except in relation to matters as to 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 III. - MEETINGS

SECTION 1. Regular Meeting - One regular meeting shall be held within thirty (30) days after the Board is duly elected, and thereafter the Board shall meet not less than quarterly. Meetings shall be held at the Radisson Hotel or other designated conference area as deemed suitable by the 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 or mailed to each Director at his/her address for such notice no later than seven (7) days prior to scheduled meeting.

B. Agenda & Meeting Documents: The meeting agenda, minutes and other documents needed for the business to be conducted at the scheduled meeting will be dispersed to the Board of Directors delivered personally or mailed to each Director at his/her address for such notice no later than seven (7) days prior to the scheduled meeting.

SECTION 2. Emergency Meetings - Emergency meetings of the board may be called at the request of the Board of Directors, the President of the Corporation or by any two (2) Directors.

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 or mailed 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.

ARTICLE III. – MEETINGS continued

SECTION 3. 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 4. 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 5. 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.

ARTICLE IV - REPORTING

SECTION 1. Agenda - Agenda items will be in a consistent format as established by the Board of Directors.

SECTION 2. Minutes - Minutes will be typed and in a consistent format designed to generate the most informative record of the regular or emergency meetings of the Board of Directors.

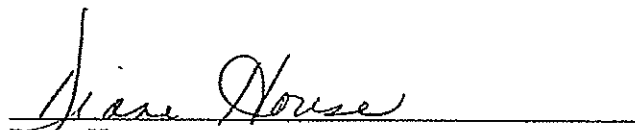
SECTION 3. Meeting Documents - Handouts, reports, memoranda and the like may be attached to the minutes or may be kept separately, provided that all materials can be identified to the meeting in which they were presented.

SECTION 4. Reports to the Oneida Business Committee - The Corporation shall file monthly reports with the Oneida Business Committee which shall describe (1) the business done and intended to be done by the Corporation; (2) material changes and developments since the last report in the business described, including a description of competitive conditions, research and development activities; (3) any material pending legal proceeding to which the Corporation is a party; and (4) unaudited financial statements which clearly represent the operational performance of the Corporation. The Corporation shall prepare not less than forty five (45) days prior to the semi-annual meeting of the Oneida General Tribal Council, a summary of the information contained in the report prepared pursuant to the preceding paragraph, showing its assets and liabilities and the results of its operations.

ARTICLE V. - AMENDMENTS

SECTION 1. Amendments to By-Laws - These By-Laws may be altered, amended or repealed or new By-Laws adopted by a majority of the entire Board of Directors at a regular or emergency meeting of the Board of Directors, subject to being approved by the Oneida Business Committee.

I certify that the foregoing By-Laws of the Oneida Airport Hotel Corporation consisting of seven (7) pages, this page included, are the By-Laws of this Corporation, adopted by the Board of Directors thereof at a meeting on the 25th day of MARCH, 2003.

A handwritten signature in cursive script, appearing to read "Diane House", is written over a horizontal line.

Diane House
Secretary/Treasurer
Oneida Airport Hotel Corporation