

ONEIDA GAMING COMMISSION BYLAWS

Article I. Authority

- 1-1. *Name.* The name of this entity shall be the Oneida Gaming Commission and may be referred to, interchangeably, as the Commission or OGC.
- 1-2. *Establishment.* The Oneida Gaming Commission was officially established by the Oneida Nation Gaming Ordinance, which was adopted by the Oneida General Tribal Council through resolution GTC-07-05-04-A and amended by resolutions BC-10-06-04-D, BC-3-23-05-C, BC-9-23-09-D, BC-06-25-14-B and BC-09-09-15-A.
- 1-3. *Authority.*
- (a) *Purpose.* The Oneida Gaming Commission was established for the purpose of protecting the assets and integrity of Oneida Gaming through regulatory oversight of all Gaming Activities within the jurisdiction of the Nation.
 - (b) *Powers and Duties.* The Commission has all the authority delegated to it by the laws, policies, rules and resolutions of the Nation, including, but not limited to, the authority and responsibility the Oneida Business Committee delegated to the Commission through the Oneida Nation Gaming Ordinance (“ONGO”) set forth in Title 5 of the Oneida Code of Laws for the regulation of Gaming Activities, Gaming Operations, Gaming Operators, Gaming Employees, Gaming Facilities, Gaming Services, and the enforcement of the laws and regulations as set forth, defined and more fully identified within ONGO
- 1-4. *Office.* The Oneida Gaming Commission shall maintain its office and principal place of business within the Reservation. The OGC’s official address is:
Oneida Gaming Commission
P.O. Box 79
Oneida, WI 54155
- 1-5. *Membership.*
- (a) *Number of Members.* The OGC shall be comprised of four (4) full-time Commissioners.
 - (1) *Pro Tem Commissioners.* The OGC shall create and maintain standard operating procedures to govern the selection and eligibility of its Pro Tem Commissioners.
 - (A) All standard operating procedures of the OGC must be filed with the Oneida Business Committee Support Office in accordance with the Boards, Committees and Commissions law.
 - (B) An exclusive list of Pro Tem Commissioners shall be maintained by the OGC Investigations and License Department.

- (b) *Elected.* Commissioners of the OGC shall be elected in accordance with the laws and/or policies of the Nation governing elections.
 - (1) Commissioners shall serve staggered terms of five (5) years.
 - (2) Each Commissioner shall hold office until his or her term expires, he or she resigns, or he or she is removed/terminated from office pursuant to any law and/or policy of the Nation governing the removal of elected and/or termination of appointed officials.
 - (A) Although a Commissioner's term has expired, he or she shall remain in office and serve until a successor has been sworn in by the Oneida Business Committee.
 - (B) A Commissioner may resign at any time verbally at a meeting or by delivering written notice to the Oneida Business Committee Support Office and the OGC's Chairperson or Chairperson's designee. The resignation is effective upon acceptance by motion of a Commissioner's verbal resignation or upon delivery of the written notices.
- (c) *Vacancies.* Vacancies on the Commission shall be filled as follows:
 - (1) *Expired Terms.* Vacancies caused by the expiration of a Commissioner's term shall be filled by election in accordance with the laws and/or policies of the Nation governing elections.
 - (2) *Unexpired Terms.* Vacancies in unexpired terms of office, however caused, shall be filled by appointment by the Oneida Business Committee of a person, who qualifies under ONGO and these bylaws, in accordance with the Boards, Committees and Commissions law for the remainder of the unexpired term.
 - (A) The Chairperson of the OGC shall provide the Oneida Business Committee recommendations on all applications for appointment by the executive session in which the appointment is intended to be made.
- (d) *Qualifications of Members.* Commissioners of the OGC shall meet the following qualifications:
 - (1) Be at least twenty-one (21) years of age on the day of the election or on the day of appointment; AND
 - (2) Candidates for election shall meet the following qualifications within five (5) business days after a caucus, and candidates for appointment shall meet the following qualifications on the day of appointment:
 - (A) Be an enrolled member of the Nation;
 - (B) Have a minimum of three (3) years of education experience, employment experience and/or regulatory experience in Gaming Operations related to Gaming Activity, Gaming law, Gaming control or regulation, or Gaming accounting or of any combination of the foregoing; and
 - (C) Meet all other qualifications set forth in ONGO.

- 1-6. *Termination or Removal.* If a Commissioner violates these bylaws; ONGO; or any of the laws, policies, compacts or regulations referenced within ONGO, the OGC may:
- (a) If the Commissioner was elected, file a petition for his or her removal in accordance with the Removal law or any other laws and/or policies of the Nation governing the removal of elected officials from office.
 - (b) If the Commissioner was appointed, make a recommendation to the Oneida Business Committee for termination of his or her appointment in accordance with the Boards, Committees and Commissions law or any other laws and/or policies of the Nation governing the termination of appointed officials from office.
 - (c) The filing of a petition for removal or submission of a recommendation for termination shall be decided by a majority vote of the Commissioners in attendance at an OGC meeting of an established quorum.
- 1-7. *Trainings and Conferences.* Commissioners shall be required to attend at least one (1) regulatory training event per year and further attend any trainings and/or conferences in accordance with the OGC-approved Travel Guidelines.
- (a) Commissioners shall keep updated on all regulatory matters, new and upcoming.

Article II. Officers

- 2-1. *Officers.* The Officer positions of the Commission shall consist of a Chairperson, a Vice-Chairperson and a Secretary.
- 2-2. *Responsibilities of the Chairperson.* The duties, responsibilities and limitations of the Chairperson shall be as follows:
- (a) To call and preside over all official meetings of the OGC.
 - (b) To sign all official correspondence of the OGC.
 - (c) To be the official contact person to the Oneida Business Committee, State of Wisconsin and any federal agencies.
 - (d) To be responsible for the daily supervision of the Executive Director.
 - (e) To make recommendations for appointments to fill vacancies to the Oneida Business Committee in accordance with the Boards, Committees and Commissions law.
 - (f) To, in conjunction with the Secretary or Secretary's designee, submit quarterly reports to the Oneida Business Committee and submit annual and semi-annual reports to the Oneida General Tribal Council in accordance with the Boards, Committees and Commissions law, and shall further attend or designate a Commissioner to attend the Oneida Business Committee meeting where the OGC's quarterly report appears on the agenda.
 - (g) To see that all duties and responsibilities assigned to the OGC under ONGO are appropriately carried out.
- 2-3. *Responsibilities of the Vice-Chairperson.* The duties, responsibilities and limitations of the Vice-Chairperson shall be as follows:

- (a) In the absence of, incapacity of, or conflict of the Chairperson, the Vice-Chairperson shall perform the duties of the Chairperson.

2-4. *Responsibilities of the Secretary.* The duties, responsibilities and limitations of the Secretary shall be as follows:

- (a) To act as custodian of records for the OGC and maintain those records in accordance with ONGO and the Nation's Open Records and Open Meetings law.
- (b) To perform all duties incident to the office of the Secretary, including, but not limited to:
 - (1) Ensuring personally or through delegation to appropriate staff that minutes of meetings are formatted and maintained; that meeting agendas, including any attachments, are prepared and maintained; and that meetings of the OGC, along with their related agendas, documents, minutes and attachments, are noticed and recorded, all in compliance with these bylaws and the Boards, Committees and Commissions law.
 - (2) Submitting or ensuring the submission of approved minutes of any regular or emergency meeting to the Oneida Business Committee Support Office and the Tribal Secretary's Office within thirty (30) days of their approval.
 - (3) Assisting the Chairperson in submitting quarterly reports to the Oneida Business Committee and submitting annual and semi-annual reports to the Oneida General Tribal Council in accordance with the Boards, Committees and Commissions law.
- (c) In the event that both the Chairperson and Vice-Chairperson positions become vacant before the end of their terms, to call meetings of the OGC to fill vacancies and to preside over those meetings for the sole purpose of conducting an election of new Officers, at which point the Chairperson, or Vice-Chairperson in lieu of the Chairperson, shall preside.

2-5. *Selection of Officers.* Within thirty (30) days of the swearing in of each new Commissioner, the OGC shall hold a regular meeting to elect, by a majority vote of the Commissioners in attendance at the meeting of an established quorum, a Chairperson, a Vice-Chairperson and a Secretary for terms of one (1) year.

- (a) In the event of an Officer vacancy, a successor shall be elected by a majority vote of the Commissioners in attendance at an OGC meeting of an established quorum to complete the duration of the unexpired term.
- (b) A Commissioner may be dismissed from his or her Officer position by a majority vote of the Commissioners in attendance at an OGC meeting of an established quorum.
- (c) Officers may hold only one (1) Officer position per Officer term.

2-6. *Budgetary Sign-Off Authority and Travel.* The Commission shall function pursuant to an annual budget.

- (a) The Oneida Business Committee shall submit the operating budget of the OGC for approval in the same fashion as all other budgets of the Nation.
 - (1) The Commission shall adopt internal rules consistent with the existing accounting practices of the Nation to verify its budgetary expenditures.
- (b) The Commission shall follow the Nation's policies and procedures governing purchasing and sign-off authority.
 - (1) Levels of budgetary sign-off authority for the OGC shall be as set forth in the manual titled, *Oneida Tribe of Indians of Wisconsin Purchasing Policies and Procedures*, for a General Manager/Chief Financial Officer/Gaming Commission.
 - (A) All OGC Officers have sign-off authority and two (2) Officers shall be required to sign-off on all budgetary requests, except as follows:
 - (i) The Oneida Business Committee Support Office shall have sign-off authority over requests for stipends, travel per diem and business expense reimbursement.
- (c) The Commission shall follow its approved annual travel policy.
 - (1) The OGC shall approve a Commissioner's request to travel on behalf of the OGC by a majority vote of the Commissioners in attendance at a regular or emergency OGC meeting of an established quorum.

- 2-7. *Personnel.* The Commission has authority to hire an Executive Director who shall be responsible for hiring and managing the personnel of the Commission.
- (a) The Executive Director shall hire such personnel as is necessary to assist the Commission in fulfilling its responsibilities under ONGO; the Indian Gaming Regulatory Act (IGRA); the Compact; and all other applicable regulations, including, but not limited to, the Oneida Gaming Minimum Internal Control Regulations (OGMICR).
 - (b) The Executive Director and the OGC personnel shall be hired through and subject to the Nation's Personnel Policies and Procedures, as well as its salary schedules.
 - (1) The Executive Director and the OGC personnel shall be required to meet the requirements for license qualification as set forth in ONGO at the time of hiring and during their employment.

Article III. Meetings

- 3-1. *Regular Meetings.* The OGC shall conduct regularly scheduled meetings as called for by the Chairperson in accordance with these bylaws, subject to the following:
- (a) Meetings shall be scheduled on the 1st and 3rd Monday of each month, commencing at 9:00 a.m., at the Oneida Gaming Commission located in Green Bay, Wisconsin.
 - (b) The regular meeting date, time and/or location may change from time-to-time as determined by majority vote of the Commissioners in attendance at

an OGC meeting of an established quorum upon advance notice to all Commissioners in writing and to the public in accordance with these bylaws, as well as any other governing law/policy of the Nation.

- (1) The OGC shall conduct at least one (1) regular meeting per month.
- (c) Notice of the meeting location shall be forwarded by the Secretary to the Oneida Business Committee Support Office for posting in accordance with its process and shall further be posted in the Kalihwisaks.
- (d) Notice of the meeting agenda, documents and minutes shall be provided by the Secretary or Secretary's designee to all Commissioners and the public in writing, using the formats designed by the Oneida Business Committee Support Office to create agendas and record minutes, as well as in accordance with these bylaws and any other governing law/policy of the Nation.
 - (1) All Commissioners shall be noticed of the next meeting agenda no later than the Thursday prior to the meeting.
 - (2) Commissioners are required to review the meeting packet prior to the meeting.
 - (A) The meeting packet is located on the G: Drive-COMMISSION_GAMINGCOMMISSION_OGC Meeting Packet.
 - (B) The meeting packet will also be electronically available at the meeting, as requested.
- (e) Meetings shall follow the Robert's Rules of Order format.

3-2. *Emergency Meetings.* An emergency meeting may be called to address an unforeseeable and imminent situation that requires OGC official action before its next regularly scheduled meeting.

- (a) Emergency meetings of the OGC may be called by the Chairperson or a quorum of the OGC, provided that:
 - (1) A quorum for the emergency meeting is established; and
 - (2) The Chairperson and/or Vice-Chairperson will be present to preside over the meeting.
- (b) Notice of an emergency meeting shall be provided to all Commissioners by telephone call, as well as via email communication sent to the official Oneida Nation email address provided to all Commissioners to conduct business electronically on behalf of the OGC ("Official Email"), and to the public in accordance with section 3-1 of these bylaws.
- (c) Within seventy-two (72) hours of the emergency meeting, the OGC shall provide the Nation's Secretary with notice of the meeting, the reason for the meeting, and an explanation as to why the matter could not wait until the next regular meeting.

3-3. *Joint Meeting.* Joint meetings shall be held between the OGC and the Oneida Business Committee within the Oneida Business Committee Conference Room of the Norbert Hill Center on a quarterly basis or as agreed upon between the entities to discuss policy and matters of regulatory importance.

- (a) Notice of the joint meeting agendas, documents and minutes shall be provided, and the joint meeting conducted, in accordance with resolution BC-03-27-19-D titled, Oneida Business Committee and Joint Meetings with Boards, Committees and Commissions – Definitions and Impact, as may be amended from time to time hereafter.

3-4. *Quorum.* A quorum shall consist of a majority of the OGC Commissioners.

- (a) Either the Chairperson or the Vice-Chairperson must be present to have a quorum unless the Secretary is presiding over a meeting in accordance with section 2-4(c) of these bylaws.

3-5. *Order of Business.* The order of business for regular meetings, as applicable, is:

- (a) Call to Order
- (b) Adopt the Agenda
- (c) Approval of Minutes
- (d) Old Business
- (e) New Business
- (f) Reports
- (g) Tabled Business
- (h) Executive Session
 - (1) Licenses
 - (2) Contracts
 - (3) Investigations
- (i) Adjournment

3-6. *Voting.* A majority vote of the Commissioners in attendance at an OGC meeting of an established quorum is required for official OGC action.

- (a) An official action is considered approved and immediately effective upon an affirmative vote of a majority of the Commissioners present at the OGC meeting of an established quorum.
- (b) The Chairperson, or presiding Officer in the Chairperson’s absence, may only vote in the event of a tie.
- (c) E-polls are permissible so long as conducted in accordance with the Boards, Committees and Commissions law.
 - (1) The Executive Director shall serve as the Chairperson’s designee for the responsibility of conducting an e-poll in the Chairperson’s absence or discretion.

Article IV. Expectations

4-1. *Behavior of Members.*

- (a) Commissioners are expected to refrain from behaviors and activities that negatively affect the OGC’s ability to govern and effectively oversee the regulation of Gaming.
 - (1) Commissioners are prohibited from engaging in any activities that would render them ineligible for election or appointment to the OGC under ONGO.

- (2) Unless otherwise stated in ONGO, a Commission Regulation or by majority vote of the Commissioners in attendance at an OGC meeting of an established quorum, no Commissioner shall act independently of the Commission.
 - (3) While in office, Commissioners are prohibited from engaging in any other profession or business activity that may impede their ability to perform duties on behalf of the OGC or that competes with the Nation's interests.
- (b) In addition to the responsibilities delegated under ONGO, Commissioners are expected to adhere to the following behavioral expectations while serving on the OGC:
- (1) Attending all meetings of the OGC unless excused;
 - (A) A Commissioner who fails to notify an OGC Officer, in writing, of his or her pending absence at least thirty (30) minutes before the missed meeting shall be deemed unexcused.
 - (2) Voting timely;
 - (3) Complying with approved communications protocols;
 - (4) Abiding by collective action protocol and not acting individually;
 - (5) Adhering to the OGC-approved Guidelines and Expectations, all applicable laws of the Nation and these bylaws; and
 - (6) Performing other duties and functions as determined by a majority vote of the Commissioners present at an OGC meeting of an established quorum, or as directed by resolution or a law of the Nation.
- (c) *Enforcement.* Violations of this section or any other section of these bylaws may be enforced, upon a majority vote of the Commissioners in attendance at an OGC meeting of an established quorum, as follows:
- (1) If the Commissioner was elected, the OGC may file a petition to remove the Commissioner in accordance with the Removal Law and /or any other law or policy of the Nation governing the removal of elected officials from office.
 - (2) If the Commissioner was appointed, the OGC may make a recommendation to the Oneida Business Committee for the termination of his or her appointment in accordance with the Boards, Committees and Commissions law and/or any other law or policy of the Nation governing the termination of appointed officials from office.
 - (3) The OGC may commence an action to have the Commissioner disciplined in accordance with any law or policy of the Nation governing sanctions and penalties for elected and/or appointed officials.

4-2. *Prohibition of Violence.* Commissioners are prohibited from committing any violent intentional act that inflicts, attempts to inflict, or threatens to inflict emotional or bodily harm on another person, or damage to property.

- 4-3. *Drug and Alcohol Use.* Commissioners are prohibited from using alcohol and/or illegal drugs when acting in their official capacity.
- 4-4. *Social Media.* Commissioners shall abide by the Nation's Social Media Policy and their oath of office when using social media on behalf of or as a representative of the OGC.
- 4-5. *Conflict of Interest.* Commissioners shall comply with all laws of the Nation governing conflicts of interest, including, but not limited to, the Boards, Committees and Commissions law and the Conflict of Interest law.
- (a) No person may be considered for election or appointment as an OGC Commissioner until he or she has disclosed all conflicts of interest as defined by the Nation's Conflict of Interest law and the Boards, Committees and Commissions law.
 - (b) Commissioners must have a Conflict of Interest form completed annually and on file.

Article V. Stipends and Compensation

- 5-1. *Stipends.* Only a Pro-Tem Commissioner shall be eligible to receive a stipend for conducting an official hearing on behalf of the OGC; provided, he or she has met the requirements for eligibility under these bylaws; the Boards, Committees and Commissions law; and resolution BC-05-08-19-B titled, Amending Resolution BC-09-26-18-D Boards, Committees and Commissions Law Stipends, as may be further amended from time-to-time hereafter.
- 5-2. *Compensation.* The Commission shall function pursuant to the annual budget. The Oneida Business Committee shall submit the operating budget of the Commission for approval in the same fashion as all other budgets of the Nation. Compensation of the Commissioners is not subject to the Boards, Committees and Commissions law, but must be established by the Commission in a manner consistent with the Commission's internal rules and bylaws. The Commission shall adopt internal rules consistent with the existing accounting practices of the Nation to verify its budgetary expenditures.

Article VI. Records and Reporting

- 6-1. *Agenda Items.* Agenda items shall be maintained in a consistent format as set forth in section 3-5 of these bylaws on a template designed by the Oneida Business Committee Support Office.
- 6-2. *Minutes.* Meeting minutes shall be typed in the format designed by the Oneida Business Committee Support Office to generate the most informative record of all meetings of the OGC, including that:

- (a) Minutes shall provide a summary of official action taken by the OGC during the meeting.
 - (1) Discussion and Executive Session dialogue will not be included in the minutes.
 - (2) Draft minutes shall be sent to all Commissioners via email to their Official Email address.
 - (b) All minutes shall be filed with the Oneida Business Committee Support Office and the Nation's Secretary within thirty (30) days of their approval by the OGC.
 - (c) Minutes, along with supporting documentation, shall be scanned in electronically for electronic record retention in accordance with ONGO and the Nation's Open Records and Open Meetings law.
- 6-3. *Attachments.* Handouts, reports, memoranda, and the like that are supporting documents to the OGC's official actions shall be scanned in electronically, along with the meeting minutes and agenda, so that all materials can be identified to the meeting in which they were presented.
- (a) Attachments shall be maintained in accordance with the Open Records and Open Meetings law.
- 6-4. *Oneida Business Committee Liaison.* The OGC shall meet with the Oneida Business Committee member who is its designated liaison as needed, the frequency and method of communication to be agreed upon between the liaison and the OGC.
- (a) The Oneida Business Committee liaison shall have a standing invitation to the regular OGC meetings.
 - (b) The purpose of the liaison relationship shall be to uphold the liaison's ability to act as support to the OGC.
- 6-5. *Audio Recordings.* All OGC meetings shall be audio recorded via automated recording software supplied by the OGC.
- (a) The audio recordings shall be saved and maintained, consistent with all governing laws of the Nation, in the G: Drive – COMMISSIONGAMING_COMMISSION_OGC Meeting Minutes Notifications/Recorded Meetings/Year.
 - (b) *Exception.* Audio recordings of executive session portions of a meeting shall not be required.

Article VII. Amendments

- 7-1. *Amendments.* These bylaws of the OGC may be amended by majority vote of the Commissioners in attendance at an OGC meeting of an established quorum.
- (a) Any amendments to these bylaws shall conform to the requirements of the Boards, Committees and Commissions law and any other policy of the Nation.
 - (b) All bylaws amendments must be subsequently approved by the Oneida Business Committee before implementation.

(c) The OGC shall review these bylaws on an annual basis.

These By-laws, as amended and revised, are hereby approved by the Oneida Business Committee at a duly called meeting held on October 9, 2019, by the Secretary of the Oneida Business Committee's signature.



Lisa Summers, Secretary
Oneida Business Committee