Band Assembly Bill 21-04-XX-25

A Bill amending Title 16, chapter 1 to add new sections related to expenditures, and a new subchapter related to Mille Lacs Corporate Ventures; amending Title 16, chapter 2, subchapter 2, section 1101 to add language related to the purpose of business corporations; and repealing Ordinance 04-15.

The District I, II, and III Representatives introduced the following Bill on the 15th day of October, 2025.

BE IT ENACTED BY THE BAND ASSEMBLY OF THE NON-REMOVABLE MILLE LACS BAND OF OJIBWE:

Section 1. Amending Title 16, chapter 1.

CHAPTER 1

GENERAL PROVISIONS

Subchapter

1. Commissioner ~~for~~of Corporate Affairs
2. Corporate Commission
~~2.~~3.Mille Lacs Corporate Ventures

SUBCHAPTER 1

COMMISSIONER ~~FOR~~ OF CORPORATE AFFAIRS

Section

1. Establishment.
2. Appointment.
3. Removal.
4. Powers and Duties.
~~5. Ministerial Powers and Duties of Commissioner for Corporate Affairs.~~
5. Commissioner's Orders.
6. Annual Budget.

§ 1. Establishment.

The Office of the ~~position of~~ Commissioner ~~for~~of Corporate Affairs is established.

§ 2. Appointment.

The Commissioner ~~for~~of Corporate Affairs shall be appointed to a ~~four~~ two-year -term by the Chief Executive with ratification of the Band Assembly.

§ 3. Removal.

The Commissioner ~~for~~ of Corporate Affairs may be removed from office pursuant to 3 MLBS § 28 or by the consent of four (4) of the Band's five (5) elected officials.

§ 4. Powers and Duties.

~~The Commissioner for Corporate Affairs shall have the powers and duties which are set forth in this title.~~

~~**§ 5. Ministerial powers and Duties of Commissioner for Corporate Affairs.**~~

The Commissioner ~~for~~ of Corporate Affairs shall have the following ~~ministerial~~ duties:

(a) to oversee the legal entity governance of businesses incorporated as a Corporate Body Politic under 16 MLBS § 1101, ensuring that board members and employees operate according standard business practices, Band statute, the Tribal Employment Rights Office code, and the company's founding documents, such as a corporate charter and bylaws. In order to accomplish this, the Corporate Commissioner shall:

(1) serve as an ex officio, non-voting member of the governing boards of the Corporate Commission and Mille Lacs Corporate Ventures with authority to attend any meeting where those voting members of the board present meet the requirements to establish a quorum;

(2) have free access to all corporate and business documents, including confidential and privileged attorney-client documents and litigation documents, and have direct access to any such document in hard copy and electronic form that allows the Corporate Commissioner to interact with and analyze the data, such as a Microsoft Word or an Excel document;

(3) have the authority to order and oversee corporate audits of any kind;

(4) provide factual information, objective advice, and recommendations to the Chief Executive and Band Assembly about the corporations and their subsidiaries, governance, operations, finances, personnel, or any other business or corporate matter regularly and upon request; and

(5) refrain from sharing corporate trade secrets or confidential information, except that the Commissioner may share such information with the Band's Chief Executive and Secretary-Treasurer upon request.

(b) to foster a business environment on the Reservation that encourages and promotes economic development, business development, workforce development, investment and prosperity;

~~(a)~~(c) to provide an effective and efficient system of administration for the Mille Lacs Band Business Corporation Act (16 MLBS § 1001 et seq.);

~~(b)~~(d) to provide an effective and efficient system of administration for the Mille Lacs Band Business Corporation Act (16 MLBS § 2001 et seq.);

~~(c)~~(e) to provide reporting and accounting for a Net Revenue Allocation Schedule in form prescribed by the Band Assembly pursuant to 16 MLBS § 108; and

(f) to provide an effective and efficient administrative system to license and certify Foreign Corporations under the Band's Commercial Licensing Statute (18 MLBS § 1 et seq.); and

~~(d)~~(g) to exercise any additional powers necessary to carry out the purposes of this subchapter.

§ ~~6~~5. Commissioner's Orders.

(a) The Commissioner of Corporate Affairs shall issue regulations to accomplish the duties under 16 MLBS § ~~5~~4, in the form of Commissioner's Orders.

(b) Such ~~Commissioner's O~~orders shall be subject to annulment by the Band Assembly pursuant to 3 MLBS § 20.

§ 6. Annual Budget.

The Office of the Corporate Commissioner shall operate in accordance with an annual budget duly authorized by bill.

SUBCHAPTER 2

CORPORATE COMMISSION

Part

A. General Provisions

B. Expenditures

PART A

GENERAL PROVISIONS

Section

101. Establishment.

102. Purposes.

103. Board ~~Composition~~of Directors.

~~103.~~104. Corporate Executive Officer.

~~104.~~105. Corporate Body Politic.

~~105.~~106. Limited Liability and Indemnification.

107. Enumerated Powers.

~~106.~~108. Additional Powers.

~~107.~~109. Corporate Charter.

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~~109.~~111. Sovereign Immunity.

112. Waiver of Sovereign Immunity.

~~110.~~113. Assets and Liabilities of the Band.

~~111. Corporate Powers and Duties of Corporate Commissioner.~~

§ 101. Establishment.

(a) The Corporate Commission of the Mille Lacs Band of ~~Chippewa Indians~~Ojibwe is established as a Corporate Body Politic. As a Corporate Body Politic, the Corporate Commission is both a political subdivision, clothed by federal and tribal law with all the privileges and immunities of the Band, except as expressly limited; and a separately chartered corporation under 16 MLBS § 1101~~(1)~~.

(b) The Corporate Commission shall serve as the parent company of Grand Casino Mille Lacs, located in Onamia, Minnesota; and Grand Casino Hinckley, located in Hinckley, Minnesota. ~~Effective October 28, 2014, the name under which the Corporate Commission conducts business shall now be "Mille Lacs Corporate Ventures," and all powers, duties, privileges, and immunities of the Corporate Commission provided for in Band statutes and laws shall inure to such entity; and all references in Band laws, resolutions, or policy to the Corporate Commission shall include such entity.~~

§ 102. Purposes.

The Corporate Commission of the Mille Lacs Band of ~~Chippewa Indians~~Ojibwe is established:

~~(a) to exercise a more effective form of commerce;~~

~~(b) to control and manage the economic affairs of the Mille Lacs Band of Chippewa Indians;~~

~~(c)~~(a) to ~~establish and~~ operate commercial enterprises as it may deem to be for the Band's benefit ~~of the Mille Lacs Band of Chippewa Indians~~;

~~(d)~~(b) to make sound business ~~and economic development~~ decisions, consistent with this chapter, in a way that is insulated from day-~~-~~to-~~-~~day political considerations faced by Band elected leaders;

~~(e)~~(c) to avail the Band of the benefits of engaging in business ~~and economic development~~ without subjecting the Band government, qua government, to erosion of Band sovereignty;~~.~~

~~(f)~~(d) to insulate Band assets from liability assumed in the conduct of business operations of the Corporate Commission or as wholly owned subsidiary thereof; and~~.~~

~~(g)~~(e) for any other purposes set forth in the Corporate Commission's Charter or bylaws ~~of the Corporate Commission~~ that are not inconsistent with this Title.

§ 103. Board ~~Composition~~of Directors.

~~The Corporate Commission shall be comprised of 5 board members and the Commissioner of Corporate Affairs. The 5 Board members shall be nominated by the Chief Executive and ratified by the Band Assembly. The term of the Commissioner of Corporate Affairs serving at the time of the passage of Band Statute 1202-MLC-16 shall continue until January 1, 1993. The Commissioners serving at the time of the passage of Band Statute 1202-MLC-16 shall remain as Commissioners. Any vacancies existing on the Corporate Board shall be filled in a manner prescribed in this title. The Corporate Board shall select one among its members who shall serve a four-year term, one who shall serve a three-year term, two who shall serve a two-year term, and one who shall serve a one-year term; subsequent appointments after these terms expire shall run for four years. At least one member of the Board shall be a Band member residing in District 1; At least one member of the Board shall be a Band member residing in District 2; At least one member of the Board shall be a Band member residing in District 3. The Commissioner of Corporate Affairs shall serve as Chairman and Chief Operating Office of the Corporation. The Board shall elect from its membership an individual to serve as the Chief Financial Officer of the Corporation.~~

(a) The Corporate Commission shall be governed by a board of directors consisting of five (5) directors.

(1) The Chief Executive shall nominate two (2) individuals who possess extensive experience in business or corporate governance and submit their names to the Secretary-Treasurer. Within ten (10) calendar days after receipt of the nominations by the Secretary-Treasurer, the Secretary-Treasurer shall ratify one (1) of the two (2) nominees to be a Member of the Board.

(2) Each District Representative shall nominate two (2) individuals and submit their names to the Chief Executive. Within ten (10) calendar days after receipt of the nominations by the Chief Executive, the Chief Executive shall ratify one (1) of the two (2) nominees to be a Member of the Board.

(3) The Secretary-Treasurer shall nominate two (2) individuals who possess extensive experience in business or corporate governance and submit their names to the Chief Executive. Within ten (10) calendar days after receipt of the nominations by the Chief Executive, the Chief Executive shall ratify one (1) of the two (2) nominees to be a Member of the Board.

(4) If the Chief Executive or the Secretary-Treasurer do not ratify one from any of the nominations sent to them within the time prescribed, then the Band Assembly shall select such member by majority vote.

(5) If any elected official does not submit a nomination within 30 calendar days after a vacancy has occurred, then the Band Assembly shall nominate two (2) individuals by majority vote and submit their names to the Chief Executive for ratification to the Board within ten (10) calendar days of receipt.

(6) No member shall take office until swearing to the oath of office pursuant to 2 MLBS § 8.

~~(a)~~(b) Directors shall possess a duty of loyalty to the Corporate Commission and shall not vote on any matter in which the director possesses a conflict of interest, defined as a vested interest of the director, which may include money, status, knowledge, relationships, or reputation, which puts into question whether the director's actions, judgment, or decision-making can be unbiased. The director shall also not engage in self-dealing, defined as acting in one's own interests instead of those of the Corporate Commission. Violation of any of these ethical standards shall result in a director's removal by the board.

§ 104. Corporate Executive Officer.

The position of Corporate Executive Officer is established to operate and manage the Corporate Commission as its chief executive officer and to exercise all authorities conferred by this subchapter. The Corporate Executive Officer shall be hired and supervised by the Board of Directors and shall serve as an employee of the Corporate Commission.

§ 105~~4~~. Corporate Body Politic.

The Corporate Commission shall be incorporated as a Corporate Body Politic under 16 MLBS § 1101~~(1))~~. As a Corporate Body Politic the Corporate Commission shall have membership consisting of the Chief Executive, ~~the~~ Speaker of the ~~Band~~ Assembly, and the District Representatives instead of shareholders.

§ 106~~5~~. Limited Liability and Indemnification.

The ~~corporation~~ Corporate Commission shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding either civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer, agent or employee acting on behalf of the corporation, or is or was serving at the request of the corporation as a director or officer of another enterprise or corporation, against expenses, including attorneys' fees and costs, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, to the extent that such person is not otherwise indemnified. The corporation shall not be required to indemnify such director, officer, agent or employee if independent counsel shall determine pursuant to a judicial decision in any such action, suit or proceeding or independently, in case of settlement, that the director, officer, agent or employee has failed to act in good faith and with that degree of diligence, care and skill which ordinary prudent people would exercise under similar circumstances in like positions.

§ 107~~6~~. Enumerated Powers.

The Corporate Commission shall have the following specifically enumerated powers:

(a) t~~T~~o engage in business and economic development endeavors;

(b) t~~T~~o enter into any contracts or agreements necessary for business or economic development endeavors;

(c) t~~T~~o enter into compacts or other agreements with the state or federal government in furtherance of engaging in business or economic development endeavors;

(d) t~~T~~o form and incorporate wholly owned subsidiary business ~~corporations and non-profit corporations with separate articles, bylaws, board of directors, and separate~~

~~employer ID numbers~~entities to conduct the affairs of individual business endeavors and to insulate the Corporate Commission from liability of those endeavors; and~~.~~

~~(1) The Corporate Commission shall name the Board of Directors of any such corporations and shall approve the articles and bylaws of any such corporation before the same shall become effective.~~

~~(2) The Corporate Commission may assign any duties and/or privileges of any agreement or contract the commission has entered into to a wholly owned subsidiary whose specific business purpose is relevant to such agreement or contract.~~

(e) [Repealed]

(f) to enter into arm's-length agreements with outside firms to acquire services necessary to run gaming operations, including accounting services, legal services, management services, and the like. All such agreements shall be subject to procurement procedures in Title 7 of Band statute and approved by the Board of Directors; and

§ 108. Additional Powers.

Any additional powers exercised by the Corporate Commission under § 107(e) must be specifically enumerated in a set of articles and bylaws and be approved by the board of directors. Such articles and bylaws and any additional specifically enumerated powers contained therein, must be approved by resolution of the Band Assembly before they shall become effective. Any amendments to the articles and bylaws must be approved by resolution of the Band Assembly before they shall become effective.

§ 109~~7~~. Corporate Charter.

The Corporate Commission shall draft and approve a charter and bylaws to be submitted to the Band Assembly for ratification. Such charter and bylaws, and amendments or changes thereto, shall not become effective until ratified by the Band Assembly.

§ 110~~8~~. Net Revenue Allocation Schedule.

The Band Assembly shall by resolution adopt a Net Revenue Allocation Schedule to provide for the allocation of net revenue from any business conducted by the ~~corporation~~ Corporate Commission or any wholly owned subsidiary of the Corporate Commission. The Net Revenue Allocation Schedule includes a capital projects reserve not to exceed a four percent (4.0%) gross revenue consistent with industry standards to upkeep and maintain the facilities, and continue the improvement of the facilities necessary to ensure the Casinos remain premiere entertainment destinations. The Band shall maintain the gross revenue capital projects reserve in an interest-bearing account under the direction of the Commissioner of Finance, Office of Management and Budget. Expenditures shall be made from said reserve only as expressly authorized by formal appropriation by the Band Assembly.

§ 111~~09~~. Sovereign Immunity.

~~(a)~~ The Corporate Commission shall be clothed by federal and tribal law with all the privileges and immunities of the Band, except as specifically limited by this ~~title~~subchapter, including sovereign immunity from suit in any state, federal or tribal court. Nothing contained in this ~~title~~ subchapter shall be deemed or construed to be a waiver of sovereign immunity by the Corporate Commission from suit which may be waived only in accordance with this ~~title~~subchapter, the Corporate Commission Charter and Bylaws. Nothing in this chapter shall be deemed or construed to be a consent of the Corporate Commission to the jurisdiction of the United States or of any s~~S~~tate or of any tribe or band other than the Band with regard to the business or affairs of the corporation.

~~(b)~~

~~(1) Sovereign immunity of the Corporate Commission may be waived only by formal resolution of the corporation's Board of Directors. Waivers of sovereign immunity are disfavored and shall be granted only when necessary to secure a substantial advantage or benefit to the corporation.~~

~~(2) Any waiver of sovereign immunity shall be specific and limited as to:~~

~~(i) duration,~~

~~(ii) the grantee,~~

~~(iii) the particular transaction,~~

~~(iv) definite property or funds, if any, of the corporation,~~

~~(v) a particular court having jurisdiction pursuant thereto and~~

~~(vi) the law that shall be applicable thereto.~~

~~(3) Any express waiver of sovereign immunity by resolution of the Board, shall not be deemed a consent to the levy of any judgment, lien or attachment upon property of the corporation other than property specifically pledged or assigned, or a consent to suit in respect of any land within the Reservation or a consent to the alienation, attachment or encumbrance of any such land.~~

§ 112. Waivers of Sovereign Immunity.

The Corporate Commission's sovereign immunity may be waived only by formal resolution of the corporation's board of directors. Waivers of sovereign immunity are disfavored and shall be granted only when necessary to secure a substantial advantage or benefit to the corporation. Any waiver of sovereign immunity shall be specific and limited as to (a) duration; (b) the grantee; (c) the particular transaction; (d) definite property or funds, if any, of the corporation; (e) a particular court having jurisdiction pursuant thereto; and (f) the law that shall be applicable thereto. Any express waiver of sovereign immunity by resolution of the board shall not be deemed a consent to the levy of any judgment, lien, or attachment upon property of the corporation other than property specifically pledged or assigned, or a consent to suit in respect of any land within the Reservation or a consent to the alienation, attachment, or encumbrance of any such land.

113~~0~~. Assets and Liabilities of the Band.

The ~~corporation~~ Corporate Commission shall have only those assets specifically assigned to it by the Band or acquired in its name by the Band or the ~~Corporate Commission~~corporation on its own behalf. Nothing in this chapter, nor any activity of the corporation, shall implicate or in any way involve the credit or assets of the Band or obligate the Band for the obligations of the corporation except for any liability or obligation specifically assumed in writing. The Corporate Commission shall not incur any debt or financial obligations except by bill.

~~**§ 111. Corporate Powers and Duties of Corporate Commissioner.**~~

~~(a) The Corporate Commissioner shall have the following corporate duties and responsibilities:~~

~~(1) The Commissioner of Corporate Affairs shall serve as the Chief Operating Officer of the Corporate Commission.~~

~~(2) The Corporate Commissioner or the Corporate Commissioner's Designee shall serve as the Chief Operating Officer, or, if at the discretion of the Corporate Commissioner, as a Board Member other than the CEO of any wholly owned subsidiary.~~

~~(3) Any additional powers necessary to carry out the purposes as described in this chapter.~~

~~(b)~~

~~(1) The Commissioner of Corporate Affairs shall issue regulations and other directives to accomplish the above duties in the form of Corporate Orders.~~

~~(2) Such Corporate Order shall be subject to voidance by a majority of the Board members of the Corporate Commission provided that such rejection of the Corporate Order be made in writing by a majority of Board members within three (3) days of the Board members receiving constructive notice of the corporate order.~~

PART B

EXPENDITURES

Section

§ 151. Gaming Expenditures.

Appropriations and authorized expenditures to the Corporate Commission for the operations, and capital and economic development projects of Grand Casino Hinckley and Grand Casino Mille Lacs (“Casinos”) shall be subject to the following.

§ 152. General Appropriation.

The Corporate Commission shall operate in accordance with an annual budget duly authorized by Band Assembly resolution and this subchapter.

(a) No later than August 1 each year, the Corporate Commission shall submit a budget to the Band Assembly for the subsequent fiscal year. The budget shall be in such form and content to provide supporting detail in accord with general custom and usage for similar types of business budgets and shall be specific in detail to allow the Band Assembly to reasonably discern the proposed actions and expenditures of Casinos. The proposed budget shall consist of the following component parts: existing and proposed capital and economic development projects, and the general operations of

Casinos.

(b) Unless otherwise approved by Band Assembly Resolution, all funds previously appropriated and remaining at the end of a fiscal year shall not be carried over into the next fiscal year but shall be deposited into the treasury of the Mille Lacs Band Government within 60 calendar days after the start of the subsequent fiscal year, but no later than November 30.

(c) The Corporate Commission CEO and Corporate Commissioner shall report to the Band Assembly on a quarterly basis, or as otherwise requested by the Band Assembly, the cash requirement levels needed to operate Casinos and the justification to support the use of such funds.

§ 153. Revenue.

One hundred percent (100%) of the net gaming revenue shall be deposited monthly into the Band treasury. The Casinos shall calculate and remit their net revenues for a fiscal month no later than the 20th calendar day of the following month to the General Fund of the Band. Net Revenue is defined as the gross revenue from any and all departments, units, and all other sources of the integrated casino-hotel-entertainment facilities within and affiliated with the Casinos, less reasonable and proper operating expenses for those facilities, and related businesses.

For purposes of computing net revenue, reasonable and proper operating expenses may include but are not limited to:

(a) payment of wages, salaries, benefits, training and educational programs for employees;

(b) payment of principal and interest for debt acquired to maintain and improve assets;

(c) prizes;

(d) materials and supplies;

(e) administrative fees;

(f) utilities;

(g) repairs and maintenance;

(h) interest on installment contract purchases;

(i) insurance and bonding;

(j) advertising and marketing expenses;

(k) fees paid for professional services, provided there is a valid contract between the Corporate Commission and the professional service provider;

(l) security costs;

(m) costs associated with regulatory compliance;

(n) equipment purchases and leases;

(o) trash removal;

(p) snow removal;

(q) costs of goods purchased; and

(r) a reasonable operating reserve fund for expenditures that may arise periodically but not in a regular recurring manner.

§ 154. Operations Budget.

Any line-item budget modification totaling one hundred thousand dollars ($100,000.00) or more, must be approved by the Corporate Commission Board of Directors. The Corporate Commission CEO shall notify the Band Assembly and the Office of the Secretary-Treasurer of the Band of the change in writing within five (5) business days of the Corporate Commission Board of Directors action. Any cumulative budget modification to net revenues over one million dollars ($1,000,000.00) must be approved by Band Assembly.

§ 155. Capital Projects Budget.

(a) Capital projects are funded by Band Assembly appropriation. The Corporate Commission CEO shall present the Capital Projects Plan to the Commissioner of Finance no later than August 1 of each year. The Plan shall include detailed reports which describe capital improvements completed during the fiscal year as well as those planned for the next fiscal year and four (4) years thereafter. The Plan shall not be binding on the Casinos but will be used by the Band Assembly as a tool to project future capital project cost outlays to facilitate the annual budgetary process. Upon receipt of the Plan, the Commissioner of Finance and the Corporate Commission CEO shall meet with the Band Assembly to discuss the details of the Plan. The Band Assembly reserves all authority to approve or adjust any Plan proposed by the Corporate Commission CEO.

(b) At the end of each fiscal year, the Corporate Commission shall submit a report detailing the fiscal year's capital expenditures and funds expended to complete projects for the Casinos. Except as otherwise approved by Band Assembly Resolution, any funds previously appropriated and remaining at the end of the fiscal year, excluding obligated funds in any casino capital improvement budget line item at the end of the fiscal year, shall be deposited in the Band's treasury within 60 calendar days.

§ 156. Reporting Requirements.

The Corporate Commission and Casinos shall provide quarterly reports to the Chief Executive, Speaker of the Assembly, District Representatives, and the Commissioner of Finance at official quarterly meetings and at other times as requested.

(a) The required form of reporting shall be in a format acceptable to the Band Assembly to maximize the value of the information contained therein. The Band Assembly may at any time, following reasonable notice, call to meet with the Corporate Commission CEO to discuss any matter concerning the Casinos. At a minimum, the Corporate Commission shall report or cause to be reported to the Band Assembly the following information concerning the operations of the Casinos:

(1) a quarterly balance sheet, income or profit and loss, and cash flow statements of the Casinos;

(2) annual audited financial statements of the Casinos within 120 days of the end of the fiscal year;

(3) all other activities the Casinos are engaged in;

(4) any business record, statement, or other document in the possession or control of the Casinos and, at Band Assembly's request, delivered not later than ten (10) consecutive business days from the date of the request; and

(5) a monthly written summary of all Casino vendor contracts which have been submitted to the Corporate Commission Legal Department for review. The contract summary shall be submitted within five (5) business days of the end of each month. The summary shall include:

(i) Contract name;

(ii) Name of the vendor providing goods and/or services;

(iii) Amount of the contract;

(iv) Description of the goods and/or services to be provided;

(v) The contract start and end dates;

(vi) Casino department for which the goods or services are to be provided and the departmental employee who initiated the contract;

(vii) Master control number; and

(viii) Other ancillary information applicable to the contract.

(6) a Band member and other Native American employment summary at quarter end. The summary shall be in sufficient detail to discern position, date of hire, date of termination, and tribal affiliation.

§ 157. Miscellaneous Provisions.

(a) **Loans for Casinos and Other Credit.** The Corporate Commission shall not borrow, lend or enter into any loan agreement or establish any line of credit for the Casinos without approval by Band Assembly resolution.

(b) **Tax Revenue.** All tax revenue collected by the Corporate Commission or the Casinos shall not be distributed or used for any purpose other than that expressly provided for by appropriation of the Band Assembly.

(c) **Employment Information.** The Corporate Commission, on behalf of the Casinos, shall submit a report to the Band Assembly detailing the specific budgeted dollar amount for each of the top 50 positions, vacant or filled, held at the Casinos and shall report a dollar value in the aggregate for all the remaining positions no later than March 1 of every year. Bonus amounts for each of the top positions must also be included in this report.

(d) **Prohibited Projects.** The Corporate Commission and Casinos shall not use funds for any business activity, purpose, or venture that is illegal or inconsistent with the values of the Band.

(e) **Band Member Development.** The professional and personal development of Band Members is a priority of the Band. As such, the Casinos shall:

(1) work with Band Member Development Advocates and TERO Representatives, who are employees of the Band, at each of the Casinos to ensure Band members are given opportunities for employment and professional growth to increase Band member self-esteem and career progression;

(2) increase Band Member employment, retention, promotion, and training opportunities by ten percent (10%) every year;

(3) implement measurable and sustainable Band Member development goals;

(4) create and implement a Band Member succession plan for management positions;

(5) submit monthly reports to Band Member Development Advocates and TERO Representatives that include statistics on the number of Band members hired, working positions, training opportunities and results, and promotions in the Casinos. Band Member Development Advocates and TERO Representatives shall then provide quarterly reports to the Band Assembly;

(f) Human Resources and departmental management shall be responsible and held accountable to ensure the Band Member goals and promotion opportunities described in paragraph (e) are routine and applied on a consistent basis. Human Resources and departmental management may be re-structured if these goals are not consistently met.

(g) Failure to meet the requirements in this Subchapter will result in fines levied by the Secretary-Treasurer, or withholding of funds.

SUBCHAPTER 3

MILLE LACS CORPORATE VENTURES

Part
A. General Provisions
B. Expenditures
C. Non-Gaming Expenditures

PART A

GENERAL PROVISIONS

Section
201. Establishment.
202. Purposes.

§ 201. Establishment.

(a) Mille Lacs Corporate Ventures is established as a Corporate Body Politic. As a Corporate Body Politic, Mille Lacs Corporate Ventures is both a political subdivision, clothed by federal and tribal law with all the privileges and immunities of the Band, except as expressly limited; and a separately chartered corporation under 16 MLBS § 1101.

(b) Mille Lacs Corporate Ventures shall serve as the parent company of all companies previously formed as subsidiaries to the Corporate Commission, except for Grand Casino Mille Lacs and Grand Casino Hinckley.

§ 202. Purposes.

Mille Lacs Corporate Ventures is established:

(a) to establish and operate non-gaming commercial enterprises as it may deem to be for the benefit of the Mille Lacs Band of Ojibwe;

(b) to make sound business and economic development decisions, consistent with this chapter, in a way that is insulated from day-to-day political considerations faced by Band elected leaders;

(c) to avail the Band of the benefits of engaging in business and economic development without subjecting the Band government to erosion of Band sovereignty;

(d) to insulate Band assets from liability assumed in the conduct of business operations of Mille Lacs Corporate Ventures or as a wholly owned subsidiary thereof; and

(e) for any other purposes set forth in Mille Lacs Corporate Ventures' charter or bylaws that are not inconsistent with this subchapter.

§ 203. Corporate Body Politic.

Mille Lacs Corporate Ventures shall be incorporated as a Corporate Body Politic under 16 MLBS § 1101. As a Corporate Body Politic, Mille Lacs Corporate Ventures shall have membership consisting of the Chief Executive, Speaker of the Assembly, and District Representatives instead of shareholders.

§ 204. Board of Directors.

The Mille Lacs Corporate Ventures Board of Directors shall be governed by a board of directors consisting of five (5) directors.

(a) The Chief Executive shall nominate two (2) individuals who possess extensive experience in business or corporate governance and submit their names to the Secretary-Treasurer. Within ten (10) calendar days after receipt of the nominations by the Secretary-Treasurer, the Secretary-Treasurer shall ratify one (1) of the two (2) nominees to be a Member of the Board.

(b) Each District Representative shall nominate two (2) individuals and submit their names to the Chief Executive. Within ten (10) calendar days after receipt of the nominations by the Chief Executive, the Chief Executive shall ratify one (1) of the two (2) nominees to be a Member of the Board.

(c) The Secretary-Treasurer shall nominate two (2) individuals who possess extensive experience in business or corporate governance and submit their names to the Chief Executive. Within ten (10) calendar days after receipt of the nominations by the Chief Executive, the Chief Executive shall ratify one (1) of the two (2) nominees to be a Member of the Board.

(d) If the Chief Executive or the Secretary-Treasurer do not ratify one from any of the nominations sent to them within the time prescribed, then the Band Assembly shall select such member by majority vote.

(e) If any elected official does not submit a nomination within 30 calendar days after a vacancy has occurred, then the Band Assembly shall nominate two (2) individuals by majority vote and submit their names to the Chief Executive for ratification to the Board within ten (10) calendar days of receipt.

(f) No member shall take office until swearing to the oath of office pursuant to 2 MLBS § 8.

§ 205. Duty of Loyalty.

Directors shall possess a duty of loyalty to Mille Lacs Corporate Ventures and shall not vote on any matter in which the director possesses a conflict of interest, defined as a vested interest of the director, which may include money, status, knowledge, relationships, or reputation, which puts into question whether the director's actions, judgment, or decision-making can be unbiased. The director shall not engage in self-dealing, defined as acting in one's own interests instead of those of Mille Lacs Corporate Ventures. Violation of any of these ethical standards shall result in a director's removal by the board.

§ 206. Corporate Executive Officer.

The position of Corporate Executive Officer is established to operate and manage Mille Lacs Corporate Ventures as its chief executive officer and to exercise all authorities conferred by this subchapter. The Corporate Executive Officer shall be hired and supervised by the Board of Directors and serve as an employee of Mille Lacs Corporate Ventures.

§ 207. Limited Liability and Indemnification.

Mille Lacs Corporate Ventures shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding either civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, agent, or employee acting on behalf of the corporation, or is or was serving at the request of the corporation as a director or officer of another enterprise or corporation, against expenses, including attorneys' fees and costs, judgments, fines, and amounts paid in settlement actually and reasonably incurred by her or him in connection with such action, suit, or proceeding, to the extent that such person is not otherwise indemnified. The corporation shall not be required to indemnify such director, officer, agent, or employee if independent counsel shall determine pursuant to a judicial decision in any such action, suit, or proceeding, or independently, in case of settlement, that the director, officer, agent, or employee has failed to act in good faith and with the degree of diligence, care, and skill which ordinary prudent people would exercise under similar circumstances in like positions.

§ 208. Enumerated Powers.

Mille Lacs Corporate Ventures shall have the following specifically enumerated powers:

(a) to engage in non-gaming business and economic development endeavors;

(b) to enter into any contracts or agreements necessary for business or economic development endeavors;

(c) to enter into compacts or other agreements with the state or federal government in furtherance of engaging in business or economic development endeavors;

(d) to form and incorporate wholly owned subsidiary business entities to conduct the affairs of individual business endeavors and to insulate Mille Lacs Corporate Ventures from liability of those endeavors; and

(e) any additional powers necessary to carry out its statutorily prescribed purposes.

§ 209. Subsidiary Corporations.

When a subsidiary corporation is formed under § 208(d), Mille Lacs Corporate Ventures shall name the board of directors and the articles and bylaws of any such corporation before the same shall become effective. Mille Lacs Corporate Ventures may assign any duties or privileges of any agreement or contract that Mille Lacs Corporate Ventures has entered into to a wholly owned subsidiary whose specific business purpose is relevant to such agreement or contract.

§ 210. Additional Powers.

Any additional powers exercised by Mille Lacs Corporate Ventures under § 208(e) must be specifically enumerated in a set of articles and bylaws and shall be approved by the board of directors and ratified by Band Assembly resolution. Such articles and bylaws and any additional specifically enumerated powers contained therein must be approved by resolution of the Band Assembly before they shall become effective. Any amendments to the articles and bylaws must be approved by resolution of the Band Assembly before they shall become effective.

§ 211. Corporate Charter.

Mille Lacs Corporate Ventures shall draft and approve a charter and bylaws to be submitted to the Band Assembly for ratification. Such charter and bylaws, or amendments or changes thereto, shall not become effective until ratified by resolution of the Band Assembly.

§ 212. Net Revenue Allocation Schedule.

The Band Assembly shall by resolution adopt a Net Revenue Allocation Schedule to provide for the allocation of net revenue from any business conducted by Mille Lacs Corporate Ventures or any wholly owned subsidiary thereof. The Corporate Executive Officer shall provide reporting and accounting for the Net Revenue Allocation Schedule upon adoption by the Band Assembly.

The Net Revenue Allocation Schedule includes a capital projects reserve not to exceed a four percent (4.0%) gross revenue consistent with industry standards to upkeep, maintain, and continue the improvement of the facilities. The Band shall maintain the gross revenue capital projects reserve in an interest-bearing account under the direction of the Commissioner of Finance, Office of Management and Budget. Expenditures shall be made from said reserve only as expressly authorized by formal appropriation by the Band Assembly.

§ 213. Sovereign Immunity.

Mille Lacs Corporate Ventures shall be clothed by federal and tribal law with all the privileges and immunities of the Band, except as specifically limited by this subchapter, including sovereign immunity from suit in any state, federal, or tribal court. Nothing contained in this subchapter shall be deemed or construed to be a waiver of sovereign immunity by Mille Lacs Corporate Ventures from suit which may be waived only in accordance with this subchapter and Mille Lacs Corporate Ventures' charter and bylaws. Nothing in this subchapter shall be deemed or construed to be a consent of Mille Lacs Corporate Ventures to the jurisdiction of the United States or of any state or of any tribe or band other than the Band with regard to the business or affairs of the corporation.

§ 214. Waivers of Sovereign Immunity.

Mille Lacs Corporate Ventures' sovereign immunity may be waived only by formal resolution of the corporation's board of directors. Waivers of sovereign immunity are disfavored and shall be granted only when necessary to secure a substantial advantage or benefit to the corporation. Any waiver of sovereign immunity shall be specific and limited as to duration; the grantee; the particular transaction; definite property or funds, if any, of the corporation; a particular court having jurisdiction pursuant thereto; and the law that shall be applicable thereto. Any express waiver of sovereign immunity by resolution of the board shall not be deemed a consent to the levy of any judgment, lien, or attachment upon property of the corporation other than property specifically pledged or assigned, or a consent to suit in respect of any land within the Reservation or a consent to the alienation, attachment, or encumbrance of any such land.

§ 215. Assets and Liabilities of the Band.

Mille Lacs Corporate Ventures shall have only those assets specifically assigned to it by the Band or acquired in its name by the Band or Mille Lacs Corporate Ventures on its own behalf. Nothing in this subchapter, nor any activity of the corporation, shall implicate or in any way involve the credit or assets of the Band or obligate the Band for the obligations of the corporation except for any liability or obligation specifically assumed in writing. Mille Lacs Corporate Ventures shall not incur any debt or financial obligations except by bill.

PART B

EXPENDITURES

Section

§ 251. Appropriations and Expenditures.

All appropriations and authorized expenditures to Corporate Ventures for its operations, and capital and economic development projects shall be subject to the following.

§ 252. General Appropriation.

Mille Lacs Corporate Ventures shall operate in accordance with an annual budget duly authorized by Band Assembly resolution and this subchapter.

(a) No later than August 1 of each year Corporate Ventures shall submit a budget to the Band Assembly for the subsequent fiscal year. The fiscal-year budget shall be in such form and content to provide supporting detail in accord with general custom and usage for similar types of business budgets and shall be specific to allow the Band Assembly to reasonably discern the proposed actions and expenditures of Corporate Ventures. The proposed budget shall consist of the following component parts: Corporate Ventures' existing and proposed capital and economic development projects, and the general operations of the Corporate Ventures entity.

(b) Funds must be utilized for the purposes for which they were requested, notwithstanding any other active Band law.

(c) Unless otherwise approved by Band Assembly Resolution, all funds previously appropriated and remaining at the end of a fiscal year shall not be carried over into the next fiscal year but shall be deposited into the treasury of the Mille Lacs Band

Government within 60 calendar days after the start of the fiscal year, but no later than November 30.

(d) The Corporate Ventures CEO and Corporate Commissioner shall report to the Band Assembly on a quarterly basis, or as otherwise requested by the Band Assembly, the cash requirement levels needed to operate the non-gaming businesses and the justification to support the use of such funds.

§ 253. Operations Budget.

(a) **Permissible Uses.** Permissible uses of the operations budget include the following:

(1) Salaries of Corporate Ventures personnel;

(2) Incentive programs to front line staff if paid in accordance with reasonable policies and procedures expressly adopted by formal action of the Corporate Ventures Board of Directors;

(3) Fees paid for professional services provided there is a valid contract between Corporate Ventures and the professional service provider;

(4) Rent for Corporate Ventures office space, storage space, and any other uses that Corporate Ventures may have for building space;

(5) Supplies and equipment;

(6) Utilities;

(7) Costs for meeting expenses;

(8) Travel expenses if disbursed in full accordance with travel policies and procedures expressly adopted by formal action of the Corporate Ventures Board of Directors;

(9) Administrative expenses which are reasonable and necessary for the effective and efficient operation and the execution of Corporate Ventures; and

(10) Other reasonable operating expenses.

(b) **Modification.** Any line-item budget modification totaling one hundred thousand dollars ($100,000.00) or more must be approved by Corporate Ventures Board of Directors. The CEO shall notify the Band Assembly and the Office of the Secretary-Treasurer of the Band of the change in writing within five (5) business days of the Corporate Ventures Board of Directors action.

§ 254. Economic Development Projects Budget.

Permissible Uses. Permissible uses of Economic Development projects budget funds include the following:

(a) Start-up costs of new businesses or the acquisition of existing businesses;

(b) Purchase of real estate;

(c) Expansion of existing non-gaming Corporate Ventures businesses, including any additions or improvements to amenities consistent with the purpose of those businesses when the expenses are not permitted expenditures from Capital Reserves or exceed available funds from Capital Reserves; and

(d) The purchase, in whole or in part of any ownership interest, including shares of stock, joint ventures, membership in a Limited Liability Company or similar entity, or any other business structure or arrangement.

§ 255. Capital Projects Budget.

(a) Capital projects are funded by Band Assembly appropriation.

(b) Any funding requests for capital projects shall be submitted to the Band Assembly for pre-approval.

(c) The Corporate Executive Officer shall present the Capital Projects Plan to the Commissioner of Finance no later than August 1 of each year. The Plan shall include detailed reports which describe capital improvements completed during the fiscal year as well as those planned for the next fiscal year and four (4) years thereafter. The Plan shall not be binding on Corporate Ventures but will be used by the Band Assembly as a tool to project future capital project cost outlays to facilitate the annual budgetary process. Upon receipt of the Plan, the Commissioner of Finance and the Corporate Executive Officer shall meet with the Band Assembly to discuss the details of the Plan. The Band Assembly reserves all authority to approve or adjust any Plan being proposed by the Corporate Executive Officer.

(d) At the end of the fiscal year, Corporate Ventures shall submit a report detailing the fiscal year's capital expenditures and funds expended to complete projects. Except as otherwise approved by Band Assembly Resolution, any funds previously appropriated and remaining at the end of a fiscal year shall be deposited in Band Treasury within 60 calendar days.

§ 256. Reporting Requirements.

(a) Corporate Ventures shall provide quarterly reports to the Chief Executive, Speaker of the Assembly, District Representatives, and the Commissioner of Finance at official quarterly meetings and at other times as requested.

(b) **Reporting on Business Participation.** The required form of reporting shall be in a format acceptable to the Band Assembly to maximize the value of the information contained therein. The Band Assembly may, at any time, following reasonable notice, call to meet with the Corporate Executive Officer to discuss any matter concerning any of the Corporate Ventures owned businesses, subsidiaries or investments. At a minimum, Corporate Ventures shall report or cause to be reported to the Band Assembly the following information concerning its operations:

(1) a quarterly balance sheet, income or profit and loss, and cash flow statements;

(2) annual audited financial statements within 120 days of the end of the fiscal year;

(3) all other activities Corporate Ventures is engaged in including, but not limited to, business regulation;

(4) any business record, statement, or other document in the possession or control of Corporate Ventures, its subsidiaries, or direct investments and, at the Band Assembly's request, delivered no later than ten (10) consecutive business days from the date of the request; and

(5) a monthly written summary of all Corporate Ventures vendor contracts which have been submitted to the Corporate Ventures Legal Department for review. The contract summary shall be submitted within five (5) business days of the end of each month. The summary shall include:

(i) Contract name;

(ii) Name of the vendor providing goods and/or services;

(iii) Amount of the contract;

(iv) Description of the goods and/or services to be provided;

(v) The contract start and end dates;

(vi) Corporate Ventures department for which the goods or services are to be provided and the departmental employee who initiated the contract;

(vii) Master control number; and

(viii) Other ancillary information applicable to the contract.

(6) a Band member and other Native American employment summary at quarter end. The summary shall be in sufficient detail to discern position, date of hire, date of termination, and tribal affiliation.

§ 257. Miscellaneous Provisions.

Corporate Ventures shall not borrow, lend or enter into any loan agreement or establish any line of credit without prior approval of the Band Assembly.

(a) **Low-Income Housing Tax Credits.** Corporate Ventures and its subsidiaries shall not seek low-income housing tax credits without prior approval from the Band Assembly in the form of a resolution.

(b) **Tax Revenue.** All tax revenue collected by Corporate Ventures or an entity thereof shall not be distributed or used for any purpose other than that expressly provided for by appropriation of the Band Assembly.

(c) **Employment Information.** Corporate Ventures shall submit a report to the Band Assembly detailing the specific budgeted dollar amount for each of the top 25 positions, vacant or filled, within Corporate Ventures and shall report a dollar value in the aggregate for all the remaining positions no later than March 1 of every year. Bonus amounts for each of the top positions shall also be included in this report.

(d) **Prohibited Projects.** Corporate Ventures shall not use funds for any business activity, purpose, or venture that is illegal or inconsistent with the values of the Band.

(e) **Band Member Development.** The professional and personal development of Band Members is a priority of the Band Assembly. As such, Corporate Ventures shall:

(1) Work with Band Member Development Advocates and TERO Representatives, who are employees of the Band, to ensure Band members are given opportunities for employment and professional growth in order to increase Band member self-esteem and career progression;

(2) Increase Band member employment, retention, promotion, and training opportunities by ten percent (10%) every year;

(3) Implement measurable and sustainable Band member development goals;

(4) Create and implement a Band Member succession plan for management positions; and

(5) Submit monthly reports to Band Member Development Advocates and TERO Representatives that include statistics on the number of Band members hired, working positions, training opportunities and results, and promotions at Corporate Ventures. Band Member Development Advocates and TERO Representatives shall then provide quarterly reporting to the Band Assembly.

(f) Human Resources and departmental management shall be responsible and held accountable to ensure all Band Member goals and promotion opportunities in paragraph (e) are routine and applied on a consistent basis. Human Resources and departmental management may be re-structured if these goals are not consistently met.

(g) Failure to meet the requirements of this Subchapter will result in fines levied by the Secretary-Treasurer, or withholding of funds.

PART C

Non-Gaming Expenditures

Section

301. Appropriations and Expenditures.
302. General Appropriation.
303. Revenue.
304. Operations Budget.
305. Capital Projects Budget.
306. Reporting Requirements.
307. Miscellaneous Provisions.

§ 301. Appropriations and Expenditures.

All appropriations and authorized expenditures to Corporate Ventures for the operations and capital and economic development projects of any current or future non-gaming business managed or operated directly or indirectly by Corporate Ventures (“Non-Gaming Businesses”) shall be subject to the following.

§ 302. General Appropriation.

Corporate Ventures shall operate in accordance with an annual budget duly authorized by Band Assembly resolution and this subchapter.

(a) No later than August 1 each year, Corporate Ventures shall submit a budget to the Band Assembly for the following fiscal year. The budget shall be in such form and content to provide supporting detail in accord with general custom and usage for similar types of business budgets and shall be specific to allow the Band Assembly to reasonably discern the proposed actions and expenditures of Corporate Ventures. The proposed budget shall consist of the following component parts: existing and proposed capital and economic development projects, and the general operations of any Non-Gaming Businesses managed or operated by Corporate Ventures directly or indirectly through other entities.

(b) Funds must be utilized for the purposes for which they were requested, notwithstanding any other active Band law.

(c) Unless otherwise approved by Band Assembly Resolution, all funds previously appropriated and remaining at the end of a fiscal year shall be deposited into the treasury of the Mille Lacs Band Government within 60 calendar days after the start of the fiscal year, but no later than November 30.

(d) The Corporate Ventures CEO and Corporate Commissioner shall report to the Band Assembly on a quarterly basis, or as otherwise requested by the Band Assembly, the cash requirement levels needed to operate and the justification to support the use of such funds.

§ 303. Revenue.

One hundred percent (100%) of the net revenue from non-gaming enterprises shall be deposited monthly into the Band treasury. Corporate Ventures shall calculate and remit its net revenues for a fiscal month no later than the 20th calendar day of the following month to the General Fund of the Band. Net Revenue is defined as the gross revenue from any and all departments, units, and all other sources of Corporate Ventures non-gaming enterprises, less reasonable and proper operating expenses for those facilities, and related businesses.

(a) For purposes of computing net revenue, reasonable and proper operating expenses may include but are not limited to:

(1) payment of wages, salaries, benefits, training and educational programs for employees;

(2) payment of principal and interest for debt acquired to maintain and improve assets;

(3) prizes;

(4) materials and supplies;

(5) administrative fees;

(6) utilities;

(7) repairs and maintenance;

(8) interest on installment contract purchases;

(9) insurance and bonding;

(10) advertising and marketing expenses;

(11) professional fees;

(12) security costs;

(13) costs associated with regulatory compliance;

(14) equipment purchases and leases;

(15) trash removal;

(16) snow removal;

(17) costs of goods purchased; and

(18) a reasonable operating reserve fund for expenditures that may arise periodically but not in a regular recurring manner.

(b) The Commissioner of Finance shall transfer funds to the Non-Gaming Business and Economic Development Fund no less than annually.

§ 304. Operations Budget.

Any line-item budget modification totaling one hundred thousand ($100,000.00) or more must be approved by the Corporate Ventures Board of Directors. The Corporate Executive Officer shall notify the Band Assembly and the Office of the Secretary-Treasurer of the Band of the change in writing within five (5) business days of the Corporate Ventures Board of Directors action. Any cumulative budget modification to net revenues over five hundred thousand dollars ($500,000.00) must be approved by the Band Assembly after notification by the Commissioner of Finance and the Corporate Executive Officer.

§ 305. Capital Projects Budget.

(a) Capital projects are funded by Band Assembly appropriation.

(b) The Corporate Executive Officer shall present the Capital Projects Plan to the Commissioner of Finance no later than August 1st of each year. The Plan shall include detailed reports which describe capital improvements completed during the fiscal year as well as those planned for the next fiscal year and four (4) years thereafter. The Plan shall not be binding on the Non-Gaming Businesses but will be used by the Band Assembly as a tool to project future capital project cost outlays to facilitate the annual budgetary process. Upon receipt of the Plan, the Commissioner of Finance and the Corporate Executive Officer shall meet with the Band Assembly to discuss the details of the Plan. The Band Assembly reserves all authority to approve or adjust any Plan proposed by the Corporate Executive Officer.

(c) At the end of each fiscal year, Corporate Ventures shall submit a report detailing the fiscal year's capital expenditures and funds expended to complete projects for Non-Gaming Businesses. Except as otherwise approved by Band Assembly Resolution, any funds previously appropriated and remaining at the end of the fiscal year, excluding obligated funds in any capital improvement line-item at the end of the fiscal year, shall be deposited in the Band treasury within 60 calendar days.

§ 306. Reporting Requirements.

Corporate Ventures shall provide quarterly reports on the Non-Gaming Businesses to the Chief Executive, Speaker of the Assembly, District Representatives, and the Commissioner of Finance at official quarterly meetings and at other times as requested.

(a) **Reporting on Business Participation.** The required form of reporting shall be in a format acceptable to the Band Assembly to maximize the value of the information contained therein. The Band Assembly may at any time, following reasonable notice, call to meet with the Corporate Executive Officer to discuss any matter concerning the Non-Gaming Businesses. At a minimum, Corporate Ventures shall report or cause to be reported to the Band Assembly the following information concerning the operations of the Non-Gaming Businesses:

(1) a quarterly balance sheet, income or profit and loss, and cash flow statements;

(2) annual audited financial statements within 120 days of the end of the fiscal year;

(3) all other activities the Non-Gaming Businesses are engaged in;

(4) any business record, statement, or other document in the possession or control of the Non-Gaming Businesses, subsidiaries, or direct investments and, at Band Assembly's request, delivered no later than ten (10) consecutive business days from the date of the request; and

(5) a monthly written summary of all vendor contracts which have been submitted to the Corporate Ventures Legal Department for review. The contract summary shall be submitted within five (5) business days of the end of each month. The summary shall include:

(i) Contract name;

(ii) Name of the vendor providing goods and/or services;

(iii) Amount of the contract;

(iv) Description of the goods and/or services to be provided;

(v) The contract start and end date;

(vi) The department for which the goods or services are to be provided and the departmental employee who initiated the contract;

(vii) Master control number; and

(viii) Other ancillary information applicable to the contract.

(6) a Band member and other Native American employment summary at quarter end. The summary shall be in sufficient detail to discern position, date of hire, date of termination, and tribal affiliation.

§ 307. Miscellaneous Provisions.

(a) **Loans for Non-Gaming Businesses and Other Credit.** Corporate Ventures shall not borrow, lend or enter into any loan or lease agreement or establish any line of credit for Non-Gaming Businesses, which individually, or in aggregate, are in excess of two hundred fifty thousand dollars ($250,000.00) without prior approval by the Band Assembly.

(b) **Tax Revenue.** All tax revenue collected by Corporate Ventures or Non-Gaming Businesses shall not be distributed or used for any purpose other than that expressly provided for by appropriation of the Band Assembly.

(c) **Employment Information.** Corporate Ventures, on behalf of all Non-Gaming Businesses, shall submit a combined report to the Band Assembly detailing the specific budgeted dollar amount for each of the top 25 positions, vacant or filled, of every business entity and shall report a dollar value in the aggregate for all the remaining positions of the business entities no later than March 1 of every year. Bonus amounts for each of the top positions shall also be included in this report.

(d) **Prohibited Projects.** Corporate Ventures and Non-Gaming Businesses shall not use funds for any business activity, purpose, or venture that is illegal or inconsistent with the values of the Band.

(e) **Band Member Development.** The professional and personal development of Band members is a priority of the Band. As such, Non-Gaming Businesses shall:

(1) Work with Band Member Development Advocates and TERO Representatives, who are employees of the Band, at each Non-Gaming Business to ensure Band members are given opportunities for employment and professional growth in order to increase Band member self-esteem and career progression.

(2) Increase Band Member employment, retention, promotion, and training opportunities by ten percent (10%) on a combined aggregate basis across all Non-Gaming Businesses from October 1, 2016 to September 30, 2017, and every year thereafter.

(3) Implement measurable and sustainable Band Member development goals.

(4) Create and implement a Band Member succession plan for management positions.

(5) Submit monthly reports to Band Member Development Advocates and TERO Representatives that includes statistics on the number of Band members hired, working positions, training opportunities and results, and promotions in the Non-Gaming Businesses. Band Member Development Advocates and TERO Representatives shall then provide quarterly reporting to the Band Assembly.

(f) Human Resources and departmental management shall be responsible and held accountable to ensure all Band Member goals and promotion opportunities in paragraph (e) are routine and applied on a consistent basis. Human Resources and departmental management may be re-structured if these goals are not consistently met.

(g) Failure to meet the requirements of this Subchapter will result in fines levied by the Secretary-Treasurer, or withholding of funds.

Section 2. Amending Title 16, chapter 2, subchapter 2, section 1101.

§ 1101. Purposes.

(a) A corporation may be incorporated under this chapter for any business purpose or purposes, unless some other statute of Band requires incorporation for any of those purposes under a different law. Unless otherwise provided in its articles, a corporation has general business purposes.

(b) A corporation may also be incorporated under this chapter as a Corporate Body Politic. A Corporate Body Politic shall be the same in all respects as any other corporation incorporated under this chapter except that:

(1) Such Corporate Body Politic shall also be a political subdivision of the Band conferred with all privileges and immunities contained as such; and

(2) Such Corporate Body Politic will have members instead of shareholders. The members shall consist of the Chief Executive, the Speaker of the Band Assembly, and the District Representatives of Districts 1, 2 and 3. These individuals shall serve as members in their official capacity as elected leaders of the Mille Lacs Band of Chippewa Indians.

(3) There shall be no voting rights for the members.

(4) A shareholder shall have the right to be heard by the board of any Corporate Body Politic upon written request to the board or the corporate CEO. The right to be heard shall include the right to address the board at a board meeting.

(5) Members shall have an absolute right, upon written demand, to examine and copy, in person or by a legal representative, at any reasonable time, and the corporation shall make available, within three (3) days of receipt by the corporation of the written demand, any document available to the highest-ranking corporate or Band officer, official, or employee, provided the document is not directly related to pending or ongoing litigation and protected by attorney-client confidentiality.

(6) Members have a right to bring direct lawsuits and derivative lawsuits in equity in the Court of Central Jurisdiction when a director or officer of the Corporate Body Politic or its subsidiaries or affiliates breaches a duty or violates Band law or corporate bylaws or charters and causes actual injury. The responded in such claims shall not raise the defense of sovereign immunity, nor shall they file counterclaims.

~~(3)~~(7) The members shall have the power to appoint or delegate the appointment of the board of director of such Corporate Body Politic in accord with applicable Band Statutes.

~~(4)~~(8) Incorporators shall not be required for the Corporate Body Politic. The Corporate Body Politic shall be established in accord with Band Statute, or as delegated by Band Statute.

~~(5)~~(9) Any revenues from whatever source derived by such a Corporate Body Politic shall inure to the Mille Lacs Band of ~~Chippewa Indians~~Ojibwe to be allocated for governmental purposes and the general welfare of the Mille Lacs Band people, according to a net revenue allocation schedule to be enacted by the Band.

~~(6)~~(10) Such Corporate Body Politic shall not be required to pay any fees listed in this chapter.

Section 3. Repealing Ordinance 04-15.

Ordinance 04-15 is hereby repealed.

EFFECTIVE DATE. This bill shall take effect one year after the signature by the Chief Executive, or lack of a veto, as provided in 3 MLBS § 17.