



**SHINGLE SPRINGS BAND OF MIWOK INDIANS**

Shingle Springs Rancheria, (Verona) Tract, California  
5281 Honpie Road, Placerville CA 95667  
P.O. Box 1340, Shingle Springs CA 95682  
(530) 676-8010 office; (530) 676-8033 fax

**RESOLUTION 2015-77**

**SUBJECT: APPROVAL OF AMENDMENTS TO THE BUSINESS DEVELOPMENT CORPORATION BYLAWS.**

**WHEREAS**, the Shingle Springs Band of Miwok Indians (the “Tribe”) is a federally recognized Indian tribe eligible for the special programs and services provided by the United States to Indians because of their status as Indians and is recognized as possessing powers of self-government; and

**WHEREAS**, the Shingle Springs Tribal Council is the duly-elected governing body of the Tribe and is authorized to act on behalf of the Tribe; and

**WHEREAS**, the Tribe, on May 24, 2012 approved resolution 2012-43 ratifying the Federal Charter of Incorporation for Shingle Springs Band of Miwok Indians Development Corporation issued pursuant to 25 USC § 477, appointing a Board of Directors and ratifying by-laws for the Board of Directors; and

**WHEREAS**, the Tribal Council now desires to amend the Business Development Corporation Bylaws in order to change the number of Directors from five (5) to seven (7), to establish five (5) year terms for all Directors, and to require yearly background checks for all Directors; and

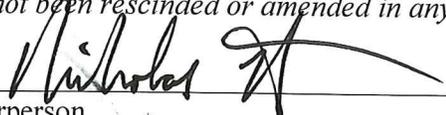
**WHEREAS**, the Tribal Council has reviewed the attached Amended Business Development Corporation By-Laws and finds that they are acceptable to the Tribe.

**NOW, THEREFORE, BE IT RESOLVED** that the Tribal Council hereby approves the attached “Business Development Corporation By-Laws” as the bylaws of the Shingle Springs Business Development Corporation Board, and delegates the Chairman the authority to execute any and all documents and agreements necessary as may be required to give effect to the transactions, herein contemplated, and to take such other actions as may hereby be necessary and appropriate to carry out the obligations there under.

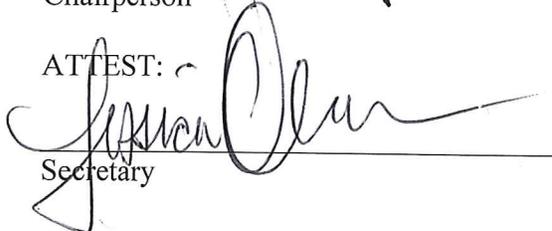
**BE IT FURTHER RESOLVED** that this resolution shall take effect immediately.

**CERTIFICATION**

*As a duly-elected official of the Shingle Springs Band of Miwok Indians, I do hereby certify that, at a meeting duly called, noticed, and convened on the 17th day of December, 2015 at which time a quorum of 7 was present, this resolution was duly adopted by a vote of 5 FOR, 0 AGAINST, 2 ABSTAINED, and said resolution has not been rescinded or amended in any form.*

  
\_\_\_\_\_  
Chairperson

December 17, 2015  
Date

ATTEST:  
  
\_\_\_\_\_  
Secretary

December 17, 2015  
Date



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### **BUSINESS DEVELOPMENT CORPORATION BY-LAWS**

#### **ARTICLE I. OFFICE**

##### **SECTION 1.**

(A) The principal office of the Corporation in the State of California shall be located at the Shingle Springs Band of Miwok Indians' Rancheria, California. The Corporation may have such other offices, either within or without the State of California, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

(B) The registered office of the Corporation is required to be maintained in the State of California and may be, but need not be, identical with the principal office in the State of California. The Board of Directors may change the address of the registered office.

#### **ARTICLE II. SHAREHOLDER**

##### **SECTION 1.**

Regular meetings. The regular meetings of the Shareholder shall be held twice annually and no later than the 30th day of January and the 30th day of July of each year for the purpose of electing Directors and the transaction of any business that may come before said meeting. If the election of Directors shall not be held on the date scheduled for any regular meeting of Shareholder, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Shareholder as soon thereafter as is convenient.

##### **SECTION 2.**

Special Meetings. Special meetings of the Shareholder, for any purpose or purposes, unless otherwise prescribed by applicable law, may be called by the Shingle Springs Band of Miwok Indians' Tribal Council ("Tribal Council") or a majority of the Directors upon ten (10) days' notice to the Corporation or the Shareholder respectively, such notice to contain a statement of the business to be transacted at such meeting, and to be served personally or sent through the Post Office, addressed to the Chairman of the Board or Chairman of the Tribe of respectively; but at any meeting of the Tribal Council at which a quorum of the Tribal Council is present, the giving of notice as described above may be dispensed with. Any business in addition to that specified in the notice of the meeting may be transacted at any special meeting of the Shareholder with the consent of the Tribal Council.

### **SECTION 3.**

At all meetings of the Shareholder, whether a regular meeting or a special meeting, the Tribal Council shall sit in its capacity as the representative of the sole Shareholder of the Corporation and not in its governmental capacity as the governing body of Shingle Springs Band of Miwok Indians.

### **SECTION 4.**

The Chairman of the Board or the Vice-Chairman of the Board, in the Chairman's absence, shall preside over the Shareholder's meetings.

## **ARTICLE III. BOARD OF DIRECTORS**

### **SECTION 1.**

Management Authority. The business affairs of the Corporation shall be managed exclusively by its Board of Directors ("Board"). The Shingle Springs Band of Miwok Indians ("Tribe") shall have no authority to direct the business affairs of the Corporation, except through its status as the sole Shareholder of the Corporation and as provided in the Charter of Incorporation.

### **SECTION 2.**

(A) Board Number. The initial Board shall consist of seven (7) Directors elected by the Tribal Council, but the number of Directors may thereafter be increased or decreased at any time by a duly adopted resolution of the Shareholder. The Board shall elect a Chairman and Vice-Chairman from its membership, who shall not be otherwise employed by the Corporation. The Chairman of the Board of Directors ("Chairman") shall preside at Board meetings. The Vice-Chairman of the Board of Directors ("Vice-Chairman") shall assume the duties of the Chairman in the absence of the Chairman.

(B) The Secretary of the Corporation shall serve as Secretary of the Board, but is not a member of the Board, shall not vote, and shall not count as a Board member when determining a quorum.

### **SECTION 3.**

(A) Board Elections. Elections shall be held at the first regular meeting of the Shareholder each year. Nominations shall be made from the floor until nominations cease. If more nominations are made and seconded than the number of positions to be filled, the Directors shall be elected by written ballot. Each member of the Tribal Council present shall vote for the number of nominees that is equal to the number of open positions. The person receiving the highest number of votes shall fill the first open position, the person receiving the second highest number of votes shall fill the second open position and so forth until all the positions are filled. The Directors so elected, along with those Directors whose terms have not expired, shall constitute the Board of Directors for the ensuing year.

(B) Background Test. All Board members, excluding individuals 17 years old and younger, must submit to a background test upon appointment to the Board and in January of every year and may not serve on the Board if they have been convicted of any felonies or crimes of fraud against the Tribe within the last five years.

#### **SECTION 4.**

Term of Office. The Directors shall serve staggered five (5) year terms, which shall begin on the third Saturday in February. Following approval of these Bylaws by the Tribal Council, all current Directors' terms will be for the length of time outlined in Tribal Council Resolution 2015-85.

#### **SECTION 5.**

(A) Duties of Directors. The Board of Directors shall manage the general affairs and business of the Corporation. The Directors shall in all cases act as a Board, regularly convened, by a majority vote, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, but not inconsistent with the Charter of Incorporation, these Bylaws and applicable tribal or federal law.

(B) Written reports of the financial and operating condition of the Corporation, including the assets and liabilities of the Corporation and the official actions of the Corporation's officers, shall be provided to the Shareholder quarterly by the Chairman of the Board. The Board of Directors shall exercise diligence in verifying the accuracy of the information submitted to the Board by the officers of the Corporation and by the Board of Directors to the Shareholder.

(C) A Director shall perform his duties as a Director in good faith, in a manner the Director believes to be in or not opposed to the best interests of the Corporation, and with such care as an ordinarily prudent person would use under similar circumstances in a like position. In performing such duties a Director shall be entitled to rely on factual information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (1) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (2) Legal counsel, public accountants or other persons as to matters which the Director reasonably believes to be within such person's professional or expert competence; or
- (3) A committee of the Board upon which the Director does not serve, duly designated in accordance with a provision of the bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence, but the Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

#### **SECTION 6.**

Directors' Meetings. Regular meetings of the Board of Directors shall be held immediately following the first regular meeting of the Shareholder to elect officers of the Board and the

Corporation. Special meetings of the Board of Directors may be called by the Chairman of the Board or the President of the Corporation at any time, and shall be called by the President or the Secretary upon the request of the Tribal Council or of two (2) Directors.

#### **SECTION 7.**

Notice of Meetings. Notice of meetings, other than the regular meetings shall be given by service upon each Director in person, or by mailing to the last known post office address of the Director, at least ten (10) days before the date therein designated for such meeting, including the day of mailing, of a written or printed notice thereof specifying the time and place of such meeting, and the business to be brought before the meeting. No business other than that specified in such notice shall be transacted at any special meeting. However, at any meeting at which every elected member of the Board of Directors shall be present, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

#### **SECTION 8.**

Quorum. At a meeting of the Board of Directors, a majority of the official Board members present shall constitute a quorum for the transaction of business; but in the event of a quorum not being present, a lesser number may adjourn the meeting from time to time without further notice.

#### **SECTION 9.**

Voting. At a meeting of the Board of Directors, each Director shall have one vote. A majority vote of a quorum of the Board of Directors carries any issue.

#### **SECTION 10.**

Vacancies. Whenever any vacancy shall occur in the Board of Directors by death, resignation, removal or otherwise, the same shall be filled without undue delay by the Shareholder at a special meeting which shall be called for that purpose. Such election shall be held within sixty (60) days after the occurrence of such vacancy. The person so chosen shall hold office until the next regular meeting or until a successor shall have been chosen at a special meeting of the Shareholder.

#### **SECTION 11.**

Resignation and Removal of Directors. Any Director may resign at any time by giving written notice to the Chairman of the Board, and such resignation shall be effective on the date specified in the notice. Any one or more of the Directors may be removed with or without cause at any time by a vote of the Tribal Council acting as the Shareholder's representative at any special meeting called for that purpose, or at the regular meetings. Just cause for dismissal includes serious misconduct, missing any two consecutive meetings, or a total of four (4) meetings in any one-year period without being excused for a good cause, or repeatedly arriving late and /or leaving early without good reason.

## **SECTION 12.**

Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless such dissent shall be entered in the minutes of the meeting or unless the Director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

## **SECTION 13.**

(A) Meeting Options. Except as otherwise restricted by these Bylaws, members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board or committee by means of a conference telephone call or similar communications equipment by which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

(B) Except as otherwise restricted by these Bylaws, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors, and the consent shall have the same effect as a unanimous vote.

## **SECTION 14.**

Qualifications of Directors.

(A) Each Director shall possess the level of business experience and expertise determined by the Tribal Council as representatives of the Shareholder to be necessary to carry out the duties of a Director and to contribute to the ability of the Corporation to achieve the purposes for which its Charter of Incorporation was issued.

(B) Directors shall not be officers or employees of the Corporation.

(C) No more than one (1) member of the Tribal Council is eligible to serve as a Director of the Corporation at any one time, as provided in the Charter of Incorporation and these Bylaws.

(D) Employees of the Bureau of Indian Affairs or other federal agencies are eligible to serve as a Director during the time of such employment.

## **SECTION 15.**

Conflicts of Interest. Directors of the Corporation shall avoid any conflict of interest and shall not engage in any activity that would constitute a conflict of interest with the Corporation, including business dealings with the Corporation that would result in enrichment of the Director other than

as authorized by Article XI(S) of the Charter of Incorporation (regarding Compensation and Per Diem).

Should a conflict of interest develop for a Director, he or she shall state the conflict in writing to the Chairman of the Board, with a copy to the Chairman of the Tribal Council. If the conflict cannot be avoided to the satisfaction of the Chairman of the Board and Chairman of the Tribal Council, the Director shall immediately resign. In the event of a potential conflict of interest, a Director shall recuse himself or herself from any vote involving the potential conflict of interest.

## **ARTICLE IV. OFFICERS**

### **SECTION 1.**

Number and Positions. When appointed by the Board, the officers of this Corporation shall be the President, Vice-President, Secretary, and Treasurer. Officers of the Corporation shall not be members of the Board of Directors. None of the offices may be held by the same person. The Board of Directors may by resolution recommend that the Shareholder's representative add additional officer positions at any time and, if positions are so added by the Shareholder, thereafter the Board may appoint persons to fill such positions until the annual election is held as provided in the Charter of Incorporation. In lieu of officers of this Corporation, the Board may appoint a Business Committee to fulfill the duties of the Officers. The Business Committee may be employees of the Tribe and may not be compensated for their service.

### **SECTION 2.**

Election. All officers of the Corporation shall be elected annually by the Board of Directors at its meeting held immediately after the first regular meeting of Shareholder, and shall hold office for the term of one year or until their successors are duly elected.

### **SECTION 3.**

(A) Initially, the Board will appoint a Business Committee to draft all necessary Corporate papers, etc. This Committee will report directly to the Board.

(B) Initial Officers. The initial officers of the Corporation shall be appointed by the Board upon ratification of the Charter of Incorporation by the Tribal Council.

### **SECTION 4.**

Duties of Officers. The duties and powers of the corporate officers, once appointed, shall be as follows:

(A) President

(1) The President shall attend all meetings of the Board of Directors and Shareholder.

- (2) The President shall present a report of the condition of the business of the Corporation at each regular meeting of the Shareholder and Directors.
- (3) The President shall cause to be called regular and special meetings of the Directors in accordance with Article III of these Bylaws.
- (4) The President shall sign and make, or approve the signing and making by the Secretary of, all contracts and agreements in the name of the Corporation which are less than \$5,000.00 in amount and see that they are properly carried out. All contracts in an amount of \$5,000.00 or more shall be approved by the Board of Directors prior to execution. The President shall see that the books, reports, statements and certificates required by any applicable law are properly kept, made and filed according to law.
- (5) The President shall sign all certificates of stock, notes, drafts or bills of exchange, warrants or other orders for the payment of money duly drawn by the Treasurer.
- (6) The President shall enforce these Bylaws and perform all the duties incident to the position and office, and which are required by law.

(B) Vice-President

- (1) The Vice-President shall, in the absence of the President, perform the duties of the President.
- (2) The Vice-President shall perform such other duties as the President may delegate to the Vice -President from time to time.

(C) Secretary

- (1) The Secretary shall keep the minutes of meetings of the Board of Directors and of the Shareholder in appropriate books.
- (2) The Secretary shall give and serve all notices required to be given by the Corporation. The Secretary shall be custodian of the records of the Corporation and of the corporate seal, and affix the latter when required.
- (3) The Secretary shall keep the stock and transfer books in the manner prescribed by law, so as to show at all times the amount of common and preferred stock, the manner and the time the same was paid in, the names of the owners thereof, their mailing address, the number of shares owned, the time at which they became such owner, and the amount paid thereon; and keep such stock and transfer books open daily during business hours at the office of the Corporation, subject to the inspection of the Shareholder of the Corporation, and permit such Shareholder to make extracts from said books to the extent and as prescribed by law.
- (4) The Secretary shall sign all certificates of stock.

- (5) The Secretary shall present to the Board of Directors at their stated meetings all communications addressed to the Secretary officially by the President or any officer or Shareholder of the Corporation. The Secretary shall attend to all correspondence and perform all the duties incident to the office of the Secretary.

(D) Treasurer

- (1) The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Corporation, and deposit any such funds in the name of the Corporation in such bank or banks, trust company or trust companies or safe deposit vaults as the Board of Directors may designate.
- (2) The Treasurer shall sign, make and endorse in the name of the Corporation, all checks, drafts, warrants and orders for the payment of money and pay out and dispose of same and receipt therefor, under the direction of the President or the Board of Directors.
- (3) The Treasurer shall exhibit at all reasonable times the books of account to any Director or the Shareholder of the Corporation upon application at the office of the Corporation during business hours.
- (4) The Treasurer shall render a statement of the condition of the finances of the Corporation at each regular meeting of the Board of Directors, and at such other times as shall be required, and a full financial report, at the first regular meeting of the Shareholder each year.
- (5) The Treasurer shall keep at the office of the Corporation, correct books of account of all its business and transactions and such other books of account as the Board of Directors may require.
- (6) The Treasurer shall do and perform all duties pertaining to the office of Treasurer.

**SECTION 5.**

Other Duties. The officers shall perform any other functions directed by the Board of Directors.

**SECTION 6.**

Vacancies. How Filled. All vacancies, in any office, shall be filled by the Board of Directors without undue delay, at any regular or special meeting called for that purpose for the unexpired portion of the term.

**SECTION 7.**

Compensation of Officers. The officers shall receive such expense reimbursements, salary, and/or compensation as may be determined by the Board of Directors and approved by the Tribal Council once the Corporation is funded.

**SECTION 8.**

(A) Resignation and Removal of Officers. Any officer may resign at any time by giving written notice to the Chairman of the Board of Directors, and such resignation shall be effective on the date specified in the notice.

(B) Any one or more of the officers may be removed either with or without cause, at any time by a vote of the Board of Directors, at any special meeting called for that purpose, or at a regular meeting.

**ARTICLE V. SEAL**

The seal of the Corporation shall be as follows:

SHINGLE SPRINGS BAND OF MIWOK INDIANS BUSINESS DEVELOPMENT CORPORATION

**ARTICLE VI. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**SECTION 1.**

Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**SECTION 2.**

Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**SECTION 3.**

Checks. Drafts. Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

#### **SECTION 4.**

Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### **ARTICLE VII. CERTIFICATES OF STOCK**

##### **SECTION 1.**

Description of Stock Certificates. The certificates of stock shall be numbered and registered in the order in which they are issued. They shall be bound in a book and shall be issued in consecutive order therefrom, and in the margin thereof shall be entered the name of the person owning the shares therein represented, with the number of shares and the date thereof. They shall be signed by the President, and countersigned by the Secretary and sealed with the seal of the Corporation.

##### **SECTION 2.**

(A) Transfer of Stock. The stock of the Corporation may be transferred only with the consent or approval of the Shingle Springs Band of Miwok Indians, reflected in a duly adopted resolution of the Tribal Council, passed in accordance with the laws of the Tribe and the Charter of Incorporation, and approved by the Secretary of the Interior.

(B) If so approved, the stock of the Corporation shall be assigned and transferable on the books of the Corporation only by the person in whose name it appears on said books, or that persons' legal representative. In case of transfer by attorney, a power of attorney, duly executed and acknowledged, shall be deposited with the Secretary.

(C) In all cases of transfer, the former certificate must be surrendered and canceled before a new certificate can be issued.

(D) No transfer shall be made upon the books of the Corporation within ten (10) days next preceding the annual meeting of the Shareholder.

#### **ARTICLE VIII. DIVIDENDS**

The Board of Directors shall prepare and present to the Tribal Council for approval a plan to utilize surplus profits for corporate expansion and preservation and to pay dividends. All dividends declared by the Board of Directors shall be paid to the Shingle Springs Band of Miwok Indians as the sole Shareholder of the Corporation. No distribution of dividends may be made if either:

(A) The Corporation would not be able to pay its debts as they become due in the usual course of business, or

(B) The Corporation's total assets would be less than the sum of its total liabilities.

## **ARTICLE IX. CLAIMS AGAINST THE CORPORATION**

### **SECTION 1.**

Privileges and Immunities. The Corporation is an instrumentality of the Tribe of the Shingle Springs Band of Miwok Indians and is entitled to all of the privileges and immunities of the Tribe, except as provided in Article XVI of the Charter of Incorporation.

### **SECTION 2.**

Waiver of Sovereign Immunity. The Corporation is authorized to waive, as provided in Article XVI of the Corporate Charter, any defense of sovereign immunity from suit the Corporation, its directors, officers, employees or agents may otherwise enjoy under applicable federal, state or tribal law, arising from any particular agreement, matter or transaction as may be entered into, to further the purposes of the Corporation, and to consent to suit in state and/or federal court. The Corporation is authorized to designate United States federal courts to be among the courts of competent jurisdiction for all matters related to the Small Business Administration's programs including but not limited to 8(a) Program Participation, loans, advance payments and contract performance.

### **SECTION 3.**

Waiver of Exhaustion of Tribal Remedies. The Corporation is authorized to waive, as provided in Article XVI of the Corporate Charter, any defense the Corporation, its directors, officers, employees or agents may otherwise assert that federal, state or tribal law requires exhaustion of tribal court remedies prior to suit against the Corporation in a state or federal court otherwise having jurisdiction over the subject matter and the parties.

### **SECTION 4.**

Waiver Requirements. Any waiver by the Corporation authorized by Article XVI of the Corporate Charter shall be in the form of a resolution duly adopted by the Board of Directors, a copy of which resolution shall be mailed to the Shareholder's representative but the resolution shall not require the approval of the Shingle Springs Band of Miwok Indians or the Secretary of the Interior. The resolution shall identify the party or parties for whose benefit the waiver is granted, the transaction or transactions and the claims or classes of claim for which the waiver is granted, the property of the Corporation which may be subject to execution to satisfy any judgment which may be entered in the claim, and shall identify the court or courts in which suit against the Corporation may be brought. Any waiver shall be limited to claims arising from the acts or omissions of the Corporation, its directors, officers, employees or agents, and shall be construed only to affect the property and income of the Corporation.

### **SECTION 5.**

No Waiver of Tribe's Sovereign Immunity. Nothing in these Bylaws, and no waiver of the Corporation's sovereign immunity shall be construed as a waiver of the sovereign immunity of the

Shingle Springs Band of Miwok Indians or any other instrumentality of the Shingle Springs Band of Miwok Indians, and no such waiver by the Corporation shall create any liability on the part of the Shingle Springs Band of Miwok Indians or any other instrumentality of the Tribe of Shingle Springs Band of Miwok Indians for the debts and obligations of the Corporation, or shall be construed as a consent to the encumbrance or attachment of any property of the Shingle Springs Band of Miwok Indians or any other instrumentality of the Shingle Springs Band of Miwok Indians based on any action, adjudication or other determination of liability of any nature incurred by the Corporation.

## **SECTION 6.**

No State Jurisdiction to Regulate or Tax. Nothing in these Bylaws, and no action taken by the Corporation pursuant to its Corporate Charter, shall be construed as permitting, recognizing, or granting the State of California or local government any regulatory jurisdiction or taxing jurisdiction over the property or activities of the Corporation or its employees located within the boundaries of the Shingle Springs Band of Miwok's Indian country.

## **ARTICLE X. AMENDMENTS**

These Bylaws may be altered, amended, or added to by an affirmative vote of the Board of Directors at any regular meeting or at a special meeting called for the purpose, provided that written notice shall have been sent to each member of the Board at the last known mailing address, at least ten (10) days before the date of such regular or special meeting which notice shall state the alteration, amendments, or changes which are proposed to be made in such Bylaws. Only such changes as have been specified in the notice shall be made. If, however, all Board members shall be present at any regular or special meeting, these Bylaws may be amended by a unanimous vote, without any previous notice.

## **ARTICLE XI. WAIVER OF NOTICE**

Whenever any notice is required to be given to any Director, a waiver thereof in writing signed by the person entitled to notice is equivalent to the giving of the notice. The attendance of a Director at a meeting constitutes waiver of notice of the meeting except when attendance is for the sole purpose of objecting because the meeting is not lawfully called or convened.

## **ARTICLE XII. MISCELLANEOUS PROVISIONS**

### **SECTION 1.**

Fiscal Year. The fiscal year of the Corporation shall be from January 1 to December 31, unless a different fiscal year is established by resolution of the Board of Directors.

### **SECTION 2.**

Personnel. At the recommendation of the President, the Board of Directors shall establish personnel policies and procedures appropriate for the business operations of the Corporation.

Employees of the Corporation shall not be considered to be employees of the Tribe, and any Personnel Code of the Tribe shall not apply to employees of the Corporation.

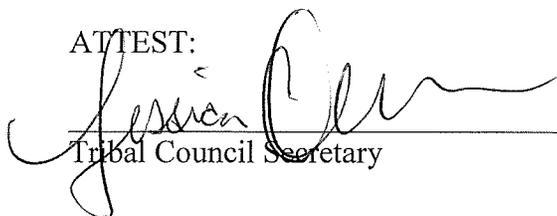
*CERTIFICATION*

*As a duly-elected official of the Shingle Springs Band of Miwok Indians, I do hereby certify that, at a meeting duly called, noticed, and convened on December 17, 2015, at which time a quorum of 7 was present, these By-laws were duly adopted by a vote of 5 FOR, 0 AGAINST, 2 ABSTAINED, and said By-laws have not been rescinded or amended in any form.*

  
\_\_\_\_\_  
Tribal Council Chairperson

December 17, 2015  
Date

ATTEST:

  
\_\_\_\_\_  
Tribal Council Secretary

December 17, 2015  
Date