

**RESOLUTION OF THE
NAVAJO NATION COUNCIL**

23rd NAVAJO NATION COUNCIL -- Fourth Year, 2018

AN ACT

RELATING TO RESOURCES AND DEVELOPMENT AND NAABIK'ÍYÁTI' COMMITTEES, AND THE NAVAJO NATION COUNCIL; AMENDING 5 N.N.C. § 1707, NAVAJO NATION GAMING ENTERPRISE BOARD COMPOSITION, QUALIFICATION AND CONFIRMATION

BE IT ENACTED:

SECTION ONE. AUTHORITY

- A. The Navajo Nation Council established the Resources and Development Committee (RDC) as a Navajo Nation Council standing committee and as such empowered RDC to establish policies and legislation appropriate for the Navajo Nation Gaming Enterprise. 2 N.N.C. §§ 500 (A), (C) (5) see also CO-45-12.
- B. The Navajo Nation Council established the Naabik'iyáti' Committee as a Navajo Nation Council standing committee and as such proposed legislation that requires final action by the Navajo Nation Council shall be assigned to the Naabik'iyáti'' Committee. 2 N.N.C. §§ 164 (A) (9), 700 (A) (2012) see also CO-45-12.
- C. The Navajo Nation Council must review and approve enactments or amendments of positive law. 2 N.N.C. § 164 (A) (2012) see also CO-45-12.

SECTION TWO. FINDINGS

- A. The Navajo Nation established a Navajo Nation Gaming Enterprise as a tribal gaming enterprise of the Navajo Nation for the purpose of conducting gaming operations within the Navajo Nation under the Indian Gaming Regulatory Act of 1988, Navajo Gaming Ordinance, and the gaming compacts entered into between the Navajo Nation and any State, and to generate gaming revenues and provide a fair return to the Navajo Nation in accordance with the Indian Gaming Regulatory Act, Navajo Gaming Ordinance, and other applicable laws of the Navajo Nation. See 5 N.N.C. §§ 1701 and 1703.
- B. The Navajo Nation Gaming Enterprise's business and affairs shall be overseen exclusively by its Board of Directors. In general, the Board of Directors shall be responsible for

establishing overall policies and objectives for the management of the affairs and assets of the Enterprise and for periodically reviewing and evaluating management results. See 5 N.N.C. § 1707.

- C. The Navajo Nation Gaming Enterprise Board of Directors is composed of nine (9) individuals of which at least one director shall be a Certified Public Accountant; at least one member shall possess a Juris Doctorate; one member shall have experience in gaming management or gaming operations; and at least, five members be enrolled members of the Navajo Nation to represent each of the five agencies. See 5 N.N.C. § 1707(B)(D).
- D. In the past 12 years Indian Gaming, particularly Navajo Gaming, has grown into a multi-state, multi-million dollar industry with substantial contributions to the Navajo Nation in terms of support for Navajo Chapters and employment for hundreds of Navajo members with a five-fold benefit for Navajo families.
- E. In order to foster growth and economic development, the Navajo Nation has provided significant capital to its gaming industry. This investment warrants a commitment of knowledgeable, experience, and grounded leaders who have the educational and professional background to fully understand the nuances of the gaming industry and to establish a path that is best for the Navajo Nation and will protect Navajo investment and employment.
- F. Any member of the current Navajo Nation Gaming Enterprise Board of Directors may, upon expiration of such member's current appointment term, apply for a subsequent term in accordance with the amendments to the qualifications and composition of Navajo Nation Gaming Enterprise that are herein enacted.
- G. It is in the best interest of the Navajo Nation's future in the gaming industry that amendments be made to 5 N.N.C. § 1707 regarding the composition and qualification criteria for the members of the Navajo Nation Gaming Enterprise Board.

SECTION THREE. AMENDMENTS TO TITLE 5, N.N.C. § 1707

The Navajo Nation hereby amends Title 5, Navajo Nation Code, Commerce and Trade, as follows:

NAVAJO NATION CODE ANNOTATED
TITLE 5. COMMERCE AND TRADE
CHAPTER 9. NAVAJO NATION ENTERPRISES
SUBCHAPTER 7. NAVAJO NATION GAMING ENTERPRISE

§ 1707. Board of directors and officers; number; appointment; composition term, removal and compensation.

- A. Oversight authority. The business and affairs of the Enterprise shall be overseen exclusively by its Board of Directors. In general, the Board of Directors shall be responsible for establishing overall policies and objectives for the management of the affairs and assets of the Enterprise and for periodically reviewing and evaluating management results.
- B. Number. The Board of Directors shall consist of nine members. The Board shall select from among its membership a Chairperson, Vice Chairperson, and Secretary/Treasurer. The Chairperson shall preside at meetings of the Board and shall act on behalf of its Board with such authority as is conferred by the Board. The Chairperson shall not vote on any matter voted on by the Board of Directors unless there is a tie. The Vice Chairperson shall act in the Chairperson's absence. The Secretary/Treasurer shall arrange the meetings of the Board, keep minutes of the Board meetings, send notices of meetings to the Board members, maintain the record of the Board, and prepare correspondence and documents for the Board and its members.
- C. Board of Directors selection. The Navajo Nation's Department of Personnel Management shall receive and assess all applications of potential members. The Department of Personnel Management shall refer all qualified applicants to the President of the Navajo Nation. The President of the Navajo Nation shall select Board members. Such selections are subject to confirmation by the ~~Navajo Nation Council~~ Naabik'iyáti' Committee.
- D. Composition. At least one ~~director member~~ member shall be a Certified Public Accountant; at least one member shall possess a Juris Doctorate; at least ~~one~~ two members shall have a preference of 12 years executive level management, minimum of 7 years experience in mid-level gaming management or gaming operations; and at least five members be enrolled members of the Navajo Nation ~~to represent each of the five agencies.~~

- E. Quorum. The presence of five members of the Board shall constitute a quorum for transacting any business. The act of the majority of the members present and voting at a meeting at which a quorum is present shall be the act of the Board. All actions, with the exception of procedural motions, shall be recorded and documented in written resolutions certified by the presiding Chairperson.
- F. Vacancies. In the event a vacancy occurs in the Board of Directors, the vacant position shall be filled in the manner set forth in Subsection (C) of this Section. A director selected to fill a vacancy shall serve the remaining term of his/her predecessor.
- G. Qualifications. At all times the nominees and the Directors shall possess the following qualifications:
1. Shall have demonstrable knowledge of Class II and Class III gaming operations and ~~or~~ significant work experience in the gaming industry;
 2. Shall be at least twenty five (25) years of age;
 3. Shall possess a bachelors and/or graduate degree, preferably in finance, accounting, marketing, economics, management, law or related fields;
 4. Shall have a minimum of seven (7) years mid-level management experience; preferred experience will take into account 12 years of mid-level or executive management experience;
 - 4.5. Shall not be a board member of a Navajo Nation owned corporation, enterprise or authority; and
 - 5.6. Shall not be a public official or public employee of the Navajo Nation.
- H. Licensure. Each appointee for the position of the Board of Directors of the Enterprise shall obtain a Gaming Facility Operator's License from the Gaming Regulatory Office before submission of the appointment to the ~~Navajo Nation Council~~ Naabik'iyáti' Committee for confirmation. The appointee shall obtain a Gaming Facility Operator's License within ninety (90) days of the appointment. Each member of the Board of Directors shall maintain a Gaming Facility Operator's License from the Gaming Regulatory Office.
- I. Term of office. Directors shall be appointed for four (4)-year staggered terms and shall hold office until the qualification and selection of their successors. The

initial Board of Directors shall be divided into three groups. The first group of three shall serve for two (2) years, the second group of three shall serve for three (3) years, and the third group of three shall serve four (4) years. Thereafter, all terms shall be for four (4) years.

- J. Discretionary removal. Any Director may be removed at a duly called meeting of the Board of Directors, by a majority vote of the full membership of the Board of Directors, for just cause. Just cause includes, but is not limited to: failure to attend three consecutive meetings of the Board, or an inability to fulfill the duties of a Director.
- K. Automatic removal. Any Director shall be automatically removed for the following: failure to maintain a Gaming Facility Operator's License, death, submission of resignation, or failure to maintain the qualifications of a Board of Director as set forth in Subsection (G) of this Section.
- L. Compensation. Directors shall receive a quarterly stipend of four thousand five hundred dollars (\$4,500.00) plus expenses for travel and training. Directors shall not receive any other type of compensation for their service, except quarterly stipends for attendance at regular and special meetings of the Board of Directors, and for other official business of the Enterprise.

SECTION FOUR. EFFECTIVE DATE

The amendments enacted herein shall become effective in accord with 2 N.N.C. § 221(B) within one hundred and twenty days after adoption by the Navajo Nation Council and signed into law by the President of the Navajo Nation or Navajo Nation Council override. One hundred and twenty days is sufficient time for selection and confirmation of any members of the Navajo Nation Gaming Enterprise Board of Directors using the amended qualification and composition criteria.

SECTION FIVE. CODIFICATION

The provisions of the Act which amend or adopt new sections of the Navajo Nation Code shall be codified by the Office of Legislative Counsel. The Office of Legislative Counsel shall incorporate such amended provisions in the next codification of the Navajo Nation Code.

Section Six. Savings Clause

Should any portion of the amendment enacted herein be determined invalid by the Navajo Nation Supreme Court, or the District Court of the Navajo Nation, without appeal to the Navajo Nation Supreme Court, those portions not determined invalid shall remain in law of the Navajo Nation.

CERTIFICATION

I, hereby, certify that the foregoing resolution was duly considered by the Navajo Nation Council at a duly called meeting in Window Rock, Navajo Nation (Arizona), at which a quorum was present and that the same was passed by a vote of 13 in favor and 05 opposed, on this 18 day of October 2018.



LoRenzo C. Bates, Speaker
23rd Navajo Nation Council

10/23/18

Date

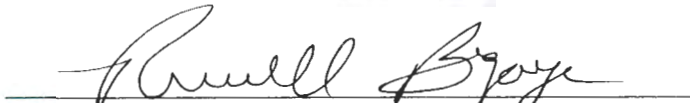
Motion: Honorable Davis Filfred

Second: Honorable Seth Damon

Speaker LoRenzo C. Bates not voting

ACTION BY THE NAVAJO NATION PRESIDENT:

1. I, hereby, sign into law the foregoing legislation, pursuant to 2 N.N.C. §1005, (c)(10), on this 2nd day of November 2018.



Russell Begaye, President
Navajo Nation

2. I, hereby, veto the foregoing legislation, pursuant to 2 N.N.C. §1005 (c)(11), on this _____ day of _____ 2018 for reason(s) expressed in the attached letter to the Speaker

Russell Begaye, President
Navajo Nation

NAVAJO NATION

RCS# 1302

2018 Fall Session

10/18/2018
03:58:05 PM

Amd# to Amd#	Legislation 0122-18: Amending	PASSED
MOT Filfred	5 NNC S 1707, Navajo Nation	
SEC Damon	Gaming Enterprise Board	
	Composition, Qualification...	

Yea : 13

Nay : 5

Excused : 0

Not Voting : 5

Yea : 13

Begay, K
Begay, NM
BeGaye, N
Damon

Daniels
Filfred
Perry

Pete
Shepherd
Slim

Smith
Tsosie
Witherspoon

Nay : 5

Bennett
Brown

Chee

Crotty

Phelps

Excused : 0

Not Voting : 5

Bates
Hale

Jack

Tso

Yazzie