

GU ACHI TRADING POST BOARD BY-LAWS

SECTION 1. ESTABLISHMENT AND POWERS

A. ESTABLISHMENT

The Gu Achi Trading Post Board (*herein "the Board"*) is established pursuant to the Gu Achi District Council Resolution. The Board shall exercise all the powers set forth herein and effective on the date the members of the Board are appointed.

B. POWERS

The Board is empowered and responsible to:

1. All operations of the Gu Achi Trading Post (*herein the Trading Post*).
2. Establish procedures for the manager to effectively manage the Trading Post.
3. Advise the Trading Post Manager on financial prospects to increase the income generated by the Trading Post.
4. Establish process and procedures for the hiring of employees, including advertising, interviewing, hiring and termination/grievance and appeals as outlined in the Employee Policy and Procedures Manual.
5. Presenting quarterly reports to the Gu Achi District Council and the Finance Committee to include and shall be held in closed session:
 - a. Quarterly Profit and Loss Statements.
 - b. Internal processes or changes regarding the Trading Post operations.
 - c. Update on Trading Post matters including new hires.
 - d. Quarterly Manager's Trading Post Update.
 - e. Quarterly Sales Report.
 - f. Trading Post Board Meeting Summary Minutes.
6. Presenting Annual Reports to the Gu Achi District Council and the Finance Committee to include:

- a. Annual Profit and Loss Statements.
 - b. Internal processes or changes regarding the Trading Post operations.
 - c. Update on Trading Post matters including new hires.
 - d. Annual Manager's Trading Post Update.
 - e. Annual Sales Report.
 - f. Annual Balance Sheet, Income Statement, and Statement of Owners Equity.
7. To enter into contracts/agreements that exceeds \$10,000 with other entities to increase the income potential for the Trading Post. Copies of the contracts shall be given to the Trading Post Board Secretary.
8. Abuse of Power:
1. No Board member shall direct or implement policy on behalf of the Trading Post Manager.
 2. No Board member shall manage or direct the Trading Post Manager and/or Staff.

SECTION 2. PLACE OF BUSINESS

1. The principal place of business of the Trading Post shall be at the intersection of Arizona State Route 86 and milepost 92.4 Federal Indian Route 15, in the building and area cleared around the building known as the "Gu Achi Trading Post."
2. And approximately .5 miles south of Santa Rosa village commonly referred to as the "Gu Achi Video Mart."
3. Any other area approved by the Gu Achi District Council.

SECTION 3. GU ACHI TRADING POST BOARD

A. Membership:

1. Composition: The Board shall consist of four (4) members appointed by the Gu Achi District Council. The Trading Post Manager shall be an ex-officio member of the Board.

2. A member of the Board shall not be an elected or appointed official of the Gu Achi District Council.
3. A member of the Board shall not be an elected or appointed official.
4. Only Gu Achi District members are eligible to be appointed to the Board.
5. Board members shall serve a term of four (4) years. Members may be eligible for reappointment upon expiration of their appointment. Members shall continue in office until they are reappointed or until their successor has been appointed. Board members shall serve staggered terms.

B. Removal and Resignation:

1. A Board member may be removed from the Board by either of the following:
 1. By the Gu Achi District Council upon written recommendation by a majority of the Board;
 2. By the Gu Achi District Council for dereliction of duty, malfeasance or misfeasance of office; or any other reasons by the Council for the safety and or intent of the store.
 3. A Board member fails to attend three (3) consecutive meetings without notice to the Board Chairperson
 4. Felony conviction in a competent court of law.
 5. Disclosing confidential information discussed in closed meetings including closed meetings of the Gu Achi District Council.
2. A Board member may resign at any time with a written resignation letter submitted to the District Chairperson. The resignation shall be effective upon the District Chairperson's receipt of the letter.

C. Officers, Powers and Duties:

1. The offices of the Board shall be a Chairperson, Vice Chairperson, and Secretary elected among the members of the Board.

2. Chairperson shall have the following duties:
 - Preside at all meetings of the Board;
 - Call special meetings of the Board;
 - Along with the Vice Chairperson and Secretary, prepare the meeting agenda;
 - Contact person for the Board;
 - Make inquiries on behalf of the Board
 - Authorize/Disapprove the Trading Post Manager's leave request;
 - Conduct the Trading Post Manager's evaluation, in consultation with the Board every six (6) months;
3. Vice Chairperson shall assist the Chairperson in his/her duties and act as Chairperson in the absence of the Chairperson.
4. Secretary shall have the following duties:
 - Provide notice to the Board regarding the regular or special meetings of the Board;
 - Assist the Chairperson in preparing the meeting agenda;
 - Take minutes of the meetings of the Board; and present copies to the Gu Achi District Council for the quarterly reports;
 - Compile and maintain written and/or electronic files of the Board;
 - Performing all clerical duties related to the Board.
 - Reserve meeting space for the Board.
5. Terms of office. Each officer shall serve a two (2) year term.
6. Board Meetings:
 - a. The Board shall be compensated for two regular meetings and one Emergency meeting per month.
 - b. All meetings of the Board shall be open except when there is a need for a closed meeting to address personnel and/or confidential matters related to the Trading Post. Other parties

- deemed relevant to the issue may be included as approved by the Board. All matters addressed in the closed meeting(s) shall be held in confidence by each person in attendance.
- c. At least three (3) members present at a meeting shall constitute a quorum.
 - d. Meetings shall be transacted when a quorum is present within 30 minutes. If there is no quorum established the meeting will be cancelled or postponed.
 - e. The Board shall adopt rules as it may determine necessary for the orderly conduct of business otherwise this will be at the Board Chairperson's discretion.
 - f. Each Board member will be compensated at a set rate approved by the Board for Board meetings attended.
 - g. A Board member attending a meeting on behalf of the Board for more than an hour for a meeting and more than 2 hours for an event may be compensated provided there is proof shown by an agenda or sign-in sheet with the acknowledgement of the Trading Post Manager and verification by the Chairperson of the Board.

7. Amendments:

These By-Laws may be amended with the concurrence of the Gu Achi District Council and the Gu Achi District Policy and Procedures Committee.



Gu Achi District
OF THE
Tohono O'odham Nation



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GU ACHI DISTRICT COUNCIL RESOLUTION
Approving the Amended Gu Achi Trading Post Board By-Laws

Resolution No. 0616-130

- WHEREAS, the Gu Achi District Council established a quorum at a regularly scheduled meeting in the Community of Florence on June 18, 2016 to address issues regarding the District; and
- WHEREAS, the Gu Achi District Council is the governing body of the Gu Achi District pursuant to Article IX, Section 1 and 3 of the Tohono O'odham Nation Constitution; and
- WHEREAS, the Gu Achi District is the owner and operator of the Gu Achi Trading Post; and
- WHEREAS, the District's Finance Committee is charged in recommending financial management of the businesses owned by the Gu Achi District; and
- WHEREAS, the District's Policy & Procedures Committee (*PPC*) is charged with reviewing policies affecting the Gu Achi District; and
- WHEREAS, on November 17, 2012, the Trading Post Board By-Laws were amended (*Resolution #1211-311*); and
- WHEREAS, the Trading Post Interim Board had submitted the revised Trading Post Board By-laws for review; and
- WHEREAS, both the Finance Committee and PPC agreed to forward the revised Board By-laws to the District Council for their review and approval; and
- WHEREAS, the District Council has over the years enacted Resolutions addressing concerns and issues regarding the Gu Achi Trading Post and the Gu Achi Trading Post Board; and
- WHEREAS, the District Council enacts this Resolution to supersede all previously enacted Resolutions regarding the Gu Achi Trading Post.

NOW THEREFORE BE IT RESOLVED THAT, the Gu Achi District Council does hereby approve the amended Gu Achi Trading Post Board By-Laws, a copy of which is attached hereto.

BE IT FURTHER RESOLVED THAT, all previously enacted Resolutions of the Gu Achi District Council regarding the issues and concerns related to the Gu Achi Trading Post are hereby superseded by this Resolution.

CERTIFICATION

The foregoing Resolution was enacted by the Gu Achi District Council on the 18th, day of June 2016 with a vote count of 14, For; 0, Against, and 0, Absent.

GU ACHI DISTRICT COUNCIL


Willard Anita, Chairman

ATTEST


Paul Gonzales, Secretary