

**LAC DU FLAMBEAU BAND OF LAKE SUPERIOR CHIPPEWA INDIANS
TRIBAL CODE OF LAW**

CHAPTER 19-BOARD, COMMISSION, AND COMMITTEE CODE

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HISTORY NOTE:

Adopted March 3, 2026 Resolution No. 73(26).

SUBCHAPTER 19.1 – INTRODUCTION

§ 19.101 Title

This Ordinance shall be known and may be cited as the Board, Commission, and Committee Code of the Lac du Flambeau Band of Lake Superior Chippewa Indians (“Code”).

§ 19.102 Authority

This Code is enacted pursuant to the inherent sovereign authority of the Lac du Flambeau Band of Lake Superior Chippewa Indians and Article VI, § 1(f),(l),(o),(t),(u) of the Tribal Constitution, authorizing the Tribal Council to delegate to subordinate boards, commissions, and committees, to review and authorize such delegations as necessary for the protection of the tribe, and regulate economic and social policy for tribal affairs and to set terms and standards for such bodies.

§ 19.103 Declaration of Policy

It is the policy of the Tribe to involve enrolled tribal members in governance by creating boards, commissions, and committees that advise the Tribal Council, implement programs, and/or exercise delegated decision-making authority consistent with this Code.

§ 19.104 Purpose

The purpose of this Code is to define and distinguish boards, commissions, and committees; to set membership, appointment, term, and bylaw requirements; and to create procedures for formation, operation, records, training, removal, dissolution, and limited waivers of sovereign immunity.

§ 19.105 Territorial Applicability

This Code applies to all subordinate boards, commissions, and committees created by the Tribal Council and operating within the Tribe’s jurisdiction, including reservation lands and off-reservation lands under the Tribe’s purview.

§ 19.106 Effective Date

Except as otherwise stated, this Code is effective upon adoption by the Tribal Council. Existing boards, commissions, and committees shall conform to this Code within 180 days of adoption, unless specified otherwise.

§ 19.107 Interpretation

This Code contains minimum standards. The Code shall be construed in favor of the Tribe and shall not limit other Tribal authority.

§ 19.108 Severability and Non-Liability

If any provision is declared invalid, the remaining provisions remain effective. The Tribe retains sovereign immunity as set out in Subchapter § 19.3.

§ 19.109 Repeal of Inconsistent Tribal Ordinances

All prior or otherwise inconsistent ordinances and resolutions are repealed to the extent of inconsistency.

SUBCHAPTER 19.2 – DEFINITIONS

§ 19.201 General Definitions

1. Board: A permanent decision-making body created by Tribal Council with authority to adopt binding policies or decisions within delegated subject matter and subject to this Code.
2. Commission: A standing or continuing body created to study, advise, regulate, or oversee a specific area, with advisory or quasi-regulatory authority as delegated by the Tribal Council.
3. Committee: An advisory, implementing, or temporary body created to perform specific tasks or provide recommendations to the Tribal Council, a board, or commission. Committees may be standing or ad hoc.
4. Member: An individual appointed to and serving on a board, commission, or committee.
5. Chair: The presiding officer of a board, commission, or committee.
6. Ex officio member: A member who holds membership by virtue of another office; ex officio members shall be enrolled tribal members if they participate with voting rights.
7. Agent: A person authorized to act on behalf of the Tribe with respect to a specific transaction or transactions, including all individuals elected or appointed to serve on a board, committee, or commission.
8. Employee: Any individual employed by the Tribe or a Tribal Entity, subject to the direction and control of the Tribe.
9. Officer: A person elected or appointed to serve on a board, committee, or commission of the Tribe.
10. Reservation or Reservation Lands: Lands within the exterior boundaries of the Lac du Flambeau Reservation and off-reservation lands under the jurisdiction and purview of the Tribe.
11. Tribal Entity: A corporation or other organization wholly owned by the Tribe and operated for governmental or commercial purposes.
12. Tribe: The Lac du Flambeau Band of Lake Superior Chippewa Indians, including all departments, divisions, business units, and other subdivisions.

13. Tribal Court: The court of the Lac du Flambeau Band of Lake Superior Chippewa Indians.

14. Tribal Council: The Tribal Council of the Lac du Flambeau Band of Lake Superior Chippewa Indians.

SUBCHAPTER 19.3 – SOVEREIGN IMMUNITY

§ 19.301 Sovereign Immunity of the Tribe

The Tribe retains all rights of sovereign immunity as set forth in existing federal, state or tribal law and policy.

§ 19.302 Sovereign Immunity of Tribal Entities

Tribal entities, including boards, commissions, and committees, retain sovereign immunity unless expressly waived by Tribal Council resolution.

§ 19.303 Waiver of Sovereign Immunity

No board, commission, or committee shall be deemed to waive sovereign immunity, nor have the ability to waive any tribal immunity, except by express Tribal Council resolution complying with this Code.

SUBCHAPTER 19.4 – TYPES, AUTHORITY, AND POWERS

§ 19.401 Types of Bodies; Distinction

1. Boards: Created for governance or management of specific Tribal entities where decision-making authority is delegated by Tribal Council. Boards may enter into contracts and adopt binding policies only to the extent expressly authorized by Tribal Council and consistent with Tribal law.
2. Commissions: Created to regulate, advise, or oversee specified areas of tribal law and/or policy. Commissions may hold hearings, recommend regulations, and exercise quasi-regulatory functions as authorized by Tribal Council.
3. Committees: Created to advise, review, recommend, or implement tasks. Committees are advisory unless the Tribal Council explicitly delegates decision-making authority by resolution and enacts in the bylaws.

§ 19.402 Powers and Limitations

No board, commission, or committee may bind the Tribe financially or legally except as expressly authorized by Tribal Council resolution or ordinance. All bodies must act within tribal law, Tribal Council policy, and the terms of their enabling resolution or charter. *

SUBCHAPTER 19.5 – FORMATION, CHARTER, AND BYLAWS

§ 19.501 Formation

1. The Tribal Council shall create a board, commission, or committee by resolution that includes:
 - a. name,
 - b. purpose,
 - c. enabling authority,
 - d. number of members,
 - e. member qualifications,
 - f. term length,
 - g. stipend (if any),
 - h. quorum requirements,
 - i. delegated authority (if any),
 - j. reporting requirements,
 - k. date of effect, and
 - l. any other special provisions.

2. The charter or resolution serves as the enabling instrument and controls over any inconsistent bylaws.

§ 19.502 Bylaws Required

1. Each board, commission, or committee shall adopt bylaws consistent with this Code and its enabling charter within 60 days of first appointment following the adoption of the enabling resolution.
2. Minimum bylaw contents include:
 - a) Purpose and scope
 - b) Number of members and qualifications
 - c) Officer positions and method of selection
 - d) Term length and limits, and procedure for filling vacancies
 - e) Meeting schedule, notice requirements, and quorum
 - f) Voting rules, including tie-breaking procedures
 - g) Confidentiality and records retention policies
 - h) Conflict of interest provisions
 - i) Removal and discipline procedures
 - j) Procedures for amendment of bylaws
 - k) Indemnification and Immunity provisions for appointed members
 - l) Reporting requirements to Tribal Council
 - m) Training requirements and annual review procedures
 - n) Bylaws must be approved by Tribal Council if they conflict with the charter or Tribal law.

§ 19.503 Amendment of Charter and Bylaws

1. The Tribal Council may amend an enabling charter by resolution.
2. Bylaw amendments must be adopted by the body and filed with Tribal Council;
3. Tribal Council may approve or reject amendments that conflict with the charter or Tribal law.

4. All committees must review and certify their by-laws by the October 30 of each calendar year.

SUBCHAPTER 19.6 – MEMBERSHIP, APPOINTMENT, TERMS, AND VACANCIES

§ 19.601 Membership Eligibility

1. All members must be enrolled members of the Tribe.
2. Residency requirements may be specified in the enabling resolution and may be waived by express Tribal Council resolution.
3. No person employed by a Tribal program over which a board or commission exercises direct oversight may serve on that body.
4. Tribal President and Tribal Secretary shall serve as an ex officio for quorum purposes.
5. Has not been removed for cause under § 19.1102(5)

§ 19.602 Number of Members

1. The Tribal Council shall specify the number of members in the enabling resolution.
2. Alternates and replacement members must be appointed by the Tribal Council.

§ 19.603 Terms

1. Standard term length is three (3) years.
2. Terms are renewable by reappointment by Tribal Council.
3. Staggered terms are recommended for continuity.
4. There are no limits to the number of reappointments of appointed members as long as they remain eligible under § 19.602 of this chapter.

§ 19.604 Appointment Process

1. Appointments are based on an application submitted to the Tribal Council Office, including:
 - a. letter of interest,
 - b. resume,
 - c. tribal enrollment verification, and
 - d. required disclosures including permission for a background check.
2. Notice of vacancies will be published at least 14 days prior to Council review and formal appointment.
3. The Tribal Council may solicit nominations and conduct interviews at their sole discretion.
4. Appointees may take an oath of office before performing official duties.

§ 19.605 Vacancies and Interim Appointments

1. A vacancy occurs upon expiration, resignation, removal, death, incapacity, or failure to qualify.
2. The Tribal Council may make an interim appointment to fill a vacancy until the next regular appointment cycle or until the end of the unexpired term, as determined by the Tribal Council in their sole discretion.
3. Notice and posting of vacancies shall follow § 19.604.

§ 19.605 Maximum Appointments

The maximum appointment for enrolled tribal members to serve on a committee at one time during a calendar year four (4).

SUBCHAPTER 19.7 – MEETINGS, NOTICE, QUORUM, AND VOTING

§ 19.701 Meetings and Notice

1. Regular meetings must be scheduled in bylaws with at least 7 days' public notice.
2. Special meetings require at least 48 hours' notice, except in emergencies.
3. Meetings are open to enrolled members.
4. Executive sessions (closed) are authorized see § 19.704, only appointed members and appropriate staff are permitted to participate in closed sessions, members of the public may be permitted to attend and/or participate at the discretion of the committee.

§ 19.702 Quorum

1. Quorum is a majority of current appointed members of the committee.
2. In the event of committee vacancies, quorum is based on current active appointments, see § 19.601 for ex-officio participation.
3. Electronic participation of appointed members is subject to the discretion of the Chair of the Committee

§ 19.703 Voting

1. A simple majority of members present at a meeting with quorum is required to adopt motions unless a supermajority is required.
2. Proxy voting is not permitted unless expressly authorized by Tribal Council.
3. Electronic voting of appointed members is subject to the discretion of the Chair of the Committee

§ 19.704 Executive (Closed) Sessions

1. A body may go into closed session for limited reasons:
 - a. personnel matters,
 - b. pending litigation,
 - c. confidential tribal enrollment or healthcare matters,

- d. or other matters requiring confidentiality as authorized by Tribal Council.
2. Closed sessions must be noticed on the agenda.
3. Minutes must identify only the subject matter and statutory basis for closed session.
4. Final votes on matters discussed in closed session must occur in open session unless prohibited by law.

SUBCHAPTER 19.8 – RECORDS, CONFIDENTIALITY, AND TRANSPARENCY

§ 19.801 Records and Minutes

1. Boards, commissions, and committees must keep accurate minutes of all meetings, showing attendance, motions, votes, and actions.
2. Minutes must be submitted to Tribal Council for review and approval.
3. Regular meeting minutes and agendas are public records, except for matters lawfully exempt from disclosure.

§ 19.802 Confidentiality

1. Members must maintain confidentiality of records and information as required by Tribal law and bylaws.
2. Sensitive matters are strictly confidential; unauthorized disclosure is grounds for removal and may subject the member to Tribal sanctions.
3. Members must sign a confidentiality agreement and participate in confidentiality training before accessing sensitive files.

§ 19.803 Transparency and Reports

1. Each Committee Chair must submit a quarterly report to Tribal Council summarizing activities, actions taken, financial reports (if applicable), training completed, and recommendations.
2. Each Committee must attend the quarterly CCB meeting with Tribal Council, unless specifically exempted.

SUBCHAPTER 19.9 – COMPENSATION, EXPENSES, AND TRAINING

§ 19.901 Compensation and Expenses

1. The Tribal Council sets compensation for service by resolution.
2. Any training or travel for committee business must be reviewed by the Committee and Chair and approved by the Tribal Council.
3. Members are reimbursed for authorized travel and reasonable expenses consistent with Tribal policy.
4. No member shall receive compensation from Tribal funds for activities outside their official duties unless authorized.

5. Committee stipends shall be issued upon formal approval of committee attendance logs and/or completed and approved committee minutes.

§ 19.902 Mandatory Training and Annual Review

1. All new members must complete an orientation program within 90 days of appointment.
2. All members must complete at least 4 hours of continuing training annually.
3. Each Committee Chair must conduct an annual self-evaluation of the Committee work product for the prior year and submit a compliance review to Tribal Council by September 30 of each calendar year.

SUBCHAPTER 19.10 – CONFLICT OF INTEREST; ETHICS; GIFTS

§ 19.1001 Conflict of Interest

1. Members owe a duty of loyalty to the Tribe and must avoid conflicts between personal interests and public duties.
2. Members must disclose potential or actual conflicts in writing to the Committee Chair,
3. The Committee shall decide if the conflicted appointed member must recuse themselves from deliberation and voting.
4. Failure to disclose any conflicts shall be subject to review of the Committee and the Tribal Council.

SUBCHAPTER 19.11 – REMOVAL, RESIGNATION, DISABILITY, AND DISCIPLINE

§ 19.1101 Resignation

Any member may resign by submitting written notice to the Chair and Tribal Council.

§ 19.1102 Removal for Cause

1. A member may be removed for cause, including persistent unexcused absences, breach of confidentiality, failure to complete training, malfeasance, misconduct, willful violation of Tribal law, or conflict of interest violations.
2. Removal is by Tribal Council resolution after notice and opportunity to be heard.
3. Emergency suspension is permitted for serious alleged misconduct.
4. Removal of an appointed member by the Tribal Council is not subject to appeal, the decision is final.
5. Removal for cause under this section shall deem the enrolled member ineligible to serve on the same committee for one year.

§ 19.1103 Discipline Alternatives

Tribal Council may impose lesser sanctions, including formal reprimand, mandatory additional training, temporary suspension without pay, or reassignment of duties.

SUBCHAPTER 19.12 – DISSOLUTION AND TRANSITION

§ 19.1201 Dissolution

1. The Tribal Council may dissolve a body by resolution, including directives for disposition of records, ongoing responsibilities, and any transfer of functions.
2. At least 30 days' notice shall be provided to members and the public before final action to dissolve, unless immediate action is required.
3. Any and all records arising from dissolution of the tribal committee shall remain the property of the Tribal Council

§ 19.1202 Transition for Existing Bodies

1. Any committees existing prior to this Code's effective date must submit required bylaws, member rosters, and compliance documentation within 180 days.
2. Members not in compliance may be given a 90-day cure period before removal proceedings.

SUBCHAPTER 19.13 – ENFORCEMENT, APPEALS, AND MISCELLANEOUS

§ 19.1301 Enforcement

1. Tribal Council shall enforce this Code.
2. Tribal Legal Counsel shall provide advisory opinions on interpretation for committee and the Tribal Council.

§ 19.1302 Appeals

1. Decisions of a board, commission, or committee made pursuant to delegated authority may be appealed to Tribal Council.
2. The Tribal Council has the sole authority on all matters arising under this code.
3. This Code does not create private causes of action against the Tribe or its agents beyond any limited waiver of immunity authorized by Tribal Council.

§ 19.1303 Severability and Effective Dates for Sections

1. If any provision is invalidated, other provisions remain in effect.
2. Transition dates set in § 19.106 and § 19.1202 apply.