

**FIFTH AMENDED AND RESTATED BYLAWS
of the
CALIFORNIA NATIONS INDIAN GAMING ASSOCIATION**

A California Nonprofit Mutual Benefit Corporation

1.0 Name.

The name of this corporation is the California Nations Indian Gaming Association ("CNIGA").

2.0 Offices of the Corporation.

The principal office for the transaction of the activities and affairs of CNIGA ("principal office") shall be as designated from time to time by resolution of the Board of Directors. Any such designation shall be noted by the Secretary in an appendix to these bylaws, which shall state the date on which the resolution was adopted and the complete mailing address and telephone number, if any, of the principal office.

3.0 Purposes.

3.1 CNIGA is a nonprofit mutual corporation organized under the California Nonprofit Corporation Law as a mutual benefit corporation. The purpose of CNIGA is to promote and protect Tribal government gaming and protect Tribal sovereignty. CNIGA shall engage in any lawful act or activity for which a corporation may be organized by law

CNIGA is formed under section 501 (c) (6) of the Internal Revenue Code of 1986.

4.0 Policies.

The following are polices of CNIGA:

4.1 CNIGA shall be nonprofit, nonsectarian, and nonpartisan.

4.2 Neither the name of CNIGA nor of any member or member's representative or of any official or representative of CNIGA, in their capacity as such, shall be used in connection with any commercial promotion or business or for any purpose not related to the authorized promotion of CNIGA or its purposes. All uses of such names, except for identification purposes, must be approved by CNIGA prior thereto.

4.3 All members shall abide by the CNIGA motto, "Good Government Gaming".

5.0 Classes, Qualification And Rights Of Membership.

5.1 Two Classes of Members. CNIGA shall have two classes of member, designated as follows: Member tribes and Associate Members.

5.2 Member Tribes. Only Member Tribes shall be entitled to vote. Each Member Tribe shall hold a seat on the Board of Directors, which shall constitute the general membership of CNIGA, and the general membership of CNIGA shall constitute the Board of Directors.

5.2.1 Eligibility. Only federally recognized Indian tribes, communities, rancherias, villages, colonies, pueblos, bands, or nations ("Tribe" herein) are eligible to become Member Tribes.

5.2.2 Applying for Membership: Designation of Delegate. A Tribe desiring to become a Member Tribe shall present to the CNIGA Secretary documentation of its eligibility and a written and certified resolution by the Tribe's governing body on the Tribe's letterhead committing itself to the purposes and policies of the CNIGA articles of incorporation and bylaws and designating a representative of the Tribe to sit on the Board of Directors ("Delegate"). A Member Tribe may designate in its resolution one or more alternate Delegates, who shall be listed in their order of voting succession. No person may serve as a Delegate of more than one Member Tribe at any given time. Upon passage of a resolution by a majority vote of the Board of Directors approving an application for membership by an eligible Tribe and payment of any dues or fees which may be due, such Tribe shall become a Member Tribe.

5.2.3 Voting Rights. All voting by a Member Tribe shall be through its Delegate. Member Tribes shall have the right to vote on the election of officers, the disposition of all or substantially all of the Association's assets, any merger and its principal terms and any amendment of those terms, election to dissolve the Association, and any other business duly brought before the Board of Directors. Each Member Tribe shall have only one vote. Member Tribes shall have all rights afforded members under the California Nonprofit Law. Notwithstanding any other provision of these Bylaws to the contrary, a Member Tribe shall not be entitled to vote on any matter unless payment of its dues, assessments and fees are current.

5.2.4 Change and Designation of Delegate. A Member Tribe may change its designation of a Delegate to the Board of Directors by presenting to the CNIGA Secretary seven days prior to any meeting a written and certified resolution by the Tribe's governing body on the Tribe's letterhead changing the prior designation of Delegates. Until such resolution is received by the Secretary, the Member Tribe's last designation of Delegates shall remain in effect.

5.3 Associate Memberships. In order to further the purposes and policies of CNIGA and in recognition of the valuable technical expertise and knowledge which is available in the gaming industry generally, CNIGA shall have a class of membership know as "Associate Members." CNIGA Associate Members may attend meetings of the Board of Directors on invitation of the Board only, but may not vote. The Association may refer to such persons or entities as "members" even though those persons or entities are not voting members of CNIGA, and references herein to "members" shall include Associate Members to the extent consistent herewith.

5.3.1 Applying for Membership. Any person or business desiring to Associate Membership shall complete an application in the form prescribed by the Executive Committee and shall be recommended and sponsored by no less than one (1) Member Tribe involved in gaming. All persons or entities involved in the Indian gaming industry shall be eligible to apply for membership as Associate Members provided they fulfill the requirements set forth above and meet the following criteria:

(a)Support gaming by Indian tribes as a means of promoting tribal economic development, self-sufficiency, and strong tribal governments;

(b)Is not a person or entity whose prior activities, criminal record, if any, or reputation, habits or associations pose a threat to the public interest or to the effective regulation of gaming, or create or enhance the dangers of unsuitable, unfair, or illegal practices and methods in activities in the conduct of gaming or the carrying on of the business or financial arrangements incidental thereto;

(c)Commit themselves or itself to the CNIGA articles of incorporation and bylaws; and

(d)Pay all required fees.

5.4Processing of Application. All applications for Associate Membership shall be submitted to the Board of Directors on the membership application form prescribed. Following receipt of the application, the name of the applicant and all Tribal sponsors shall be announced at the next CNIGA regular meeting. In connection with any Associate Membership application, the Executive Committee may conduct an examination and investigation of the applicant and request any additional information which it deems necessary. The Executive Committee may request the applicant to pay any reasonable costs it may incur in investigating such application as a condition to further consideration of such application. The application shall be acted upon by the Board of Directors at the next regularly scheduled Board of Directors meeting. The Board of Directors may approve or reject the application, and its decision shall be final. Written notice shall be provided following the Board's decision.

5.5 Certificate of Membership. An initial certificate of membership will be provided to each Member Tribe and Associate Member upon approval of the membership application as set forth above and payment of the annual membership dues.

6.0 Dues, Fees and Assessments.

6.1 Each member must pay, within the time and on the conditions set by the Board, annual dues, fees and assessments in such amounts as may be fixed from time to time by majority vote of the Board. Unless provided otherwise by the Board, all assessments due hereunder shall be made within sixty (60) days of such vote.

6.2 Those members who have paid the required amount in accordance with these bylaws and who are not suspended shall be deemed to be in good standing, except that if a Member Tribe has failed to pay all dues, assessments or any other amount then due to CNIGA by or before the seventh (7th) calendar day before the Annual Meeting it shall not be entitled to vote at such meeting. For the purpose of this paragraph, payment by the Member Tribe shall mean actual receipt at the principal office of CNIGA by such date.

6.3 All dues, assessments and fees shall be non-refundable once paid.

7.0 Termination and Suspension of Membership.

7.1 A membership shall terminate upon occurrence of any of the following events:

7.1.1 Resignation of the member;

7.1.2 Expiration of the term of membership, which shall occur automatically at the end of the current term unless membership is renewed, by payment prior to the expiration of such term of all dues and assessments then due for the next term;

7.1.3 Failure of the member to pay such amounts as may be due to CNIGA after suspension for non-payment;

7.1.4 Occurrence of any event which renders the member ineligible for membership, including the failure to satisfy membership qualifications; or

7.1.5 Expulsion of the member under these bylaws based on a good faith determination by the Board of Directors that the member has failed in a material and serious degree to observe the CNIGA articles of incorporation of bylaws, or has engaged in conduct materially and seriously prejudicial to the purposes or policies of CNIGA.

7.2 Members shall be given thirty (30) days prior notice of any proposed expulsion or suspension (except for automatic suspensions as set forth in section 7.3). Notice shall be given by any method reasonably calculated to provide actual notice, but shall include, at a minimum, notice as required for an Annual Meeting. Such member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the due date of the proposed expulsion or suspension. The Board of Directors shall decide whether or not the member shall be suspended, expelled or sanctioned in some other way. The decision of the Board shall be final.

7.3 Notwithstanding anything in these bylaws to the contrary, members will be automatically suspended if they fail to pay amounts due to CNIGA within sixty (60) days after notice that such amounts are due. Suspended members may not attend meetings as members or vote on CNIGA matters. A member suspended for more than thirty (30) days may be terminated by the Board of Directors.

8.0 Meetings of the Board of Directors.

8.1 The CNIGA Board of Directors shall meet on the third Friday of each month, unless the Executive Committee schedules otherwise, at a time and place to be determined by the Executive Committee. The Board of Directors shall also hold such other meetings as the Board of Directors or Executive Committee, as provided herein, shall deem necessary. The Board of Directors meeting held on the third Friday in November shall be deemed the CNIGA Annual Meeting at which the election of officers shall take place, unless the Board or Executive Committee sets the Annual Meeting for some other date, which shall be no earlier than November 1 and no later than December 25 of that year. Members of the Board shall be given no less than thirty (30) days written notice of the time and place of such meeting.

8.2 Meetings of the Board of Directors may be called by the Chairman, the Executive Committee, or a majority of the Member Tribes.

8.3 Thirty percent (30%) of the Board of Directors, present in person, of which at least a majority of such present members are engaged in class II or class III gaming, shall constitute a quorum for the transaction of business.

8.4 Robert's Rules of Order shall govern procedures at all meetings of the Association where they are not in conflict with these bylaws.

8.5 Meetings shall be held at such times and places as the Board, if it calls the meeting, or the Executive Committee, if called by it, or the Chairman, deems appropriate.

8.6 Except as otherwise set forth herein, notice of any meeting shall be in writing and shall be given at least fifteen (15) business days but no more than ninety (90) days, before

the meeting date. The notice shall be given by first class mail, personal delivery, or by fax. It shall be the Member Tribe's obligation to provide CNIGA with a current address and fax number at all times and where no valid address has been provided and notice of a meeting has been delayed or not given, failure to give timely notice to such Member Tribe shall not invalidate any action taken by the CNIGA Board of Directors at any meeting as to which such notice was to have been given.

8.7 Voting may be by voice or ballot, except that any election of officers must be by secret ballot, except that nothing herein shall prevent the election of any officer by a unanimous voice vote.

8.8 Each voting member shall be entitled to cast one vote, through its designated Delegate, on each matter submitted to a vote of the members. Member Tribes must be present to vote and may not cast their vote through Delegates of other Member Tribes, i.e., there shall be no proxy voting.

8.9 All actions to be voted upon shall be determined by majority rule, unless a different requirement is imposed by these bylaws, the articles of incorporation, or law.

8.10 The presence of any authorized Delegate of a Member Tribe at a Board of Directors meeting shall constitute the presence of such Member Tribe at that meeting. A Member Tribe's attendance at a meeting constitutes a waiver of notice at that meeting, unless the Member objects at the beginning of the meeting to the transaction of business because the meeting was not lawfully called. Attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

8.11 Emergency meetings of the Board of Directors or Executive Committee may be called from time to time by a majority and at the discretion of the members of the Executive Committee. Only reasonable notice, calculated to give all participants a reasonable opportunity to participate under the circumstances, shall be required, and may be given via fax, telephone, or deemed to be any circumstance or event which poses an immediate and material threat of the Association, including but not limited to threats to the sovereignty of the members as it relates to the purposes of the Association, or the ability of member Tribes to effectively engage in Tribal government gaming. Written notice of any resolution or other resolution or other action taken by the Executive Committee at any emergency meeting, which resolution or action shall be effective when made, shall be given to members as soon thereafter as is practicable. A majority of members may call for a special meeting of the Board of Directors for the purpose of discussing, rectifying, amending, supplementing or reversing such emergency resolution or action, which special meeting shall be held within ten (10) days after such call, and shall be made by written request to the Secretary of the Association. Upon receipt of such call, the Secretary, or any other officer acting upon the failure of the Secretary to promptly do so, shall distribute written notice to all members of such special meeting and the reasons therefor.

9.0 Corporate Powers Vested in Board of Directors.

9.1 General Authority Vested in Board of Directors. Subject to the provisions and limitations of the Nonprofit Act and any other applicable laws, and subject to any limitations in the articles of incorporation and bylaws regarding actions that require the approval of the

members, CNIGA's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the direction of the Board of Directors.

9.2 Specific Powers. Without prejudice to the general powers set forth in the articles of incorporation and herein, but subject to the same limitations, the Board of Directors shall have the power to do all things necessary to transact the affairs of CNIGA, including but not limited to the power, either directly or through officers and agents of CNIGA, to:

9.2.1 Appoint and remove CNIGA agents, consultants, professionals, and employees; prescribe powers and duties for them consistent with the law, the articles of incorporation and these bylaws; fix their compensation; and require from them security for faithful performance of their duties;

9.2.2 Change the principle office from one location to another; cause CNIGA to be qualified to conduct its activities on any reservation or in any state, territory, dependency, or country;

9.2.3 Adopt and use a corporate seal; prescribe the forms of membership certificates; alter the forms of the seal and certificates; adopt a Code of Ethics; set annual fees, dues and assessments;

9.2.4 Adopt an annual budget; borrow money and incur indebtedness on behalf of CNIGA; cause to be executed and delivered for its purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's, and other evidences of debt and securities; and

9.2.5 Open bank accounts; protect and invest CNIGA assets; and enter into contracts, trusts, agreements and other transactions for and on behalf of CNIGA.

10. Officers and Their Election.

10.1 The Officers of CNIGA shall consist of a Chairperson, Vice-Chairperson, Secretary, and Treasurer, no two of which offices may be held by the same person.

10.2 Officers shall be elected at the CNIGA Annual Meeting by a majority vote of the Member Tribes eligible to vote. Election of the Chairperson and Treasurer shall take place in odd numbered years, and the election of Vice-Chairperson and Secretary shall take place in even numbered years.

10.3 Officers shall assume their official duties after being installed as the last item on the agenda at the meeting at which they were elected, and shall serve for a term of twenty four (24) months or until the election and qualification of their successors.

10.4 No person shall be eligible to be an Officer unless such person is a primary or alternate Delegate of a Member Tribe engaged in class II or class III gaming and is an enrolled member of a Tribe.

10.5 A vacancy in the office of the Chairperson shall be automatically filled by the Vice-Chairperson for the unexpired term of the Chairperson's office. Vacancies occurring in other Offices shall be filled for the unexpired term by a person elected by the Board of Directors, notice of a special election at a duly noticed meeting of the Board of Directors. Any successor, whether permanent or temporary, elected to fill a vacancy, must meet the qualifications for that office.

10.6 Officers may be removed for cause by the Board of Directors by a majority vote, provided that any officer who misses three (3) consecutive regularly scheduled monthly Board meetings and has not been excused by the Executive Committee to do so, shall automatically be removed from office immediately following such third missed meeting. A special election shall be called under these bylaws to replace such officer, unless prior to the nomination of one or more successors a majority of the Board of Directors, at a duly held meeting, votes to reinstate the removed officer. Reinstatement may be subject to such terms and conditions imposed by the Board, such as, by way of example only, automatic removal upon less than three (3) subsequent absences, so long as such terms and conditions are not in conflict with any other provisions of these bylaws.

10.7 Officers may resign by submitting a written resignation subject to acceptance by the Board of Directors.

10.8 Nominations for Officers shall be made by a Member Tribe from the floor of any meeting at which an election for such Officer's position is being held. All nominations must be seconded.

10.9 The nominations and election of Officers shall be held as the first order of business immediately after lunch on the second day of the Annual Meeting, unless such Meeting is to be held in one day, in which case immediately after lunch on the first day.

11.0 Executive Committee of the Board of Directors.

11.1 The Executive Committee shall consist of the elected Officers. In addition, the Officers shall appoint four (4) additional authorized Delegates of members of the Board of Directors to serve on the Executive Committee as at-large Executive Committee members. Such at-large Executive Committee members shall serve until they resign or are replaced. At-large Executive Committee members may be replaced or terminated at any time by a majority vote of those CNIGA members which are located in their respective district. One at-large member shall be an authorized Delegate of a Member Tribe located within each of the U.S. District Court districts, including: Eastern, Northern, Central, and Southern.

11.2 Subject to any limitations imposed by these bylaws or by a vote of at least 75% of the Member Tribes voting in person at any Board of Directors meeting, in the intervals between Board of Directors meetings the Executive Committee shall have the powers and authority to act as if it was the full Board of Directors in order to transact any and all business and implement any of the purposes of the corporation, provided that the Executive Committee shall make reasonable efforts to consult with the Member Tribes on any matters of overall policy or general importance to Tribes.

11.3 Notices, meeting and voting of the Executive Committee shall be governed similarly to those rules applicable to the Board of Directors meetings, and all decisions shall be made at meetings (or conference calls) duly noticed, except that (a) the notice period may be reduced by approval of three (3) members of the Executive Committee, at least two (2) of whom are Officers; (b) such meetings may be by telephone conference call; and (c) three (3) members of the Executive Committee, present in person (or by telephone) , shall constitute a quorum for the transaction of business. All meetings and actions of the Executive Committee

shall be recorded in writing and minutes thereof shall be circulated in accordance with paragraph 13.3 below.

12.0 Executive Director.

12.1 An Executive Director may be appointed and removed by the Board of Directors upon the recommendation of the Executive Committee and shall serve in such position as an officer and be entitled to participate in all CNIGA functions, but shall not be entitled to vote in those matters requiring a vote of the Board of Directors, the Executive Committee, or the Officers.

12.2 The Executive Director shall be responsible for the day-to-day administration of CNIGA and shall execute the policies and programs established by the Board of Directors in accordance with directives received therefrom and shall perform such other duties and assume such other responsibilities as may be directed by the Board of Directors.

13.0 Duties of Officers.

13.1 The Chairperson shall preside at all CNIGA meetings, shall sign all contracts and official documents duly authorized by CNIGA, and shall perform such other duties as usually pertain to the office of the Chairperson, including but not limited to duties as may be delegated by the Board of Directors. The Chairperson shall not vote on matters before the Board or Executive Committee unless there is a tie.

13.2 The Vice-Chairperson shall perform the duties of the Chairperson in the absence or disability of that officer to act, and shall perform such other duties as the Board of Directors or the Chairperson shall direct.

13.3 The Secretary shall attend, and cause the minutes to be kept of, the meetings of the Board of Directors and Executive Committee and shall perform such other duties as usually pertain to the Office of Secretary. Such minutes will be executed within ten (10) days or before the next meeting of the Board of Executive Committee, whichever first occurs.

13.4 The Treasurer shall have the ultimate custody and control of, and responsibility for, all CNIGA funds and securities and shall deposit same in such bank or depository as the Board of Directors shall, by resolution, so direct; shall keep a full and accurate account of all monies received and paid on account of the Association; shall prepare a proposed annual budget at least once per year, for distribution to the Member Tribes no later than the first Friday in September, and shall have such other duties as usually pertain to the office of Treasurer or such other duties as may be assigned by the Board of Directors. Thirty (30) days before the Annual Meeting of the Board the Treasurer shall cause an annual financial report to be distributed to each Member Tribe. A monthly financial report shall be provided by the Treasurer at each monthly Board of Directors meeting. Approval of the annual budget shall be on the agenda at the Annual Meeting, which budget when adopted shall be in effect until superseded. The Treasurer shall cause an audit of all CNIGA financial accounts to be conducted by an independent firm and that that the audit be done on an annual basis.

14.0 Membership Records.

The Secretary shall keep or cause to be kept, at the corporation's principle office or at a place determined by board resolution, a record of the corporation's members, showing each member's name, address, and class of membership. Similar information shall be maintained with respect to each official tribal Delegate and alternate as certified previously above.

15.0 Books of Accounts.

The Treasurer shall keep and maintain, or cause to be kept and maintained, at the principle office of CNIGA, adequate and correct books and accounts of its properties and transactions. The Treasurer shall send or cause to be given to the Member Tribes and directors such financial statements and reports as are required by law, by these bylaws, or by the Board of Directors to be given. The books of account shall be opened to inspection by any Member Tribe at all reasonable times.

16.0 Right of Indemnity.

16.1 Definitions: For the purposes of this section, "agent" means any person who is or was a director, officer, employee or other agent of CNIGA or its predecessor unincorporated association; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under this section; and "person" includes any entity.

16.2 CNIGA shall indemnify any agent, officer, director, Delegate, or member of CNIGA who is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of CNIGA against such person) by reason of the fact that such person is or was an agent, officer, director, Delegate, or member of CNIGA, against expenses, judgments, damages, fines, settlements and other amounts (including but not limited to attorneys fees and expenses) actually and reasonably incurred in connection with such proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of CNIGA and, in the case of a criminal proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any proceeding, whether by judgment, settlement, plea or otherwise, shall not create any presumptions with respect to the aforesaid issues relating to good faith, reasonable belief, best interest of CNIGA or reasonable cause regarding unlawful conduct.

16.3 With respect to proceedings brought by or in the right of CNIGA, such persons shall be indemnified for expenses, but not otherwise, which are actually and reasonably incurred in connection with the defense or settlement of such proceeding if such person acted in good faith, in a manner such person believed to be in the best interest of CNIGA and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances, provided that if such person is found liable, the tribunal before which such proceeding is pending makes a determination upon all the circumstances of the case that such person is fairly and reasonably entitled to indemnity for the expenses which such tribunal shall determine.

17.0 Fiscal Year.

The fiscal year of the Association shall be the calendar year.

18.0 Amendments.

18.1 The CNIGA articles of incorporation and these bylaws may be amended or revised at any regular meeting of the Board of Directors by a two-thirds (2/3) vote of the Member Tribes present and voting, provided that thirty (30) days prior written notice of the meeting together with a copy the proposed amendment shall have been given to all members.

18.2 A committee shall be appointed to prepare and submit any proposed amendments or revisions to the articles of incorporation or bylaws upon a majority vote of Member Tribes present and voting.

19. Sovereign Immunity of Members.

This organization is comprised and is for the benefit of sovereign Tribes. All rights, privileges and immunities of such Tribes, including tribal immunity from suit are hereby reserved. Nothing in the articles of incorporation, these bylaws, any documents of CNIGA or documents related thereto, or by the virtue of membership in CNIGA, shall act or is intended or may be interpreted as a waiver of the sovereign rights or immunities of CNIGA or any of its members, or of its or their officers, directors, members, agents or Delegates, or of any rights or privileges secured thereto by any treaty, executive order or any other laws of the United States of America, any state, or any law of nation.

20. Effective Date.

This document shall become effective upon its ratification and approval by the majority vote of the members of the Board of Directors present and voting, which vote of ratification and approval and the adoption of these bylaws is indicated by the execution hereinbelow by the CNIGA Chairman and Secretary.

CERTIFICATION OF ADOPTION

These Fifth Amended and Restated Bylaws were adopted on the 16th day of January, 2000, by a majority vote of the members of the Board of Directors present and voting at a duly constituted meeting thereof held at Palm Springs, California.

(signed copy on file in CNIGA office)

Daniel J. Tucker, Chairman

Originally Adopted January 11, 1993; amended January 21, 1995; September 20, 1996;
March 20, 1998; November 20, 1998; January 16, 2000