Virgin Islands Casino Control Commission
3005 Orange Grove
Christiansted, VI 00820
Telephone: 340-718-3616 ◆ Fax: 340-718-3136
Email: info@casinocontrolcommission.vi

BY-LAWS

VIRGIN ISLANDS CASINO CONTROL COMMISSION

PREAMBLE

VIRGIN ISLANDS CASINO CONTROL COMMISSION

COMMISSION AUTHORITY

The Virgin Islands Casino Control Commission receives[1] its powers, authority and duties from Title 32, Chapter 21, Section 404 of the Virgin Islands Code.[2] Title 32, Chapter 21, Article II, Section 404 states: The Virgin Islands Casino Control Commission, consisting of three (3) members is hereby created as an independent agency of the executive branch of the Government of the Virgin Islands, whose budget shall be approved annually by the Legislature of the Virgin Islands.[3] Appointments to the Commission and designation of the chairman shall be made by the Governor with the advice and consent of the Legislature pursuant to Title 32, Chapter 21, Article II, Section 406 of the Virgin Islands Casino and Resort Control Act of 1995.[4&5]

COMMISSION POWERS

The duties of the Commission are delineated in Title 32, Chapter 21, Article IV, Section 415 of the Virgin Islands Casino and Resort Control Act of 1995.[6]

COMMISSION ORGANIZATION

The authority to organize the operations of the Commission are contained in Title 32, Chapter 21, Article II, Section 408 of the Virgin Islands Casino and Resort Control Act of 1995.[7]

Based on the above-mandated authority, duties and powers of the Virgin Islands Casino Control Commission, an autonomous body, whose sole link to any department or branch of the Virgin Islands Government is for budgetary purposes only, the Virgin Islands Casino Control Commission hereby establishes the following by-laws governing the function of the Commission.

Amendments to by-laws –September 2, 2016 Special Meeting of the Virgin Islands Casino Control Commission

Commission Authority

[1] Deleted "received" and inserted "receives"

[2] In line 2, after "from" delete "the" and insert "Title 32, Chapter 21, Section 404 of the"

[3] In line 3, delete "Regarding the establishment of the Commission. Section 404 states: The Virgin Islands Casino Control Commission, consisting of seven members, is hereby created in but not of the Department of Finance." and insert "Title 32, Chapter 21, Article II, Section 404 states: The Virgin Islands Casino Control Commission, consisting of three (3) members is hereby created as an independent agency of the executive branch of the Government of the Virgin Islands, whose budget shall be approved annually by the Legislature of the Virgin Islands." In lieu thereof;

[4] In line 8 delete "Title 32 V.I.C. Section 406(d) and insert "pursuant to Title 32, Chapter 21, Article II, Section 406 of the Virgin Islands Casino and Resort Control Act of 1995.";

[5] Delete lines 9 through 17;

Commission Powers

[6] "Delete the entire section and insert "The duties of the Commission are delineated in Title 32, Chapter 21, Article IV, Section 415 of the Virgin Islands Casino and Resort Control Act of 1995"

Commission Organization

[7] Delete the enter section and insert "The authority to organize the operations of the Commission are contained in Title 32, Chapter 21, Article II, Section 408 of the Virgin Islands Casino and Resort Control Act of 1995."

VIRGIN ISLANDS CASINO CONTROL COMMISSION
BY-LAWS

ARTICLE I

PURPOSE

1. The purposes of the by-laws are:

   A. To establish a procedure to conduct the Commission's meetings;

   B. To formulate the rules governing the Commissioners; and

   C. To define the Commissioners' function, duties and the decision making process of the Commission.

ARTICLE II

OFFICERS

1. Only members of the Commission shall be the officers thereof. The officers shall be the Chairman (also referred to as the "Chair"), Vice Chair, Secretary, Treasurer, heads of the committees and such other officers as may be voted by the Commissioners or appointed by the Chair from time to time.

2. Powers and duties:

   A. Chair:

   1. There shall be a Chair whose terms and conditions of office and duties shall be set in accordance with Title 32, Chapter 21 of the Virgin Islands Code.

   2. The duties and powers of the Chair with regard to the Commission meetings are as follows:

      a. Preside at meetings ofthe Commission.

      b. Preside at public meetings called by the Commission or designate · the Vice Char. or in the case of the incapacity or inability of the Vice Chair to perform, any other Commissioner to serve in that capacity.

      c. Serve as the spokesperson of the Commission on policy matters or designate another Commissioner to serve in that capacity.

d. Issue or sign notices and correspondence in accordance with Article VI and the other provisions of these by-laws requiring notice to be given to the Commissioners.

e. Perform such other duties of the Commission as the Commission may delegate to the Chair.

f. The Chair shall render to the Governor such reports as required by law or requested by the Governor. The Chair shall make copies available to each Commissioner and shall be an ex-officio member of all committees.

B. Vice Chair:

1. There shall be one Vice Chair.

2. The duties and powers of the Vice Chair are as follows:

   a. The Vice Chair, in the absence or inability of the Chair to act, shall act as Chair and shall have all the powers and duties of the Chair with respect to meetings of the Commissioners.

   b. Perform such other duties as the Chair or the Commission may delegate to the Vice-Chair.

C. Secretary:

1. There shall be one Secretary.

2. The duties of the Secretary are as follows:

   a. The Secretary shall secure the record of all meetings, and from the record shall prepare the minutes in accordance with Article III Paragraph 14 of these By-laws.

D. Treasurer:

1. There shall be one treasurer.

2. The duties of the Treasurer are as follows:

   a. To work with the VI Casino Control Commission Staff to maintain accurate and current records and information on the finances and financial matters of the Commission

b. To act as liaison between the Commission and the Department of Finance and the Bureau of Internal Revenue;
c. To act as a liaison with the Casino Reinvestment Commission;
d. To review and recommend regulations pertaining to fees, penalties and taxes;
e. To review and recommend regulations pertaining to the collection of fees, penalties and taxes;

E. Committee Heads:

1. The powers and duties of the Committee Heads are as follows:

A. To preside at meetings of their committees, to call such meetings as may be appropriate to accomplish the goals of their committees and to report to the Commission as a whole at each regular meeting.

a. It is the duty of the head of the committee to request from the Chair reasonable staff support in the exercise of Commission functions and it is the obligation of the Chair consistent with the availability of staff to provide such staff support as deemed necessary.

3. Terms of Office: Except for the Chairman, who has a term which is coextensive with the term on the Commission, the terms of office for Officers including committee heads, shall be up to one year unless terminated earlier upon completion of the goal for which the committee was established. Officers may be re-elected for any number of terms.

4. Election of Officers: All Officers, except the Chair who is appointed by the Governor of the USVI, shall be elected by the majority vote of the Commissioners present and voting at the annual meeting at which the election is held. All other positions are to be appointed by the Chair with the advice and consent of the members present in a meeting of the Commission. The regular Commission meeting in January of each year is designated as the annual meeting for the purpose of the expiration of officers terms.

ARTICLE III

MEETINGS

1. Regular Meetings: Regular Meetings of the Commission will be held in conformity with the provisions of Title 32, Chapter 21, Article IV, Section 425(a) of the Virgin Islands Casino and Resort Control Act of 1995 which states: Meetings of the Commission will be held at the discretion of the Chairman at such times and places as he may deem necessary and convenient, or at the call of three (3) members of the Commission. The Commission shall notify all Commission members of any such meeting, and shall certify each member's receipt of such in advance of the commencement thereof. [8]

Amendments to by-laws –September 2, 2016 Special Meeting of the Virgin Islands Casino Control Commission

[8] Delete Article III, Item 1 in its entirety and insert "Regular Meetings: Regular Meetings of the Commission will be held in conformity with the provisions of Title 32, Chapter 21, Article IV, Section 425(a) of the Virgin Islands Casino and Resort Control Act of 1995 which states: Meetings of the Commission will be held at the discretion of the chairman at such times and places as he may deem necessary and convenient, or at the call of three (3) members of the Commission. The Commission shall notify all Commission members of any such meeting, and shall certify each member's receipt of such in advance of the commencement thereof." in lieu thereof;

2. Other Meetings. The Chair or two (2) other members may call a special or an emergency meeting at anytime ifsuch meeting is necessary.

3. Venue. Regular meetings shall be held at such times and places as the Chair may, from time to time, decide.

4. Notice of Meetings. Notice of meetings shall be transmitted by mail, email, fax or hand-delivery not less than five (5) days nor more than fifteen (15) days prior to the stated date of such meeting. Notice of each special meeting shall set forth the nature of the business to be transacted and no other business except that so specified shall be transacted at such special meeting.

5. Quorum. Two (2)[9] Commissioners shall constitute a quorum at all meetings of the Commission. When vacancies, caused by death of a member, removal of a member or expiration of a member's term in accordance with Title 32 V.I.C. Section 406(h), prevent such quorum, a majority of the Commissioners in office shall constitute a quorum. Except as otherwise provided, the vote of the majority of the Commissioners present at a meeting at which a quorum is present shall be the act of the Commission.

6. Executive Sessions. The Commissioners may, upon motion adopted by the majority of Commissioners present and voting, schedule an executive session to be held in connection with either a regular or special meeting. Executive sessions shall include the Commissioners, the Executive Staff of the Commission, and may include legal counsel for the Commission, the Attorney General or his designated and the Director of the Division of Gaming Enforcement or his designated representatives, if appropriate or necessary for the conduct of business in such sessions or by reason of the subject matter being discussed. The motion shall set forth the matters to be discussed in the proposed executive session. The Commission shall, while in executive session, have present such persons as it may choose to invite who have information pertinent to the subject of the Commissioners' discussion. An executive session of the Commission may precede, follow, or take place during an adjournment of a regular or special meeting. The result of the executive session shall be published in the minutes of the meeting

7. Conduct of Meetings. The order of business at meetings shall be fixed by the Chair.

8. Rules of Order. The rules contained in Robert's Rules of Order shall provide guidance as to the conduct of meetings of the Commission in all cases to which they are applicable and in which way they are not inconsistent with these By-laws and/or any special rule of order of the Commission.

Amendments to by-laws –September 2, 2016 Special Meeting of the Virgin Islands Casino Control Commission
<u>Article III, Item 5</u>
[9] Delete three (3) and insert two (2);

9. Agenda for Meetings. The agenda for each regular Commission meeting shall be assembled by the Chair or a Commissioner or a staff member as designated by the Chair. Any member of the Commission may transmit material and recommend guest speakers for inclusion on the agenda. Such material shall be submitted no later than four (4) calendar days prior to the meeting. The Chair shall distribute the agenda to the Commissioners no later than two (2) calendar days prior to the date of the meeting. Additional items may be placed on the agenda at a regular meeting by a majority vote of the Commissioners present. Matters upon which a vote is taken, however, and which are not on the agenda are subject to confirmation in accordance with the requirements of paragraph 4 of this Article.

10. Conduct of Meeting in the Absence of the Chair. In the absence of the Chair, the Vice Chair shall preside at all meetings of the Commission. In case the Chair and Vice Chair do not attend at the time designated for any meeting of the Commission, the Commissioners shall call the roll, and on appearance of a quorum, shall call the Commission to order, and an acting chair pro tempore shall be appointed by the Commissioners for that meeting, or, until the appearance of the Chair or Vice Chair.

11. Order. The Chair shall decide all questions of order at all meetings.

12. Commission's Decision. The Commission's decisions shall be made by a majority of those Commissioners present in a meeting at which quorum is satisfied, except when otherwise designated in these By-laws, or by statute.

13. Motion to Reconsider. A motion to reconsider may be made at the same meeting at which the vote was taken or a subsequent meeting by any member who voted with the majority.

14. Record of Commission Meetings. The Chair shall cause the proceedings of the Commission meetings to be recorded in verbatim form. Copies of the proceedings shall be dispatched so as to reach individual Commissioners as soon as reasonably possible after the meeting. The record of the proceedings shall not be the minutes until approved by the Commission. The minutes will record all actions including those taken during the executive session and any statements made for the record.

15. By virtue of the composition of the Commission, and the statutes, the Chair shall have a vote on all matters as any other Commission member.

ARTICLE IV

PERSONNEL

1. Appointment. Appointment and separation of all personnel is the responsibility of the Chair with the consent of the Commissioners.
2. Authority over Personnel. Direction and control of staff shall originate and reside with the Commission, but shall be exercised by the Chair in accord with policies as established by the Commission.

ARTICLE V

NOTICES AND CORRESPONDENCE

1. Signatures on Notices and Correspondence. Signatures of the Chair or designee by the Chair shall be required upon:
   A. All notices and orders to the Commissioners of regular and special meetings except for special meetings called by two (2)[10] or more Commissioners other than the Chair as provided for in these by- laws.

   B. All notices and correspondence signifying final actions of the Commission.

ARTICLE VI

POLICY AND PROGRAM

1. Duties of the Commissioners.
   A. The Commission is the policy making body for the agency within the guidelines of Title 32, Chapter 21 of the Virgin Islands Code.

   B. The Chair may designate individual Commissioners to handle specific roles in community situations or to implement specific programs or policies. The Chair shall make available to the Commissioners such staff as is reasonably necessary to carry out the duties enumerated above.

Amendments to by-laws –September 2, 2016 Special Meeting of the Virgin Islands Casino Control Commission
Article V, Item A
[10]Delete five (5) and insert two (2) in lieu thereof.

2. Duties of the Chair.

   A. The Chair is the Chief Executive Officer of the Commission. The Commissioners serve as a regulatory and policy making body for the operation of the agency and the realization of its mission and goals. It is the duty of the Chair, and aided by appropriate staff, to annually formulate a coherent budgeted written program to implement the major functions of the Commission as set forth in Title 32, Chapter 21 of the Code of the U.S. Virgin Islands with the policy advice of the Commissioners. Additionally, the duties of the Commission as specified in the V. I. Code will be assigned weighted priorities and budget. It is the duty of the Chair to present alternative approaches for agency functions to the Commission for review as consistent with agency policy and objectives. It is the responsibility of the Chair to implement the policies so adopted by the Commission and to oversee the day-to-day process. The Chair shall inform the Commissioners of appointments to executive positions within the agency.

3. Committees

   A. Establishment of Committees. The Commission may by resolution create such committees as may be deemed appropriate to better enable the Commission to consider, propose and implement policies and programs and carry out its responsibilities and may delegate to such committees such duties, responsibilities and authority as the Commission deems appropriate. Each committee shall consist of one or more Commissioners designated by the Chair. Such committees shall be named as may be determined from time to time by the Commission or the Chair.

   B. Committee Heads and Meetings. The head of any committee created by the Commission shall be a Commissioner selected by the Chair. The head of any such committee may call a meeting of such committee at any time on reasonable notice to the members of the committee and shall call a meeting of the committee when requested to do so by any member of the committee, by the Chair, or by the Commission.

   C. Quorum. A majority of the members of a committee shall constitute a quorum.

   D. Staff Assistance. Subject to the Chair's discretion, the staff of the Commission shall render such assistance to any committee as may be requested by the committee.

   E. In addition to carrying out the duties and responsibilities for which it was formed, the Committee shall present a written report to the Commissioners at each meeting of the Commission and a written annual report setting forth all accomplishments at the annual meeting of the Commission.

ARTICLE VII

NOTICES AND WAIVERS

1. Notices. Notices required by these by-laws to be given to members of the Commission shall be deemed to have been sufficiently given if in writing and mailed, emailed of faxed[11] to each member at his or her preferred address as it shall appear on the records of the Commission. Such notices shall be sufficient for the purposes of this section inserted in any publication of the Commission so mailed to each member.

2. Waivers. Any Commissioner may waive notice of any meeting of the Commission but is subject to the provision on absences under Article IX, paragraph 2 of these by-laws. Such notice shall be in writing and may be given by signing a waiver, mailing a card, or sending an email12 or fax, and may be given before the meeting. Attendance at any meeting shall constitute a waiver of notice and no Written waiver shall be required.

ARTICLE VIII

AMENDMENTS

1. Adoption of by-laws. These by-laws shall become effective upon- their adoption by a vote of the Commission in accordance with Article III, paragraph 12, of these by-laws.

2. Amendments. Amendments to these by-laws may be submitted in writing to the Chair or Vice Chair over the signature of two Commissioners. The following process shall apply:

   B. The Chair or Vice Chair shall cause a copy of the proposed amendment to be circulated to all the Commissioners.

   C. Providing seven (7) calendar day's notice is received, the proposed amendment will be placed on the agenda of the next duly constituted meeting of the Commission.

   D. Such amendment will be considered immediately following the reading and-discussion of the minutes of the previous meeting.

   E. Such amendment will be adopted by majority vote of the Commission in accordance with Article III, paragraph 12, of these by-laws.

Amendments to by-laws –September 2, 2016 Special Meeting of the Virgin Islands Casino Control Commission

Article VII, Item 1

[11] In line 3 after "mailed" insert "emailed or faxed"

Article V, Item 2

[12] In line 4 delete "telegram" and insert "email"

3. Veto. The Chair alone may have the authority to veto by-law amendments. In the event the Chair exercises the right to veto, the veto may be overridden by a two-thirds (2/3) vote of the entire Commission.

ARTICLE IX

CHANGES IN THE CODE

1. Legislative Recommendations. The Commission may recommend changes in the VI Code by a majority vote of the Commission at a meeting in which the notice requirement of Article III, paragraph 4, and the quorum requirement of Article III paragraph 5 are satisfied.

ARTICLE X

ABSENCES, VACANCIES AND REMOVAL

1. Absences and Recommendation for Removal of Members.

    a. All of the Commissioners shall make themselves available and attend the regular or special meetings of the Commission. No member shall be absent without reasonable cause. If a Commission member fails to attend four consecutive meetings, other than for medical reasons, it shall constitute willful neglect of duty and the Commission may, after the third consecutive absence of such members and before the next Commission meeting, send such member a notice asking whether he/she has any reasons for such absences and informing the member that upon majority vote, the Commission may recommend to the Governor that he/she be removed from office in accordance with the law. The Commission shall include this matter as an item on the agenda of the next regular meeting of the Commission in accordance with Article III, paragraph 9, of these by-laws and appropriate action shall be taken at that meeting.

    b. A Commissioner may be removed from office for incompetence, misconduct in office, willful neglect of duty, violation of the Commission's Code of Ethics, or other conduct evidencing unfitness for office. A proceeding for removal may be instituted by the Attorney General in the Superior Court.

c. Notwithstanding any provision of these by-laws, the Casino Control Act or any other law, any Commissioner or employee of the Commission shall automatically forfeit their office or position upon conviction of a crime under the laws of the Territory, or any state of the United States, which is punishable by more than six(6) months in prison, or any offense which adversely reflects on the ability of the member to serve on the commission, or which involves moral turpitude; Which shall include but not be limited to crimes involving dishonesty, theft, sexual misconduct, extortion, embezzlement, bribery, public intoxication and related offenses.

ARTICLE XI

SUPERSEDENCE OF BY-LAWS

1. By-Laws. These by-laws, when adopted, shall supersede all previous by-laws of this Commission.

ARTICLE XII

SEVERABILITY

Authority. If any by-law or provision of these by-laws is found in conflict with any superseding law or authority, such conflict will not affect the validity of any other by-law or provision of these by-laws not in such conflict.

Date: September 2, 2016

Violet Anne Golden, Chairman/CEO

Roderick Moorehead, Ph.D., Commissioner

Henry Richardson
Henry Richardson, Commissioner

CERTIFICATE OF AMENDMENT

TO THE BY-LAWS OF

VIRGIN ISLANDS CASINO CONTROL COMMISSION

The undersigned, **Henry Richardson**, hereby certifies that he is the duly elected Secretary/Treasurer of the Virgin Islands Casino Control Commission pursuant to Article II, Paragraph C of the Commission By-Laws, and that on **September 2, 2016** at a Special Meeting the Virgin Islands Casino Control Commission (the "Commission") the By-Laws were amended pursuant to Article III, Paragraph 12 of the By-Laws as set forth below:

WHEREAS: The Commission deems it advisable and in the best interests of the Commission to bring the by-laws into conformity with statutory changes and gaming industry standards; and

WHEREAS: The Commission may adopt, amend or repeal any provision of the Bylaws pursuant to Article VIII;

NOW, THEREFORE, BE IT RESOLVED: That the following provisions of the By-Laws are hereby amended and restated in their entirety to read as follows:

"COMMISSION AUTHORITY

The Virgin Islands Casino Control Commission receives[1] its powers, authority and duties from Title 32, Chapter 21, Section 404 of the Virgin Islands Code.[2] Title 32, Chapter 21, Article II, Section 404 states: The Virgin Islands Casino Control Commission, consisting of three (3) members is hereby created as an independent agency of the executive branch of the Government of the Virgin Islands, whose budget shall be approved annually by the Legislature of the Virgin Islands.[3] Appointments to the Commission and designation of the chairman shall be made by the Governor with the advice and consent of the Legislature pursuant to Title 32, Chapter 21, Article II, Section 406 of the Virgin Islands Casino and Resort Control Act of 1995.[4&5]"

"COMMISSION POWERS

The duties of the Commission are delineated in Title 32, Chapter 21, Article IV, Section 415 of the Virgin Islands Casino and Resort Control Act of 1995."[6]"

"COMMISSION ORGANIZATION

The authority to organize the operations of the Commission are contained in Title 32, Chapter 21, Article II, Section 408 of the Virgin Islands Casino and Resort Control Act of 1995.[7]

Based on the above-mandated authority, duties and powers of the Virgin Islands Casino Control Commission, an autonomous body, whose sole link to any department or branch of the Virgin Islands Government is for budgetary purposes only, the Virgin Islands Casino Control Commission hereby establishes the following by-laws governing the function of the Commission."

"ARTICLE III

MEETINGS

A. Regular Meetings: Regular Meetings of the Commission will be held in conformity with the provisions of Title 32, Chapter 21, Article IV, Section 425(a) of the Virgin Islands Casino and Resort Control Act of 1995 which states: Meetings of the Commission will be held at the discretion of the chairman at such times and places as he may deem necessary and convenient, or at the call of three (3) members of the Commission. The Commission shall notify all Commission members of any such meeting, and shall certify each member's receipt of such in advance of the commencement thereof. [8]

10. Quorum. Two (2)[9] Commissioners shall constitute a quorum at all meetings of the Commission. When vacancies, caused by death of a member, removal of a member or expiration of a member's term in accordance with Title 32 V.I.C. Section 406(h), prevent such quorum, a majority of the Commissioners in office shall constitute a quorum. Except as otherwise provided, the vote of the majority of the Commissioners present at a meeting at which a quorum is present shall be the act of the Commission."

"ARTICLE V

NOTICES AND CORRESPONDENCE

2. Signatures on Notices and Correspondence. Signatures of the Chair or designee by the Chair shall be required upon:

   C. All notices and orders to the Commissioners of regular and special meetings except for special meetings called by two (2)[10] or more Commissioners other than the Chair as provided for in these by- laws.

   D. All notices and correspondence signifying final actions of the Commission."

"ARTICLE VII

NOTICES AND WAIVERS

3. Notices. Notices required by these by-laws to be given to members of the Commission shall be deemed to have been sufficiently given if in writing and mailed, emailed of faxed" to each member at his or her preferred address as it shall appear on the records of the Commission. Such notices shall be sufficient for the purposes of this section inserted in any publication of the Commission so mailed to each member.

4. Waivers. Any Commissioner may waive notice of any meeting of the Commission but is subject to the provision on absences under Article IX, paragraph 2 of these by-laws. Such notice shall be in writing and may be given by signing a waiver, mailing a card, or sending an email or fax, and may be given before the meeting. Attendance at any meeting shall constitute a waiver of notice and no Written waiver shall be required."

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 2nd day of September, 2016.

Henry Richardson, Secretary/Treasurer