

ARTICLE III

BOARD OF DIRECTORS – BYLAWS

III.1 PURPOSE OF THE BOARD OF DIRECTORS

The overall purpose of the Board of Directors shall be to advance and promote the mission of the College, which is to: “function as an autonomous Indian controlled College on the Turtle Mountain Indian Reservation focusing on general studies, undergraduate education, vocational education, direct scholarly research and continuous improvement of student learning. By creating an academic environment in which the cultural and social heritage of the Turtle Mountain Band of Chippewa is brought to bear throughout the curriculum, the College establishes an administration, faculty and student body exerting leadership within the community and provides service to it.”

Under the Charter as reauthorized by the Tribal Council of the Turtle Mountain Band of Chippewa, the Board of Directors has been specifically charged by the Tribe with the responsibility of providing community college instruction for members of the Tribe and residents within the area served by the College who are qualified for admission, according to the standards established by the College. The Board of Directors is responsible for the management and operation of the College, and has custody of, responsibility for, and control of the property, real and personal, and other intangible assets, of the College.

The Board is responsible to the Board of Trustees and ultimately to the Turtle Mountain Band of Chippewa Indians. The Board is responsible for ensuring that the Institutional Objectives of the College are met. In doing so, the Board should be sensitive to the hopes, ambitions and needs of the members of the Tribe. It shall have responsibility for formulating broad public policy for community college education in the area served by the College

III.2 ORGANIZATION OF THE BOARD

2.1 NAME OF BOARD OF DIRECTORS

The governing board of the Turtle Mountain Community College shall be known as the “Board of Directors of the Turtle Mountain Community College” (hereinafter referred to as the “Board”).

2.2 COMPOSITION OF BOARD OF DIRECTORS

The Board of Directors of the College shall consist of five members selected in accordance with Article II, Sections 3.1 and 3.2 of the bylaws of the Board of Trustees.

2.3 TERM OF OFFICE

The term of each member of the Board of Director shall be for five years. Board members shall serve in staggered terms, with only one Board member reaching the end of his or her term each year.

2.4 VACANCIES

Any vacancies occurring on the Board for any reason shall be filled by the Board of Trustees by appointment in accordance with Article II, Section 3.1 of the bylaws of the Board of Trustees, except as provided in Article II, Section 3.2 of the bylaws of the Board of Trustees. Any such appointments will be made in accordance with policies as established by the Board of Trustees.

2.5 AUTHORITY OF INDIVIDUAL MEMBERS OF THE BOARD

Individual members of the Board have power and authority only when acting formally as members of the Board in session or when entrusted by the Board with specific and definite assignments.

III.3. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

3.1 OVERSIGHT AND CONTROL OF THE COLLEGE

As the policy making body of the Turtle Mountain Community College, the Board shall be charged with oversight and control of the College. The formulation and adoption of written policies that govern the College shall constitute the basic method by which the Board exercises its authority over the operation of the College.

3.2 SPECIFIC POWERS AND DUTIES OF BOARD OF DIRECTORS

Subject to applicable law, and without limiting the right of the Tribe to modify its powers and duties, the Board of Directors shall have the power or the duty:

- .1 To appoint or release the President of the College, subject to the approval of the Board of Trustees in accordance with Article II, Sections 3.4 of the bylaws of the Board of Trustees.
- .2 To develop policies and procedures for not less than an annual review of the performance of the President of the College.
- .3 To develop policies allowing the President due process in any action of the Board to release the President of the College or to renew or not to renew the contract of the President, consistent with these bylaws and the bylaws of the Board of Trustees.
- .4 With the concurrence of the Board of Trustees, to adopt and periodically review a statement of philosophy, mission and goals, which clarifies basic educational responsibilities of the College.
- .5 To establish general policies for the governance of the College and hold the President accountable for administering them.
- .6 To consider and take appropriate action on recommendations of the President in matters of policy relating to the welfare of the College.
- .7 Prior to appointment or in-house transfer, and upon the nomination of the President, to approve or disapprove by motion all appointments to, or dismissal of, certain administrative positions, including the Vice-President, Comptroller and Human Resources Director in accordance with established due process procedures as provided by the College. See the College's Personnel Policies regarding these procedures.
- .8 To employ a general counsel, auditor and other agents as required, and fix their qualifications and amount of compensation.
- .9 To adopt an annual budget in June of each fiscal year that will allow fiscally prudent operation of the College in accordance with applicable law and regulations.
- .10 To review and approve or disapprove all construction contracts and all expenses associated with these contracts.

- .11 To take all reasonable and necessary steps to provide the required personnel, physical facilities and means of financial support to carry out the Mission and Institutional Objectives of the College.
- .12 To review and take action on matters relating to site selection and physical plant development for further development of the College.
- .13 To assess the efficiency of College operations and to approve a process for evaluation of the educational programs of the College.
- .14 To refer to the President of the College all matters concerning the College of which the Board or individual members become aware for study and recommendation before such matters are considered by the Board, except for the selection of the President.
- .15 To inform the public concerning relevant statistics and information about the College, its students and educational programs, the needs of the College, its financial status and to accurately account to the public for all receipts and expenditures .
- .16 To perform such other duties as may be prescribed by applicable law, and where appropriate, act directly concerning matters not covered by these bylaws, the Charter, or specific law or policy.

III.4 OFFICERS OF BOARD

4.1 NAMED OFFICERS

The officers of the Board consist of a Chairperson (hereinafter the “Chair”) and a Vice-chairperson (hereinafter the “Vice-Chair”) who shall be elected from the members of the Board, and a Secretary and Treasurer, who shall not be members of the Board.

The Board shall select a non-director as Secretary, who shall be compensated separately by the College, and the Comptroller of the College shall serve as Treasurer. Such officers shall report to the Board through the President of the College.

4.2 MANNER OF ELECTION AND TERMS OF OFFICE

The election of Board officers shall be held annually at the Regular Meeting of the Board in September following the appointment of a new Board member for that year.

The Chair and Vice-chair of the Board shall be elected to such offices by the Board for a term of one (1) year and assume office immediately upon election. These two officers shall be elected from within the five person Board.

4.3 VACANCY IN OFFICE

In case of a vacancy in any elected office of the Board of Directors, the vacancy shall be filled as soon as possible through an election as provided in Article III, Section 4.2 of these bylaws, by the remaining Board members. The secretary and treasurer shall serve at the discretion of the Board and any vacancy in either of those offices shall be filled as soon as possible after the vacancy occurs by the Board of Directors, in consultation with the President of the College.

4.4 DUTIES AND RESPONSIBILITIES OF THE CHAIR OF THE BOARD

The duties of the Chair of the Board of Directors are:

- .1 To preside at all meetings.
- .2 To appoint members and designate chairperson of all special committees approved by the Board.
- .3 To execute all contracts approved by the Board and other official documents legally requiring the signature of the chairperson of the Board.
- .4 To call special meetings of the Board as required.
- .5 To represent the Board at meetings of the Trustees.
- .6 To perform any other duty formally assigned by the Board, or by legislative enactment.
- .7 To request that a member of the Board of Trustees be appointed pursuant to Article II, Section 3.2 of the bylaws of the Board of Trustees to temporarily act as a Director to establish a quorum during an emergency meeting of the Board of Directors when a quorum of the Board of Directors cannot be established by any other means, including personal presence, conference call or other electronic means. Any member of the Board of Trustees appointed to serve on the Board of Directors under this section only serves on

the Board of Directors until such time as a quorum of duly appointed members of the Board of Directors can be established.

- .8 To vote on all matters that come before the Board of Directors.

4.4 DUTIES AND RESPONSIBILITIES OF THE VICE-CHAIR OF THE BOARD

The duties of the Vice-Chair of the Board of Directors are:

To perform all duties of the Chair of the Board in the absence or disability of the Chair, and to perform such other duties as assigned by the Chair with the consent of the Board.

4.5 DUTIES AND RESPONSIBILITIES OF THE SECRETARY OF THE BOARD

The duties of the Secretary of the Board of Directors are:

- .1 To be responsible for the written or electronic notification of all appropriate parties regarding the regular and special meetings of the Board.
- .2 To prepare the Board Room or other appropriate accommodations before and after each meeting of the Board or any of its committees.
- .3 To transmit electronically, or by other mechanism designed to assure delivery, the Board agenda and a copy of the minutes of the previous meetings to the Board and such other persons as the Board may designate and post at proper areas prior to an ensuing meeting.
- .4 To be responsible for recording, preparing and distributing to all members of the Board, and to such members of the Board of Trustees who might request such information, whether electronically or by any other mechanism designed to assure delivery, the minutes and other accompanying materials of regular and special meetings of the Board.
- .5 To have custody of the official Seal of the Corporation, to affix it to official documents, if necessary, and to attest to any signature of an officer of the Board or a senior administrative official of the College.

- .6 To prepare and maintain for the Board an indexed compilation of all bylaws and amendments thereto; and a copy of all policies of the Board and all amendments thereto, the whole of which shall be known as the Policies of the Board of Directors of the Turtle Mountain Community College.
- .7 To inform the Board of any communications which require consideration and action by the Board.
- .8 To file such public notices of Board actions as may be required by statute, bylaws, resolutions of the Board or other applicable law.
- .9 To perform such other duties as may be assigned by the President of the College, the Board or as required by law.

4.6 DUTIES AND RESPONSIBILITIES OF THE TREASURER OF THE BOARD

The duties of the Treasurer of the Board of Directors are:

- .1 To cause to be kept current complete and accurate records of all funds of the College that are collected or expended, in accordance with generally accepted accounting principles and all relevant law and regulations.
- .2 To notify promptly the President of all funds received, the source and nature of such funds and to arrange for the deposit of such funds to the appropriate accounts of the College.
- .3 To account for all money received and for all money paid out when so requested by the Board or as required by law.
- .4 To invest the College's surplus funds, in lawful investments and as approved by the Board of Directors and the President of the College, and to provide a report of such investments to the Board.
- .5 To prepare annually a statement of revenue, expenditures and fund balances of the College as of the end of the fiscal year.
- .6 To prepare such other reports and perform such other duties as the President or the Board of Directors may from time to time direct.

- .7 To prepare an Annual Budget for the President to be presented to the Board of Directors at the June meeting of the Board.

4.7 DUTIES AND RESPONSIBILITIES OF THE PRESIDENT OF THE COLLEGE AS EXECUTIVE OFFICER OF THE BOARD

The President of the College shall be the Executive Officer of the Board through which the Board carries out its programs and exercises its policies. The President may delegate to subordinate officers of the College such duties of the President as the President may deem advisable under the supervision and direction of the President.

Within the framework of policies adopted by the Board, the President shall exercise discretionary authority in carrying out responsibilities of the position. The President shall perform the following functions:

- .1 Inform the Board of all actions taken under authority granted by it.
- .2 Perform all executive functions of the Board, such as:
 - .1 Preparation of the agenda for Board meetings;
 - .2 Conduct official correspondence of the Board;
 - .3 Issue orders of the Board of Directors;
 - .4 Cause to be prepared contracts and other documents necessary to carry out the activities of the College, including those contracts and other documents subject to approval by the Board;
 - .5 Provide for the custody of all records, proceedings, and documents of the Board and assume responsibility for making them available for public inspection; and
 - .6 Ensure that trustees, directors, and employees handling College funds are adequately bonded at College expense to protect the College from loss sustained through fraudulent or dishonest acts or any act of omission performed in the line of official duty.

- .3 To advise the Board in all areas of policy and make recommendations on all matters that affect the College before action is taken by the Board.
- .4 To inform the Board of all appointments of administrative and full-time academic teaching personnel of the College, except those administrators subject to appointment by the Board.
- .5 To submit to the Board at the appropriate time an annual budget and administer the Board approved budget.
- .6 To be responsible for the formulation of all reports as may be required by the Board and by local, state and national agencies.
- .7 To formulate and promulgate regulations and procedures designed to implement Board policies.
- .8 To represent the College to the community by interpreting and presenting the College program to the public, parents of students, the press, the Tribal Council and community organizations.
- .9 To execute all documents pursuant to such authority as may be granted to the President by the Board.
- .10 To prepare and submit to the Board an annual report of the operation of the College, including recommendations for the immediate and long range development of the College.
- .11 To serve as the official channel for all contacts between staff members and the Board of Directors.
- .12 To act as the chief administrator and educational leader of the College, who is responsible for the organizational structure of the College and for all executive and administrative duties in connection with the operation of the College.
- .13 To propose a long-range plan for College programs, recommending to the Board from time to time such changes in the programs and services of the College as appropriate and necessary to fulfill the stated philosophy and goals of the College .

- .14 To establish College objectives consistent with the Board approved philosophy and goals, and provide for evaluation of all personnel and programs in accordance with the stated objectives.
- .15 To recommend to the Board site location and site utilization and direct the development of the campus building program.
- .16 To participate in community college programs at the local, state, and national level by ensuring that the College is represented at meetings of all organizations to which the College belongs, and to represent the College within such other organizations as may be approved by the Board.
- .17 To review pending or existing legislation at the tribal, state and federal level that affects the College or that may provide assistance to the College if enacted and report the substance thereof to the Board.
- .18 To designate an administrative officer of the College to serve as acting President during any absence of the President.
- .19 To perform such other duties as may be assigned by the Board or otherwise required by law.

III.5 COMMITTEES OF THE BOARD

5.1 STANDING COMMITTEE OF THE WHOLE

It shall be the general policy of the Board of Directors to perform its work, so far as practicable, as a committee of the whole.

5.2 SPECIAL COMMITTEES

The Board may establish, from time to time, special committees to deal with specific problems. Committee members and their chairperson shall be appointed by the Chair of the Board. The Chair of the Board shall be an ex-officio member of all committees. Moreover, any member of the Board of Directors or Board of Trustees shall have the right to participate without vote at any committee meeting, and shall upon request be given the same notices and information as the committee members. All committees shall keep records of their actions and submit such minutes of committee meetings, together with any recommendation for action, to the appropriate Board for consideration.

III.6 MEETINGS OF THE BOARD

6.1 ANNUAL ORGANIZATIONAL MEETING

The Organizational Meeting of the Board shall be held annually in connection with the first regular meeting in September following the appointment or reappointment of that year's Board member. The specific business before this meeting shall be the election of officers as authorized by these bylaws and the determination of the regular meeting schedule of the Board for the succeeding year.

6.2 REGULAR MEETINGS

Regular meetings of the Board shall be held once each month, on the fourth Monday at 5:00 pm. A regular meeting may, however, be set for another date and time or waived by action of the Board at any previous meeting. Meetings shall be held in the Board Room of the College on the College campus.

- .1 QUARTERLY MEETINGS - The Board of Directors shall meet quarterly, which may also constitute a regular meeting. Quarterly meetings will be held in March, June, September and December.
- .2 ATTENDANCE - Any Board member who misses without good cause two consecutive regular meetings or four regular meetings over a period of one year shall be reported to the Board of Trustees by the Chair or Vice-Chair of the Board of Directors, along with a recommendation to the Board of Trustees that the Board member be removed for cause pursuant to Article II, Section 3.3 of the bylaws of the Board of Trustees.

6.3 SPECIAL MEETINGS

Special meetings shall be called by the Chair of the Board, or upon written request by three (3) Directors or by the President when approved by the Chair of the Board. Such written request must be received by the Secretary at least twenty-four (24) hours in advance of any such requested meeting, except in the event of an emergency situation requiring immediate action by the Board if harm to the College would likely result if no action could be taken by the Board due to the notice requirement of this section.

Matters to be considered at any special meeting are confined to those stated in the notice of such special meeting and for which purpose such special meeting has been called.

6.4 EXECUTIVE SESSIONS

Executive sessions shall pertain to legal actions, causes of action, or litigation involving the College; leasing, purchase or sale of real estate; and proceedings involving physical or mental health, scholastic probation, scholastic expulsion or scholastic graduation; and proceedings related to the hiring, firing or promotion of College personnel.

- .1 No official action of the Board will take place in an executive session.
- .2 The Board shall determine who participates in an executive session, other than members of the Board.
- .3 An executive session shall be declared by motion and agreed to by a majority of the Board. The executive session will end upon a motion agreed to by a majority of the Board.

6.5 NOTICE OF MEETINGS

Board members, representatives of the news media (including newspapers, radio and television stations), and such other persons as the Board may designate, shall be notified in writing by the Secretary of the time, place and purposes of all regular and special meetings and the agenda shall be posted on the bulletin board at the College office not less than 24 hours in advance of special meetings. No such written notices shall be required if any special meeting is held pursuant to action of the Board taken at any public meeting. Members of the Board of Trustees shall also receive notification in the same manner as the members of the Board of Directors.

6.6 OPEN MEETINGS

To the maximum extent possible, all regular and special meetings are open to the public; provided however, that upon majority vote of directors present certain matters may be taken up in executive session at which members of the public shall not be present. To the extent students,

faculty or other staff of the College are free of other duties, they are encouraged to attend meetings of the Board of Directors.

6.7 MANNER OF HOLDING MEETINGS

Regular or special meetings may be held by conference call, by video conferencing or over the Internet through software that allows for the equivalent of video conferencing.

6.8 APPEARANCES BEFORE THE BOARD

The order of business of any regular meeting shall include an opportunity for the public to address the Board on any item of business, which is included on the agenda.

Furthermore, any individual, or group, may ask the Board to place on the agenda any subject matter not already on the agenda as prepared by the Secretary that lies within the Board's authority to consider. The individual who wishes to appear regarding a matter not already on the agenda for consideration shall make a written request to the President describing the question or topic for discussion or presentation at least seven (7) days prior to a regular meeting of the Board. The Board may approve by motion other requests to appear at the time the Agenda is considered for approval.

6.9 QUORUM

A majority of the Board consisting of at least three (3) members shall constitute a quorum for the transaction of business at regular and special meetings. A smaller number may call the roll, record the names of absentees and adjourn to meet at a specified future time.

6.10 REQUIRED VOTE

An affirmation vote of a majority of all directors present at regular and special meetings shall be required for the passage of any motion.

A member abstaining from voting shall be entered in the minutes as a neutral vote.

6.11 ACTION BY RESOLUTION

The Board shall act by resolution regarding decisions that involve any of the following actions:

- .1 Fixing and determining educational policy and curriculum of the College.
- .2 Appointing and fixing the compensation and contract terms of the President and other officers of the College.
- .3 Adopting terms and conditions of employment of all College personnel and fixing compensation specifically or under general schedules.
- .4 Granting any power to appoint and employ other officers, agents and employees and fixing general terms and conditions of such employment.
- .5 Fixing and determining tuition rates and other fees.
- .6 Entering into contracts and agreements with a value of more than \$25,000, or such lesser amount as the Board may determine in consultation with the Comptroller and the President.
- .7 Any proceedings for eminent domain.
- .8 Establishment of general policies for operation of the College.

6.12 ACTION BY MOTION

Generally, all other action taken by the Board of Directors and not falling in the categories listed in Article III, Section 6.11 of these bylaws will be pursuant to motion and passed by majority vote at a regular or special meeting. This includes, but is not limited to, the following:

- .1 Appointing members of the administration and academic teaching staffs in accordance with general schedules fixing compensation and terms of employment.
- .2 Acting upon routine approvals of the Board at a regular or special meeting covering such matters as:

- .1 Serving as a final adjudicating or appeal body for students, employees and citizens on matters of policy and policy interpretation.
- .2 Considering communications and requests from citizens and organization on matters of policy, administration and other items of public concern affecting the College.
- .3 Directing the President or other College official to take appropriate action regarding the ordinary functions of the College.
- .4 Procedural motions of any kind, including adoption of rules of order in special situations, such as appearances before the Board.

6.13 EMERGENCY MEETINGS

Any action required or permitted to be taken by the Board in any emergency in which the College or any person is in imminent threat of harm if action is not taken may be taken without a formal meeting, provided a quorum is present and all members of the Board have been notified of the meeting. Such a meeting may be conducted by telephone, electronic device such as the Internet or in any other way the Board members shall decide that will allow immediate action to be taken or authorized. In such cases, the President of the College may act as the Secretary of the Board, or the Board may appoint a temporary Secretary to record the proceedings of the meeting. A written consent setting forth the action so taken, and signed by all of the members of the Board in attendance at the meeting, must be filed with the minutes of the meeting.

6.14 AGENDA

The agenda shall be prepared by the President and its contents presented to the Board for consideration at each meeting. Any item not on the agenda may be placed on the agenda by any Board member unless objected to by any member of the Board of Directors present, but, even if an objection is made, such item shall be placed on the agenda upon motion if a majority of the Board consents.

6.15 ORDER OF BUSINESS

1. Call to order
2. Opening Prayer
3. Roll call
4. Approval of Agenda
5. Approval of Minutes
6. Old Business
7. New Business
8. Other Business
9. Adjournment

6.16 MINUTES OF MEETING

Minutes of regular and special meetings are public records. The Minute Book, a permanent record of all actions of the Board of Directors, shall be open to inspection by any citizen of the Turtle Mountain Band of Chippewa community and shall be kept on file at the College administrative offices as a permanent official record of all transactions of the Board.

The minutes shall record the name of the director making a motion, the name of the director seconding it, and the vote attributing each 'yea' and 'nay' vote, or abstinence if not voting, to the individual director. The voting shall be by voice except that a roll call may be required for resolutions and all other questions whenever requested by a Board member. A Board member may also have the reasons for his or her vote recorded in the minutes if so requested at the time of voting.

6.17 ADOPTION OF POLICY

No matter of policy regarding the College shall be submitted to the Board for approval or placed on a regular or special meeting agenda for action by the Board unless it has been presented in writing at a previous regular meeting of the Board. This rule may be waived only by the unanimous consent of those Board members present and voting at the meeting when any such proposed action is contemplated.

The adoption of policy requires the affirmative vote of a majority of the Board.

6.18 RULES OF CONDUCT FOR MEETINGS

Except as they may be in conflict with the bylaws heretofore set forth, Robert's Rules of Order, in its current revision, shall constitute the rules of conduct for meetings of the Board of Directors. Robert's Rules regarding decorum at all meetings will be followed. If necessary, the Chairman of the Board, or any two (2) members of the Board, may request the appointment of a Sergeant at Arms to assist in maintaining the decorum of the meeting. In the event matters of decorum are not being followed, either upon approval of a majority of the Board present at the meeting, or upon the determination of the Chairman of the Board, the meeting may be terminated and recommenced at another date, time or place.

6.19 HONORARY DEGREE POLICY

In the name of the Turtle Mountain Community College, the Board of Directors may, at any regularly scheduled Board meeting, award honorary one and two year degrees. Recommendations for an honorary degree can be made by the President, members of the Board of Trustees, and the Board of Directors for approval by the Board of Directors. In order to avoid any embarrassment, no announcement shall be made to any person under consideration until the Board has acted. The selection criteria shall be as follows:

- .1 The candidate should have had an association with the College;
- .2 The candidate must have achieved a level of distinction which would merit comparable recognition in the candidate's profession or area of excellence; and.
- .3 The reputation of the candidate should reflect favorably on the Board, the Turtle Mountain Community College and the Turtle Mountain Band of Chippewa.

6.20 RETREAT

Board members will meet periodically, and not less than once each year, apart from official meetings held pursuant to these bylaws, to review institutional direction and discuss policy.

III.7 CONFLICT OF INTEREST

7.1 DISCLOSURE OF CONFLICT OF INTEREST

All Board members shall disclose to the Board any possible conflict of interest at the earliest possible time. No Board member shall vote on any matter under consideration at a Board or Committee meeting in which such Board member has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made by the Board member who has the conflict of interest and that the Board member who has the conflict of interest abstained from voting.

7.2 UNCERTAINTY REGARDING CONFLICT OF INTEREST

Any Board member who is uncertain whether or not he/she has a conflict of interest in any matter may request the Board or Committee to determine whether or not a conflict of interest exists, and the Board or Committee shall resolve the issue by majority vote. Conflicts of interest for members of the Board of Directors shall be resolved consistent with resolution of similar conflicts for members of the Board of Trustees.

7.3 DEFINITION OF CONFLICT OF INTEREST

A Board member shall be considered to have a conflict of interest if:

- .1 Such Board member has an existing or potential financial or other interest in a particular matter that requires the approval or other action by the Board, which impairs or gives the appearance that the interest will impair such member's independent, unbiased judgment in the discharge of the member's responsibilities to the College, whether such interest occurs on the part of the member individually or as an owner, officer, director, employee, member, partner, trustee or controlling stockholder in any organization with an interest in the particular matter before the Board.
- .2 Such Board member is aware that a member of his family has an existing or potential financial or other interests in a particular matter that requires the approval or other action by the Board. For the purposes of this paragraph a family member shall be a spouse, parents, siblings, children and any other relative if the latter resides in the same house held as the Board member. Such conflict of interest also occurs if the family member has a conflict by virtue of

being an officer, director, employee, member, partner, trustee or controlling stockholder of any organization with an interest in the matter before the Board,

7.4 RULES OF ETHICAL CONDUCT FOR MEMBERS OF BOARD OF DIRECTORS

Each Board of Director shall adhere to the laws, rules, regulations and policies of applicable governmental and institutional authorities and the following standards of conduct. Failure to do so may be grounds for removal of the Director.

- .1 No member of the Board of Directors may have a direct or indirect interest, financial or otherwise, of any nature as described in Article III, Section 7.3 of these bylaws that is in conflict with the proper discharge of the Director's duties. Any Director shall timely furnish a written disclosure of any such conflict to the Chair of the Board or the President of the College, including such additional disclosures as may be required by state and federal law or under Article III, Section 7.3 of these bylaws.
- .2 No individual shall be appointed by the Board of Directors or the President to any position at the College in which he or she is directly supervised by his or her spouse mother, father, son, daughter, brother, or sister, except by special approval of the Board of Directors.
- .3 No Director shall accept or solicit any gift, favor, or service that might reasonably tend to influence the Director in the discharge of the Director's official duties or that the Director knows or should know is being offered with the intent to influence the Director's official conduct.
- .4 No Director shall intentionally or knowingly solicit, accept, or agree to accept any benefit for having exercised his or her official powers or performed his or her official duties in favor of another.
- .5 No Director shall accept employment or engage in any business or professional activity which the Director might reasonably expect would require or induce the Director to disclose confidential information acquired by reason of his or her official position.

- .6 No Director shall disclose confidential information gained by reason of his or her official position or otherwise use such information for personal gain or benefit.
- .7 No Director shall transact any business in his or her official capacity with any business entity of which the Director is an officer, agent, or member, or in which the employee owns a substantial interest.
- .8 No Director shall make personal investments which could reasonably be expected to create a substantial conflict between the Director's private interests and the public interest.
- .9 No Director shall accept other employment or compensation which could reasonably be expected to impair the Director's independence of judgment in the performance of the Director's duties as a Board member.
- .10 Sexual Harassment and Misconduct: The educational and working environment of the College should be free from inappropriate conduct of a sexual nature by any Board member.

III.8 AMENDMENTS TO BYLAWS OF BOARD OF DIRECTORS

8.1 APPROVAL OF BYLAWS BY TRIBAL COUNCIL

These bylaws, including the process of amendment to these bylaws as contained herein, will not go into effect until approved by:

1. The Board of Directors and the Board of Trustees of the College;
2. The Higher Learning Commission of the North Central Association of Colleges and Schools, if necessary; and
3. The Tribal Council of the Turtle Mountain Band of Chippewa Indians.

8.2 APPROVAL OF AMENDMENT BY BOARD OF TRUSTEES AND BOARD OF DIRECTORS

The bylaws of the Board of Directors are subject to amendment by a majority vote of the members of the Board at a duly called and noticed meeting of the Board, and upon 30 days' advance notice to each member of the Board of Directors of the proposed amendment, and provided

further that such amendment, once approved by the Board of Directors, is approved by a majority vote of the members of the Board of Trustees of the College. The Board of Trustees shall have 30 days following receipt of the proposed amendment, as approved by the Board of Directors, in which to approve or reject the proposed amendment to the bylaws of the Board of Directors. Failure of the Board of Trustees to act within the 30 day period specified shall mean that the bylaws are deemed approved by the Board of Trustees.

8.3 NO AMENDMENT TO VIOLATE CHARTER OF COLLEGE

No proposed amendment to the bylaws may be presented or approved by the Board of Directors which violates the Charter of the College as approved by the Tribal Council.

8.4 APPROVAL BY HIGHER LEARNING COMMISSION, IF NECESSARY

If submission of a proposed amendment to the bylaws to the Higher Learning Commission of the North Central Association of Colleges and Schools is deemed appropriate by the President of the College, the Board of Directors or the Board of Trustees, the amendment will not go into effect until the Higher Learning Commission has either indicated that it approves the amendment or that approval of the amendment by the Commission is not necessary for the amendment to go into effect.

8.5 ANNUAL REVIEW OF BYLAWS BY BOARD OF DIRECTORS

The Board of Directors shall review at least annually the bylaws of both the Board of Trustees and the Board of Directors.

Approved by the Board of Trustees on _____, 2010.

Chair, Board of Trustees

Approved by the Board of Directors on _____, 2010.

Chair, Board of Directors

Approved by the Higher Learning Commission of the North Central Association of Colleges and Schools, on _____, 2010, if necessary

Higher Learning Commission

Approved by the Tribal Council of the Turtle Mountain Band of Chippewa on on _____, 2010.

Chairman, Turtle Mountain Band of Chippewa