

AUTHORITY OF THE TURTLE MOUNTAIN COMMUNITY COLLEGE AS ESTABLISHED BY THE TURTLE MOUNTAIN BAND OF CHIPPEWA

II.0 NAME AND AUTHORITY OF COLLEGE AND GOVERNING BOARDS

0.1 NAME

The name of the institution shall be “Turtle Mountain Community College, Inc.” (Hereinafter referred to as the “College”). The name of the community college system shall be “The Turtle Mountain Community College.” On all documents other than official legal documents, such as any document filed in court, as required by the Internal Revenue Service of the United States, publication of legal notices, execution of contracts and other legal documents, the name “Turtle Mountain Community College” shall be used.

0.2 COLLEGE AS AGENCY OF TRIBE

The College, together with the Board of Trustees and Board of Directors that manage it, is an agency of the Turtle Mountain Band of Chippewa Indians, a federally recognized Indian tribe (hereinafter referred to as the “Tribe”), governed by its legislative body known as the Tribal Council. The College and its governing boards shall act in accordance with the laws of the Tribe; the Tribal Constitution, as amended from time to time; to the extent necessary, the laws of the state of North Dakota, and the laws and Constitution of the United States.

0.3 CHARTER AND AUTHORITY OF COLLEGE

The specific authority of the College and its governing boards to provide higher education within the lands governed by the Turtle Mountain Band of Chippewa is stated in Article V of the Tribal Charter issued by the Tribe pursuant to Resolution No. 678-11-72 enacted on November 9, 1972, and reissued as a Restated Charter, pursuant to Resolution No. _____, enacted on _____, 2010. (Hereinafter referred to as the “Charter”). The Bylaws of the Board of Trustees and the Board of Directors are incorporated into the Charter of the College by reference, and may be amended as provided those Bylaws.

BYLAWS OF THE BOARD OF TRUSTEES

II.1 PURPOSE

The overall purpose of the Board of Trustees 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 Trustees was specifically created to appoint the members of the Board of Directors of the College and to provide guidance to the Board of Directors in carrying out the mission of the College as provided in these bylaws.

II.2 APPOINTMENT OF MEMBERS OF THE BOARD OF TRUSTEES

2.1 APPOINTMENT

The Board of Trustees is appointed by the Tribal Council of the Turtle Mountain Band of Chippewa in accordance with the restated Charter of the College. Qualifications for the Board of Trustees are stated in the restated Charter.

At the discretion of the majority of the Board of Trustees, an active member may be elevated to honorary Board member status. When this occurs a vacancy exists on the Board of Trustees and the vacancy will be filled according to these bylaws.

2.2 MEMBERSHIP YEAR

The membership year shall be from September 1 to August 31.

2.3 COMPOSITION

The Board of Trustees shall be composed of ten (10) members appointed as follows: six (6) at large members appointed for life by the Tribal Council; two (2) members who are members of the Tribal Council appointed by the Tribal Council, and two (2) members who are students attending the College selected as provided in the student Constitution; all of whose qualifications are set forth in the restated Charter of the College.

2.4 TERM OF OFFICE

The term of office of the six (6) at large members shall be life subject to removal for good cause, in accordance with Article II, Section 3.5 of these bylaws. Any other Trustee shall serve as long as the Trustee is qualified to serve in accordance with the restated Charter.

II.3 POWERS OF THE BOARD OF TRUSTEES

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

3.1 APPOINTMENT OF MEMBERS OF BOARD OF DIRECTORS

Appoint the membership of the Board of Directors when vacancies occur for any reason, including removal by the Board of Trustees as provided in Article II, Section 3.3. The Board of Trustees will develop criteria for membership on the Board of Directors consistent with the Mission and Institutional Goals of the College. As stated in the restated Charter, no employee of the College may serve as a member of the Board of Directors of the College. Vacancies on the Board of Directors should be filled by the Board of Trustees within 30 days of written notice being given to the Board of Trustees. This time frame may be extended by majority vote of the Board of Trustees as necessary.

3.2. SELECTION OF PANEL OF TRUSTEES FOR EMERGENCY APPOINTMENT TO 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, the Chairman of the Board of Trustees, or the Vice-Chairman, if the Chairman is not available, present, or if neither the Vice-Chairman and the Chairman are available, those members of the Board of

Trustees in attendance, if any, at the meeting shall appoint a Trustee qualified pursuant to Article III Section 4.4.7 of the bylaws of the Board of Directors to serve on the Board of Directors for the purpose of establishing a quorum in the event of an emergency requiring immediate action by the Board of Directors. Any member of the Board of Trustees appointed to serve on the Board of Directors under this section serves only until such time as a quorum of duly appointed members of the Board of Directors can be established.

3.3. REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS FOR CAUSE

Remove members of the Board of Directors for good cause, including, but not limited to, failure to attend to the duties of the office (including, but not limited to, absenteeism), inappropriate or illegal conduct, conflict of interest, death or disability, resignation or other similar reasons, based on criteria developed by the Board of Trustees that reflect the Mission and Institutional Goals of the College and in accordance with due process procedures as developed by the Board of Trustees.

3.4 REVIEW OF DECISION OF BOARD OF DIRECTORS TO APPOINT OR REMOVE PRESIDENT OF COLLEGE OR RENEW OR NON-RENEW CONTRACT OF PRESIDENT

Approve or disapprove in writing a decision by the Board of Directors to appoint or remove the President of the College from office for just reason, including a decision of the Board of Directors to renew or not to renew the contract of the President of the College. The Board of Trustees shall not unreasonably decline to follow the decision of the Board of Directors.

- .1 The Board of Trustees has the authority to establish a process for review of a decision of the Board of Directors to appoint or remove the President or to renew or not to renew the President's contract. The process established must take into account all elements of the decision of the Board of Directors, including, but not limited to, whether due process was provided to the President by the Board of Directors in his or her removal or non-renewal of his or her contract. The entire process, including the process outlined in Article II, Section 3.4.2 of these bylaws, should take place within 30 days of receipt by the Board of Trustees of the decision of the Board of Directors regarding removal or appointment of the President or

renewal or non-renewal of the President's contract. This period may be lengthened by the mutual consent of both the Board of Trustees and the Board of Directors.

- .2 Should the Board of Trustees disagree with the Board of Directors regarding the decision of the Board of Directors to appoint or remove the President, or to renew or not to renew the President's contract, the Board of Trustees or the Board of Directors may request a special joint meeting to discuss the issue. If, as a result of the special joint meeting held as provided above, or in the event no meeting is called, the Board of Directors has indicated to the Board of Trustees that it will not change its initial decision, each Board shall, at the meeting called by the Board of Trustees as provided in this section, or at another meeting of each Board, acting separately, select a committee of three (3) of the members of their respective boards to serve on a special Joint Committee that will have the authority to make a final decision regarding the appointment or removal of the President or renewal or non-renewal of the President's contract. The special Joint Committee so appointed by the respective Boards will select a Chairman *pro tem* for the Joint Committee from the remaining nine members of the Board of Trustees and Board of Directors. The Chairman *pro tem* will not vote on any issue before the Joint Committee except in the case of a tie. At the meeting at which a Chairman *pro tem* is selected, or at such future meeting of the Joint Committee as may be called by the Chairman *pro tem*, the Joint Committee will reach a decision by majority vote regarding the initial decision of the Board of Directors to remove or appoint the President or to renew or not to renew the President's contract. The meeting of the Joint Committee may be continued from time to time until a decision is reached. For any meeting required under this section, a quorum of the Board of Directors cannot be established using the procedure stated in Section 3.2 of these bylaws. The decision of the Joint committee will be final. Failure of the Board of Trustees to appoint members to the Joint Committee; or failure of both the Board of Trustees and the Board of Directors to appoint members to the Joint Committee; or failure of the Joint Committee, once appointed, to meet within a reasonable period of time to make a decision will mean that the initial decision of the Board of Directors regarding the

President is final. Failure of only the Board of Directors to appoint members to the Joint Committee will mean that the decision of the Board of Trustees is final.

3.5 RECOMMENDATION TO TRIBAL COUNCIL TO REPLACE MEMBERS OF BOARD OF TRUSTEES

With the consent of the majority of the Board of Trustees, officially notify the Tribal Council, or the student governing body, as may be appropriate, of the recommendation of the Board of Trustees to remove and replace any Trustee based upon failure of the Trustee to attend to the duties of the office (including, but not limited to, absenteeism), inappropriate or illegal conduct, conflict of interest, death or disability, resignation or other similar reasons.

3.6 SELECTION OF OFFICERS OF THE BOARD OF TRUSTEES

Select officers of the Board of Trustees in accordance with Article II, Section 4.2 of these bylaws.

3.7 RULES OF PROCEDURE

Adopt rules of procedure for the conduct of the meetings of the Board of Trustees.

3.8 APPROVAL OR DISAPPROVAL OF AMENDMENTS TO BYLAWS OF BOARD OF DIRECTORS

Approve or disapprove all amendments to the bylaws of the Board of Directors. The Board of Trustees will develop policies for review of proposed amendments to the Bylaws of the Board of Directors.

3.9 PROPOSAL OF AMENDMENTS TO BYLAWS OF BOARD OF TRUSTEES

Propose amendments to these bylaws. Once adopted by the Board of Trustees, any amendment so adopted will be submitted for approval or disapproval by the Board of Directors as provided in Article II, Section 8 of these bylaws.

3.10 VOLUNTARY ATTENDANCE AT MEETINGS OF BOARD OF DIRECTORS

Attend all meetings of the Board of Directors and enter into discussions with the Board of Directors, but any member of the Board of Trustees attending a Board of Directors meeting shall have no voting power within the Board of Directors unless appointed pursuant to Article II, Section 3.2 of these bylaws. Any one or more members of the Board of Trustees may attend a meeting of the Board of Directors.

II.4 BOARD OF TRUSTEES OFFICERS, ELECTIONS OF OFFICERS AND DUTIES OF OFFICERS

4.1 ELECTED OFFICERS

- .1 Officers of the Turtle Mountain Community College Board of Trustees shall be a Chairperson (hereafter the "Chair"), a Vice-Chairperson, (hereafter the "Vice-Chair") and a Secretary. To be nominated for Chair, the person so nominated must have served on the Board for at least two years as a full member of the Board. The Secretary need not be a member of the Board of Trustees, in which case the Secretary shall not have voting privileges.
- .2 The duties and responsibilities of elected officers shall be those usually pertaining to such positions including the following specific duties assigned to each office.
- .3 At the direction of the Board of Trustees, elective officers may be assigned duties not ordinarily associated with their position.

4.2 ELECTION OF OFFICERS AND TERMS

- .1 Officers will be elected at a meeting of the Board of Trustees, whether considered special or regular, held as close as possible to the date on which their respective terms as officers expire.
- .2 Each officer may be reelected indefinitely. Other than the Chair, whose term is three (3) years, the term of each officer is two (2) years.
- .3 Officers in place when these restated bylaws become effective shall remain in office until their terms would have expired under the

previous bylaws, or until two years from the effective date of the bylaws, whichever is later.

- .4 Officers shall be elected by majority vote of the Board of Trustees.
- .5 Each officer selected must agree to serve before being nominated.
- .6 Officers may be removed from their office by a majority vote of the Board of Trustees prior to serving their entire term of office upon a showing that the officer has failed to carry out the responsibilities of the office for which the officer was elected or other good cause. Good cause may include, but is not limited to, any of the reasons for removal of a member of the Board of Trustees as set forth in Article II, Section 3.5 of these bylaws.

4.3 CHAIR

The Chair shall have the following duties:

- .1 To call meetings of the Turtle Mountain Community College Board of Trustees.
- .2 To preside over meetings of the Turtle Mountain Community College Board of Trustees.
- .3 With the approval of the majority of the Board of Trustees, to appoint members to all special committees.
- .4 With the consent, and at the direction of, the majority of the Board of Trustees, as provided in Article II, Sections 3.1, 3.2 and 3.3 of these bylaws, to officially notify the Board of Directors in writing of any action of the Board of Trustees to remove or replace a member of the Board of Directors.
- .5 With the consent, and at the direction of, the majority of the Board of Trustees, as provided in Article II, Section 3.4 of these bylaws, to officially notify the Board of Directors in writing of any action of the Board of Trustees to approve or disapprove any action of the Board of Directors to appoint or remove the President of the College, or to renew or fail to renew the contract of the President.
- .6 With the consent, and at the direction of, the majority of the majority of the Board of Trustees, as provided in Article II, Section 3.5 of these

bylaws, to officially notify the Tribal Council in writing of the recommendation of the Board of Trustees for the Council to remove or replace any Trustee.

- .7 To serve as a member with voting privileges on any special committee which the Chair appoints.
- .8 To nominate to the Board of Trustees members to fill vacancies on all special committees.

4.4 DUTIES OF THE VICE-CHAIR

- .1 If the Chair of the Board of Trustees shall become vacant, or if the Chair is unable to perform his or her duties due to temporary circumstances or misses one annual meeting, the Vice-Chair shall serve as the Chair until the Chair is again able to resume duties or until the Chair's term expires. In the case of the Chair and Vice-Chair being absent, the remaining members shall appoint a temporary presiding officer from the membership of the Board.
- .2 In the absence of the Chair of the Board of Trustees, the Vice-Chair has the authority to appoint a Board of Trustee member to fill a vacancy on the Board of Directors in accordance with Article II, Section 3.2 of these bylaws.

4.5 DUTIES OF THE SECRETARY

The duties of the Secretary are:

- .1 To record attendance and maintain all minutes and pertinent records of all meetings; including committee reports.
- .2 To provide a copy, electronically or otherwise, of all agendas, notices of meetings, minutes of meetings, committee reports, and other official reports of the Board of Trustees, other than those relating to the removal of any member of the Board of Directors, to the Secretary of the Board of Directors for distribution to the Board of Directors.
- .3 To assist in the preparation of all reports.
- .4 To keep track of the terms of all members and officers of the Board of Trustees and the Board of Directors, including the date of

appointment of the specific Board member or election as a Board officer, the number of terms served by the Board member and the number of terms served as an officer of each Board member, if any, the date of expiration of the term of each Board member, as applicable, and the date of expiration of the term of any office held by any Board member.

II.5 MEETINGS OF THE BOARD OF TRUSTEES

5.1 MEETING TIMES

The Board of Trustees shall hold an annual meeting. Additional meetings may be determined by the Chair of the Board of Trustees upon the request of at least two members of either the Board of Trustees or the Board of Directors, or in accordance with a regular schedule as may be determined by the Board.

5.2 EXECUTIVE SESSIONS

Executive sessions shall pertain to legal actions, causes of action, or litigation involving the Board of Trustees; proceedings involving recommendation for removal, or the physical or mental health, of any member of the Board of Trustees; proceedings involving employees of the Board; and proceedings related to the decision of the Board of Directors regarding the appointment or removal of the President of the College, or renewal or non-renewal of the President's contract.

- .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 agreed to by a majority of the Board. The executive session will end upon a motion agreed to by a majority of the Board.

5.2 RULES OF ORDER

The most recent revised edition of Roberts Rules of Order shall govern at special and regular meetings of the Board of Trustees and all special committees when they are not in conflict with the bylaws of the Board of Trustees, or any other rule of procedure as adopted by the Board.

II.6 COMMITTEES

6.1 COMMITTEE OF THE WHOLE

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

6.2 SPECIAL COMMITTEES

Special committees may be authorized by the Board of Trustees or by the Chair of the Board.

II.7 CONFLICT OF INTEREST

7.1 DISCLOSURE OF CONFLICT OF INTEREST

All members of the Board of Trustees 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 Trustees shall be resolved consistent with resolution of similar conflicts for members of the Board of Directors.

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 members 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,

II.8 AMENDMENTS TO BYLAWS OF BOARD OF TRUSTEES

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 Trustees 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 Trustees of the proposed amendment, and provided further that such amendment, once approved by the Board of Trustees, is approved by a majority vote of the members of the Board of Directors of the College. The Board of Directors shall have 30 days following receipt of the proposed amendment, as approved by the Board of Trustees, in which to approve or reject the proposed amendment to the bylaws of the

Board of Trustees. Failure of the Board of Directors to act within the 30 day period specified shall mean that the bylaws are deemed approved by the Board of Directors.

8.3 NO AMENDMENT TO VIOLATE CHARTER OF COLLEGE

No proposed amendment to the bylaws may be presented or approved by the Board of Trustees 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 an amendment to these 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 Trustees or the Board of Directors, 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 TRUSTEES

The Board of Trustees 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 (if necessary) on _____, 2010.

Higher Learning Commission

Title: _____

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

Chairman, Turtle Mountain Band of Chippewa