

Ihanktonwan Community College Establishment

The Yankton Sioux Tribe Business & Claims Committee (B&CC) established the Ihanktonwan Community College by the by Resolution No. 93-113, on October 14, 1993. The B&CC changed the name of the college the Yankton Sioux Community College to the Ihanktonwan Community College by Resolution No. 97-20, on April 10, 1997. On February 16, 2006 the Yankton Sioux Tribe General Council revised and adopted a new charter for the college. This action can be found in the minutes of the YST General Council meeting of February 16, 2006. The charter gives the college the legal authorization to operate as an institution of higher education with the authority to have degree-granting capability.

On November 4, 1998, the college was given authority by the YST Business and Claims Committee Resolution No. 98-315 to enter into an affiliation agreement with Sinte Gleska University of the Rosebud Sioux Tribe. The North Central Association of Colleges and Schools Higher Learning Commission approved this affiliation agreement. The agreement allows the college to provide accredited higher education courses for credit.

The contract states that Sinte Gleska University, a public tribal institution of the Rosebud Sioux Tribe operating under the authority and jurisdiction of its Board of Regents, as authorized by the Tribal Charter (hereafter SGU) and Ihanktonwan Community College (hereafter ICC) a public institution of the Yankton Sioux Tribe and its Board of Directors (as authorized by Tribal Charter) set forth the contract for the delivery of educational services on the Yankton Sioux Reservation.

The intent of the contract is to assist students on the YSR who may not otherwise have the opportunity for such educational services and to outline the general operating terms and the consideration to be paid by YSR for services of SGU. ICC is herein considered to be a branch campus of Sinte Gleska University.

GENERAL STATEMENTS:

It is the intent of this contract between SGU and ICC to facilitate ICC moving toward candidacy for accreditation as provided by the Higher Learning Commission's guidelines. SGU will be available upon reasonable request to offer technical assistance relative to the efforts of ICC to gain candidacy for accreditation status.

Under this contract the students of ICC will be eligible to pursue the following degree programs that will lead to a degree/certificate granted by SGU:

- Bachelor of Science
 - Education
- Bachelor of Arts
 - Business
 - Human Services
- Associate of Arts
 - Arts and Sciences
 - Business
 - Education

Human Services
Vocational Education
One Year Certificates
Vocational Education

Courses and programs offered via ICC must be consistent with SGU's mission and purpose as outlined in the SGU catalog and through Board of Regents' actions. All course and program delivery is limited to the certificate, associate, and baccalaureate degree level.

Under this agreement ICC considered a branch institute of SGU and is independent of SGU, is permanent in nature, offers courses for credit and programs leading to various Vocational Technology Certificates, Associates of Arts & Sciences, and Bachelor of Arts & Science Degrees. The college is autonomous to the extent that it has its own faculty and administrative or supervisory organization, and its own budgetary and hiring authority. Ihanktonwan Community College is a non-profit organization described in section 501(c)(3) of the Internal Revenue Code and is found in Publication 78.

IHANKTONWAN COMMUNITY COLLEGE CHARTER

Article I. NAME, ESTABLISHMENT, PURPOSE, LOCATION AND PLACE OF BUSINESS, INITIAL DESIGNATED AGENT, SEAL

NAME

The legal name of the college is the Ihanktonwan Community College.

ESTABLISHMENT

The Ihanktonwan Community College is herein established by the Yankton Sioux Tribe (hereafter referred to as the Ihanktonwan YST) pursuant to the Constitution and By-Laws in its inherent sovereign right of self-government to establish, fund, and to provide for the education and general welfare of the Ihanktonwan YST and its members. The Ihanktonwan Community College is established by YST Resolution No. 97-20 as a higher education institution of the Ihanktonwan YST and shall have and may exercise all those powers set forth herein. The Ihanktonwan Community College shall have the same tax status and immunities as the YST as education is an essential governmental function of the Tribe. The Ihanktonwan community College is an “Indian Tribe or Tribal Organization” for the purposes of federal law and regulation.

PURPOSE

The Ihanktonwan Community College is established for the purpose of conducting any and all lawful affairs relating to the operation of a successful educational institution that will serve as the Ihanktonwan center for higher education, research, culture and tradition. ICC is independent of the main campus, is permanent in nature, offers courses for credit and programs leading to an associate degree, and is autonomous to the extent that it has its own faculty and administrative or supervisory organization and its own budgetary and hiring authority.

LOCATION AND PLACE OF BUSINESS

The principal place of business and office of the Ihanktonwan Community College shall be at such place within the territorial jurisdiction of the Ihanktonwan YST and within the boundaries of the YST Reservation, in “Indian Country”

INITIAL DESIGNATED AGENT

The name and address of the initial designated statutory agent of the Ihanktonwan Community College is: Chairperson, Board of Director, Ihanktonwan Community College, P.O. Box 295, Marty, SD 57361.

SEAL

The seal of the Ihanktonwan Community College shall bear the full name, “IHANKTONWAN COMMUNITY COLLEGE” and the figure “1993”

Article II. DEFINITIONS

“College” means the Ihanktonwan Community College established by this Charter.

“Board” means the Board of Directors of the College appointed in accordance with Article IV of this Charter.

“Constitution” means the Constitution of the Ihanktonwan YST adopted by the qualified voters of the Ihanktonwan YST and approved by the Secretary of Interior.

“Directors” means a member of the Board of the College appointed pursuant to Article IV of this Charter.

“General Council” means the Yankton Sioux Tribe General Council, in which the legislative powers are vested pursuant to its Constitution & By-Laws.

“Business & Claims Committee” means the Yankton Sioux Tribe Business & Claims Committee, in which the authority to conduct routine business is vested pursuant to the Constitution & By-Laws.

“YST” means the Yankton Sioux Tribe, a federally recognized Indian tribe organized under the Constitution of the YST.

“Ihanktonwan” means the Yankton Sioux Tribe, a federally recognized Indian tribe organized under the Constitution of the YST.

“Tribal Employment Rights Ordinance” means the Tribal Employment Rights Ordinance of the YST, No. 01-85, enacted by the General Council.

“Resolution” means a formal, written, expression of opinion or approval of a legislative enactment of the Business & Claims Committee or General Council.

“Ordinance” means a legislative enactment of the General Council.

Article III. MISSION OF THE BOARD

Mission Statement

The mission of ICC is to establish and operate a college that will serve as the Yankton Sioux Tribe center for higher education, research, culture and tradition with authority to grant post-secondary degrees and certificates, especially that of the Associate Degree, to enter into agreements with public or private agencies to offer higher education on the lands of the Ihanktonwan YST, and to generally coordinate and regulate all higher education within the lands of the Ihanktonwan YST. The mission shall include nurturing the core Ihanktonwan values of relationships, spirituality, respect, honor, and wisdom, which are core to the Ihanktonwan way of life.

Date Adopted: 2/16/2006

Date Last Revised or Reviewed: 2/16/2006, 10/16/2012

Legal Ref: N/A

Ancillary

To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes set forth in this Article, and to do all things incidental thereto or connected therewith, which are not forbidden by law, this Charter, the Constitution, or by the Business & Claims Committee or General Council.

Article IV. BOARD OF DIRECTORS, POWERS AND DUTIES

Powers and Duties

The affairs of the College shall be managed by the Board of the College. The Board shall act only as a Board of Directors and the individual Directors shall have no power as such except at a duly called meeting of the Board. The Board shall exercise all powers and responsibilities in accordance with applicable law, consistent with the best interests of the College and its students, and within the limits of responsible business judgment. Subject to the foregoing, the Board may, unless the context otherwise requires:

- 1) Engage in any lawful business consistent with the purposes of the College.
- 2) Exercise general authority and responsibility for the management and the operation of the College, within and without the lands of the YST and exercise the powers set forth in this Charter without previous authorization or subsequent approval except as otherwise provided herein.
- 3) Engage in the formulation of all actions necessary or desirable incidental to the establishment of the College's organization including the identification of a mission and vision for the College, specifying key goals, and ensuring that college management implements strategies for attaining those goals.
- 4) Adopt management and administrative systems, policies and procedures in written form for the effective management and administration of the College, including, but not limited to policies and procedures for purchasing, accounting, grants and contracts, equipment, personnel, financial aid, registration, and student policies and procedures. These shall be interpreted to give usual and essential latitude to the college President and the President's delegated employees.
 - a) Limitations shall be established on funds, which may be expended without specific prior written approval of the Board.
 - b) The Board shall provide copies of all College policies and procedures to the Business & Claims Committee.
- 5) The Board shall exercise full authority and shall be responsible for the custody, utilization, management, maintenance and operation of all College property and facilities set aside therefor by the YST Business & Claims Committee or as otherwise acquired for said purpose. The Board shall plan for, develop and/or operate such lands for College purposes,

plan for and construct improvements and, subject to approval of the Business & Claims Committee, negotiate and hold leases or sublease real property, and take any and all usual, necessary and convenient actions incidental thereto, provided that nothing in this Charter shall be construed as authorizing the College to mortgage or encumber trust or restricted real property of the Tribe without the prior written consent of the Business & Claims Committee.

- 6) Select, employ, supervise, direct, evaluate, and remove the College President.
- 7) Adopt rules for the orderly conduct of the business of the Board, evaluate the effectiveness and the efficiency of the Board and provide for training and evaluation of individual Board members.
- 8) Make investment decisions, subject to the limitations contained herein or in any advance of funding.
- 9) Borrow funds, subject to the express limitation that the Board shall not incur obligations on behalf of the College in excess of its ability to pay as required and on the condition that the Tribe shall not be liable for the debts or obligations of the College incurred by the Board.
- 10) Establish and maintain effective fiscal and operating policies.
- 11) Select, employ, elect, hire or appoint officers, agents, teachers, curriculum developers, auditors, independent legal counsel, and such professional consultants the Board determines may be needed from time to time, and to define their duties and fix their compensation.
- 12) Acquire by gift, purchase, exchange, lease, hire or otherwise and to hold, own, manage, operate, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, either alone or in conjunction with others, all College personal property and interests therein, and commodities of every kind, character and description necessary or incidental to the purposes of the College set forth in this Charter and in the ordinary course of business therefor.
- 13) Acquire by gift, application, assignment, purchase, exchange, lease, hire or otherwise and to hold, own, use, license, lease, and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters patent and applications therefor, licenses, formulas, privileges, processes, copyrights and applications therefor, trademarks and applications therefor, and trade names, provided that title of all such acquisitions shall be taken in the name of the YST and such interest may be sold only with the prior consent of the Business & Claims Committee.
- 14) Make any guaranty, respecting indebtedness, interest, contracts or other obligations lawfully entered into by or on behalf of and in the name of the College, to the extent that such guaranty is made in furtherance of the purposes set forth in this Charter.
- 15) Enter into, make, perform and carry out or cancel and rescind, contracts for any lawful purposes pertaining to the business of the College to the extent that such contract is necessary or incidental to the purposes of this Charter, provided that:

- a) no contract or other transaction between the College and any one of the Board, officers or employees of the College or an elected officer or employee of the Tribe, or between the College and any corporation, partnership, firm or other legal entity in which one or more of the foregoing persons has a financial interest, directly or indirectly, shall be valid for any purpose, unless the entire interest of such persons is fully disclosed beforehand to the Board and the proposed contract or transaction is approved, ratified or confirmed by the affirmative vote of at least a majority of the entire Board who have no interest in the transaction;
 - b) provided that the Board shall not incur contract obligations in excess of the ability of the College to fully perform when due
 - c) Designate and approve all depositories used for the deposit of Funds of the College.
- 16) Approve and adopt budgets prior to the commencement of the subsequent fiscal year and take action with reference to the use of funds under the exclusive control of the College for operating and capital addition purposes. A copy of the approved budget shall be provided annually to the YST B&C.
- 17) Delegate executor authority by appointment and through formal action, recorded in written form, by two persons. Authorized individuals shall be the Board Chairperson, Vice-Chairperson, or Treasurer, and the President, who shall be authorized for a specific term to execute all checks, drafts or other orders for the payment of money, contracts, notes, bonds or other evidence of indebtedness, financial instruments and similar documents on behalf of and in the name of the College provided that:
- a) under no circumstances shall said appointees be authorized to bind the College through contract or otherwise, absent prior formal written and recorded consent, of the Board; and
 - b) that such appointments be revocable at will by formal Board action; and
 - c) that the College shall require a background investigation of and may require an adequate Fidelity bond for all officers, agents or employees responsible for the handling or safeguarding of funds, property or other assets of the College prior to, or as a condition of said appointment, and may at its discretion, require aboard to be undertaken by such personnel.
- 18) Undertake an annual fiscal and management audit of the College's operations through the services of an independent and certified public accounting firm. The Chairperson of the Board of Directors shall, after the completion of an annual fiscal and management audit, make a formal oral and written report to the Business & Claims Committee and General Council, not less often than annually and within 180 days of the close of the College's fiscal year. Such report shall include a summary of the budget, which the Board has approved for the coming fiscal year, program details of the College's major activities for the year just completed, and a comparison audit of the prior fiscal year.
- 19) Actively monitor management and administrative systems, policies and procedures described at Article IV (A)(4) herein, through internal reviews and audits. The Board shall have

ultimate responsibility to ensure that these systems serve the best interests of the students, the College and the Tribe.

- 20) Adopt or amend any and all policies and procedures as required, through formal Board action.
- 21) Establish and implement sound accounting and financial systems in accordance with generally accepted accounting practices.
- 22) Set a reasonable stipends to be paid Directors for attendance at Board meetings, to authorize payment of a reasonable travel per diem, travel allowance or reimbursement for authorized expenditures for travel, and for other purposes.
- 23) Recommend amendment or revision of this Charter to the Business & Claims Committee and General Council whenever deemed appropriate to improve the operation and management of the College.
- 24) Have and exercise all powers necessary, proper, advisable, incidental and convenient to affect any or all of the powers, responsibilities and purposes for which the College is established.

A) General Powers and Duties

Until such time as duly authorized Administrators of the College listed in Article IX of this Charter are selected and appointed, or if vacancies therein occur due to death, resignation, or termination of employment of the Administrators, the Board shall have plenary authority to employ, supervise and direct consultants to fulfill the functions necessary for the day-to-day management and administration of the College.

Article V.

BOARD OF DIRECTORS MEMBERSHIP; ROLE, COMPOSITION, APPOINTMENT, NUMBER, QUALIFICATIONS, TERM OF OFFICE

A. Role

The business affairs of the College shall be directed by the Board in accordance with the provisions of this Charter.

B. Composition of the Board

The Board shall be composed of Directors as provided in this Charter and Ordinance.

C. Appointment

The Business & Claims Committee shall appoint members to Board of Directors. Upon expiration of terms, candidates for the position of Director shall be identified and names submitted to the Business & Claims Committee. Every candidate that meets the minimum qualifications shall be subject to a background investigation in accordance with applicable requirements of the Business & Claims Committee. No employee of the College, or any elected official of the Tribe shall be eligible to serve as a Director.

D. Number of Directors

The Board shall consist of no less than five (5) or nor more than seven (7) Directors, at least two of whom shall be recognized Tribal elders and non-voting.

E. Qualifications

Directors, other than the two recognized tribal elder Directors, shall have the following qualifications: (1) be a registered member of the Tribe; (2) have sufficient experience and dedication to higher education to make sound judgments concerning the operation of the College; (3) have a minimum of an Associate degree from an accredited institution of higher education; and (4) is a recognized professional within his or her field of endeavor.

F. Terms

Directors shall serve staggered terms. Of the initial Directors, half shall serve a term of two years, half shall serve a term of three years, and, in the event that there exists an odd number of Directors, those remaining shall serve a term of four years. Thereafter, all terms shall be for four years. A Director shall be eligible for reappointment upon expiration of the Trustee's term of office. Each Trustee shall hold office until his or her successor has been appointed and qualified.

Article VI.

REMOVAL, RESIGNATION, ATTENDANCE AND VACANCIES

A. Removal

Any director may be removed from office for just cause, including misfeasance of office by a majority vote of the Board of Directors and notification to the Business and Claims Committee. Any director who shall miss three (3) consecutive regular meetings of the Board without excuse or justification shall be automatically removed from office.

Any member of the Board may be removed from his/her office for any reason as stated above and under due process by the following procedures:

1. The Board of Directors will consider the removal from office based on a complaint against a member of the Board, which must be in writing, signed by the complainant and officially notarized.
2. At any regular or special meeting of the Board with a quorum present and by a majority vote the members may adopt a resolution to place removal of a member in question before the Board, stating in the resolution the reason removal is sought
3. The Board member in question shall be notified within seventy-two (72) hours of such in writing by the highest ranking officer of the Board not in question
4. At a subsequent meeting, not less than ten (10) calendar days after the member in question has been notified of the resolution, the member may be removed by a majority vote of all other members of the Board, after the accused has had the opportunity to be heard in his/her own defense

Any member who has been removed from office according to the provisions of this policy shall be ineligible to run for membership on the Board for five years.

B. Resignation

A Board member may resign at any time by serving written notice to the Board at a regular meeting where a quorum is present. The resignation will not be effective until a successor is appointed. The resigning member will continue to serve in his/her official capacity as a Board member until that time.

A retiring member shall furnish the new member with his/her accumulated materials. Official materials such as the policy manual, given to a Board member shall remain the property of the college and shall be returned at the appropriate time.

C. Vacancies

If any director resigns, die or be removed from office for any reason, the Board of Directors shall solicit letters of interest from candidates and at its next regular meeting the Board of Directors shall appoint another person to serve as a director for the balance of the unexpired term.

A vacancy on the Board shall be deemed to have occurred when a member:

1. Dies
2. Resigns
3. Ceases to physically reside within the Yankton Sioux Reservation.
4. Fails to attend three consecutive regular meetings without excuse of justification.
5. Fails to discharge the duties of the office.
6. Fails to attend three (3) consecutive regular meetings without excuse.
7. Attends a meeting under the influence of alcohol or illegal drugs.
8. Is removed for any reason by the YST General Council.
9. Accepts a permanent position within the college system.
10. Violates any provision of the Board Member Code of Ethics.

D. Unexpired Term Fulfillment

If any director resigns, die or be removed from office for any reason, the Board of Directors shall solicit letters of interest from candidates and at its next regular meeting appoint another person to serve as a director for the balance of the unexpired term

When a vacancy occurs on the Board, the remaining Board members are responsible for the appointment of a new Board member. The new appointee will qualify as if elected, at or before the next Board meeting. S/he will serve until the next succeeding election, at which time a successor will be elected to serve the un-expired term.

The Board will make appointments for un-expired terms as follows:

1. An announcement of the vacancy will be published in the newspaper.
2. The announcement will invite individuals to submit nomination to the Board by a certain date. A nominating form may be obtained at the college business office
3. The Board will meet in executive session to discuss qualifications, interests, attitudes and goals of the potential candidate.
4. The Board will interview potential appointees in open session.
5. The appointment of the new member will be made by a majority vote of the Board members at an open meeting
6. Action on the appointment will be included in the published agenda for the meeting.

Article VII.
MEETINGS, VOTING.

A. Annual Meeting

A regular, Annual Meeting of the Board shall be held on the second Wednesday of March of each year, or, if such date shall be a legal holiday, on the next succeeding business day at the same time, at the principal office of the College, wherever located, or at such time or place as shall be determined by the Board of Directors and designated in the Notice or Waiver of Notice of the meeting. Thirty days advance notice of such Annual Meeting shall be provided. The Annual Meeting shall include and allow for participation by the Business & Claims Committee and the public.

B. Monthly Meetings

There shall be monthly meetings of the Board of Directors, the date, time and location to be determined by the Board. The Board shall establish policy and procedures determining the time and place of the regular meetings.

C. Special Meetings

On matters of urgency, the Chairman of the Board or by a majority of members of the Board may call a special meeting of the Board. Twenty-four (24) hour notice of meetings to all Directors is required.

Special meetings may only deal with the subject matter stated as the reason for such meetings. Notice stating time and place of any special meeting, and the purpose for its call, will be given to each Board member and the College President by the business manager, either orally or in writing, in sufficient time to allow their presence. No business other than that stated in the notice will be transacted at a special meeting.

D. Recessed Meetings of the Board

By a majority vote, the Board may recess until a later time should it be unable to complete the work scheduled at any meeting and shall take up its work at the recessed meeting at the point where the regular meeting ended.

E. Executive Sessions

Executive sessions may be necessary to conduct business, which because of its special or sensitive nature may be hindered by public scrutiny. The Board may call an executive session for the following reasons:

1. When discussing the qualifications, appointment, employment, competence, performance, disciplinary action or dismissal of any public officer or employee or prospective public officer or employee. The term “employee & faculty” does not include any independent contractor.
2. When hearing complaints or charges brought against a public officer, faculty or employee unless the named person requests a public meeting.
3. When consulting with legal counsel or reviewing communications from legal counsel about proposed or pending litigation or contractual matters.
4. When discussing the expulsion, suspension, discipline, assignment of or the educational program or other private matters involving a student.

The matter(s) discussed in executive session shall be kept confidential by the Board members and others in attendance until allowed to be disclosed publicly by the individual(s) to whom the discussion relates or as required by law. An executive session may be held only upon a majority vote of the members of the Board present and voting. Any Board member or employee who violates these provisions may be removed from office or employment by the Board.

F. Notice

Public notice shall be given by posting the proposed agenda in the business office at least twenty-four (24) hours prior to any meeting. Local news media representatives who have requested notice will be notified in person, by mail or telephone.

Except in rare emergencies, notification for all special or rescheduled meetings will be made known to the public at least twenty-four (24) hours in advance by the business manager who will make every effort to make the meeting known through available channels. All Board members will be personally notified by the business manager of special meetings in sufficient time to allow each member presence.

G. Agenda Format

The College President and Board Chairperson will arrange the order of items on the meeting agenda so that the Board can accomplish its business as expeditiously as possible. The particular order may vary from meeting to meeting in keeping with the business at hand.

The Board will follow the order of business set up by the agenda unless the order is altered by a majority vote of the members present for the convenience of visitors, individuals appearing before the Board or to expedite Board business.

Items of business not on the agenda may be discussed and acted upon if a majority of the Board agrees to consider the item. However, the Board may not revise Board policies or adopt new ones, unless such action has been scheduled.

H. Quorum

A majority of the Board membership present at an official meeting constitutes a quorum of for the transaction of college business. For the minimum number of members (which is five), the quorum shall be three (3), and for the maximum number (which is seven), the quorum shall be four (4). After thirty (30) minutes has elapsed from the time a meeting was scheduled to begin and a quorum is not available, the Board members present shall declare “no quorum”. At the next regular Board meeting - the date those present and the time a no quorum was declared shall become part of the minutes.

I. Rules of Order

Meetings of the Board will be conducted in accordance with Robert’s Rules of Order (latest edition) for the general transaction of business and the ordinary parliamentary rules will be observed: If any dispute(s) or question(s) arise, a majority vote of the Board members present will render a decision. The Board Chairperson will function as the parliamentarian for resolving any questions related to the rules of order.

J. Voting Method

Each member of the Board of Directors shall be entitled to cast one vote on all matters, which shall properly come before the meeting and such matters shall be decided by affirmative vote of the majority of the Directors present.

Votes on all motions and resolutions will be made by roll call and the vote of members will be recorded. No secret ballots will be used. All motions must be carried by a majority of the Board members present.

K. Action by Consent

Unless restricted by this Charter or any amendment, any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or of said committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Board of Directors or such committee, as the case may be.

L. Action by Majority Vote

Except as otherwise expressly required by law or this Charter, the act of a simple majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. The Board Chairperson has full voting rights on all Board matters.

M. Voting on Personnel Selection That Involve Relatives of Directors (Board Member Conflict of Interest)

A Board member will not have any direct pecuniary interest in a contract with the college, nor furnish directly any labor, equipment or supplies to the college, nor be employed for pay as an instructor or substitute instructor in the same college in which s/he is a Board member.

Nepotism:

The College Board will not employ any person who is a relative of any Board member, nor will it employ the spouse of a member, except by unanimous vote of the Board.

Relatives in the immediate family are defined as: spouse/significant other, parents, siblings, children, biological grandparents, step-brother, step-sister, step-father, step-mother, step-son, step-daughter, half-brother, half-sister and any relative living in the immediate household of the employee.

N. Proxy Voting Not Allowed

The Board of Directors shall not permit proxy voting, and no one other than the Directors shall be allowed to vote on issues at the Board meeting.

O. Motions, Minutes and Records

The Board secretary will keep minutes of all official actions of the Board. The minutes of Board meetings are the written permanent records of the Board are open for public inspection during regular working hours in the business office and will include:

1. An official written record accurately describing the Board discussion and all formal action of the Board shall be maintained in the form of written minutes with the vote of each member recorded
2. Resolutions and motions in full
3. A record of the disposition of all matters the Board considered, but took no action

The Board will approve the minutes of every meeting within forty-five (45) calendar days after that meeting. The presiding officer and business manager will sign the minutes of all meetings after approval by the Board. Any change or correction in the minutes will be reflected in the minutes of the meeting when the changes are made.

P. Public Participation at Board Meetings

All meetings of the Board are open to the public. So the Board may hear the viewpoints of citizens and conduct its business in an orderly and efficient manner. It shall schedule a length of time during each meeting for brief comments and questions from the public. The Board may go into Executive session only to discuss personnel, health, or financial matters of a confidential nature, other than public financial matters such as budget or grants. Such executive session shall be by motion, second, and a majority of those present in agreement.

Procedures:

1. The Board Chairperson shall be responsible for calling on all speakers, who shall properly identify themselves and adhere to a five (5) minute time limit and the item(s) on the agenda.
2. Speakers may offer criticism of college operations or programs, but the Board will not hear personal complaints against any person connected with the college system.
3. Comments and questions at a regular meeting may relate to any topic concerned with the boards conduct of college business and at special meetings only with the call of the meeting.
4. Members of the public wishing to make formal presentations before the Board shall make arrangements in advance with the College President so they may be placed on the agenda.
5. Groups shall designate a spokesperson.
6. Questions shall be answered immediately by the president or referred to staff members present for a reply. Those questions, which require timely examination, shall be referred to the College President for consideration and a later response.

The Board vests authority in its presiding officer to terminate the remarks of any individual when they do not adhere to the rules established above.

Article VIII. **PRINCIPAL OFFICERS OF THE BOARD**

Officers of the Board

The Board shall elect from its members a Chairman, Vice-Chair man, Secretary and Treasurer and other officers as the Board shall deem necessary and who shall provide the Board with a yearly report at the annual meeting.

A. General Duties

Officers of the Board of the College shall have the following specific duties defined in this Article and such other duties as may be determined by Board action.

1. Chairperson of the Board.

The Chairperson of the Board shall preside at all meetings of the Board, and shall perform all duties associated with the office of the Chairperson and such other

duties as from time to time may be assigned to the Chairperson by the Board. The Chairperson and the Secretary shall sign any instruments which have been authorized by the Board to be executed on behalf of the College, except in cases in which the signing and execution thereof shall be expressly delegated by the Board or this Charter to some other officer or agent of the College, or shall be required by law to be otherwise signed or executed.

2. The Vice-Chairperson.

The Vice-Chairperson shall act in the capacity of the Chairperson in the absence of the Chairperson, or in the event of the inability or refusal of the Chairperson to act and when so acting shall have all the powers and be subject to all the restrictions which pertain to the Chairperson until such time as either the term of the Chairperson has expired or a Chairperson is elected by a quorum of the Board at a duly noticed meeting. The Vice-Chairperson shall be responsible for any additional duties as designated by the Chairperson of the Board.

3. The Secretary.

In the absence of the chairperson and vice-chairperson, the secretary/treasurer shall preside over official Board meetings and perform such other duties as assigned by the Board.

B. Election, Term of Office and Qualification of Officers of the Board.

Officers shall assume their official duties at the first official meeting after the election is certified and shall serve for a term of four (4) years or until their successors are elected.

C. Removal of Officers of the Board

Any officer appointed by the Board may be removed by the Board for cause.

D. Resignation of Officers of the Board

Any officer may resign at any time by giving written notice to the Board Chairperson or the Secretary; such resignation shall take effect at the time specified therein or if no time is specified, when received.

E. Vacancies of Officers of the Board

Any vacancy in any office, because of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term in the manner prescribed herein for election or appointment to such office. A vacancy in the office of Chairperson shall be filled by the Vice-Chairperson.

F. Other Officers and Agents

The Board may appoint such other officers and agents, as it deems necessary or expedient and may determine their duties, terms, and compensation.

Article IX.

**ADMINISTRATORS OF THE COLLEGE, DUTIES,
SELECTION, TERM, VACANCIES.**

A. Administrators of the College

The Administrators of the College shall provide the day-to-day management and administration of the College, which shall include, but not be limited to, Accounting, Education, Student

Services, and Institutional Development and Research. The Administrators of the College may include, but not be limited to, the following:

1. A College President who shall have general oversight of all management, operations, facilities and staff of the college;
2. A Director of Administrative Services who shall have responsibility for Accounting, Finance, Property and Supply, Buildings and Grounds, Maintenance and Human Resources; and all other such departments necessary for undertaking the College's mission to provide higher education;
3. A Director of Student Services who shall have responsibility for Registration, Financial Aid, Support Services, and Academic Counseling; and all other student service departments necessary for undertaking the College's mission to provide higher education;
4. A Director for Education who shall have responsibility for the College Library and Archives, Vocational Education, curriculum development, and all other educational departments necessary for undertaking the College's mission to provide higher education;
5. A Director of Institutional Development and Research who shall have responsibility for direct donor mailing campaigns and other fund raising efforts, grants and contracts, management information systems.

B. Duties

Each Administrator shall have such duties and functions as are provided in the Charter or as the Board of Directors may from time to time determine. The Board of Directors shall approve such additional Administrators and their appropriate office and responsibilities, or assistant administrators, as it may from time to time determine. Provided, however, that nothing in this paragraph shall prohibit the Board from appointing an acting Director of Administrative Services or President, in the event of a vacancy in either position.

C. Selection and Terms of Employment

1. The Administrators of the College shall be hired pursuant to formal selection by the Board of Directors.
2. Each Administrator shall be employed under a written employment contract specifying the conditions of employment, including as applicable the term of employment salary, surety bond, leave.
3. The President shall be responsible to the Board. All other Administrators shall be responsible to the President.
4. Each Administrator shall exercise his or her best judgment in the determination of the ways and means by which general policy set forth by the Board is to be effectuated and shall execute Board policies and manage the College only as authorized and directed by the Board and/or the President.
5. Each Administrator shall render required reports to the Board and/or the President, and perform all other lawful functions and duties specified by the Board or President.

D. Chief Executive Officer/President

The President shall be the Chief Executive Officer of the College and shall have direction over actual operations and general supervision over the affairs of the College, subject, however, to the authority of the Board of Directors. In general, the President shall perform such duties as are required in this Charter and as from time to time assigned by the Board of Directors. The functions and duties of the President shall include, but are not be limited to, the following:

1. The President shall be present at all meetings of the Board of Directors unless excused by the Board.
2. The President shall render monthly reports to the Board and perform all other functions and duties specified in this section and in the employment contract between the College and the President.
3. The President shall not be a voting member, Trustee, or Officer of the Board.
4. The President shall have full authority and control over all employees of the College, with the exception of authority reserved to the Board herein, and shall be responsible for all Vice Presidents, managers, department heads and other staff carrying out their respective jobs, assignments and responsibilities.

E. Acting CEO

A Director or staff member, may be appointed by the President, to be present at meetings of the Board of Directors when the President is not present, and shall act on behalf of the President when the President is not available if the President resigns or otherwise leaves office.

F. Director of Administrative Services

The Director of Administrative Services of the College may be the Chief Executive Officer and shall oversee the execution of the financial transactions of the College, and shall maintain all books and accounting thereof with fiscal due diligence. The functions and duties of the Director of Administrative Services shall include, but not be limited to, the following:

1. Work with the President of the College on all matters that affect College administration and accountability.
2. In accordance with Article IV (A)(18) herein, sign checks, drafts or other orders for the payment of money, notes, bonds or other evidences of indebtedness or financial instruments issued in the name of the College, and other legal documents relating to the financial affairs of the College.
3. Review, ascertain and ensure compliance with the requirements of grants and contracts that the College administers.
4. Make financial reports of the College and other presentations to the Board of Directors as deemed necessary by the Directors, and perform such duties as may be assigned by the Board and/or the President.
5. Supervise the College's accounting practices including the maintenance of fiscal records, and preparation of financial reports, annual audits and budget projections.
6. Develop and implement accounting policies, purchasing and contract bidding systems, controls and procedures to assure compliance with applicable law and protection of the assets of the College.

7. Design, implement, and supervise policies, contracts and procedures for accounting, finance, property and supply, buildings and grounds, maintenance and human resources
8. In the absence of a Director of Administrative Services, these duties shall be performed by the Business Manager.

G. Business Manager

The Board will employ a business manager who may be authorized to make all purchases for the Board in compliance with law and within the budget approved by the Board. The College President will supervise the Business manager.

Other duties of the business manager include:

1. Keeping an accurate record of the Board proceedings. The business manager will be responsible for the safekeeping of the minutes.
2. Assuming responsibility for a detailed account of all Board business and preparation of periodic and annual reports of the receipts and expenditures of the college.
3. Issuing of all warrants for the payment of verified bills, salaries and contracts approved for payment by the Board.
4. Publishing proceedings of the Board consistent with laws regarding the publication of Board minutes.
5. Preparing and distributing the agenda and other appropriate communications to Board members in advance of the regularly scheduled meetings.
6. Assuming responsibility for the conduct of college elections.
7. Performing such other duties as the Board may require or as required by law.

H. Other Administrators

Other administrators approved by the Board of Directors and/or the President shall perform such duties assigned to them by the President or the Board of Directors.

I. Board Committees

The Board may establish committees from among its membership as it finds necessary to study college operations in specific areas to recommend for Board action. Their function will ordinarily be fact finding, deliberative and advisory, and their reports will be made to the Board for discussion and action

All committees will be appointed by the Board Chairperson and will be for no longer than necessary to discharge the completion of their assignment. The Board Chairperson and the College President will serve as ex-office members of all committees.

J. Advisory Committees to the Board

When appropriate, the Board and/or the President will appoint citizens committees to counsel and assist it in planning programs and projects under the following guidelines.

1. The composition of a citizen committee will be broadly representative and will take into consideration the specific task(s) assigned to the committee.
2. The Board will make all appointments. Members of the staff may be appointed to such committee as members or non-paid consultants.
3. Each committee will be clearly instructed to:

- a. The length of time each member is being asked to serve;
 - b. The service(s) the committee is to render;
 - c. The extent and limitations of its responsibility;
 - d. The resources the Board will provide;
 - e. The approximate dates on which the Board wishes to receive major reports;
 - f. Board policies governing citizens committees and their relationship to the Board as a whole, to individual Board members, to the College President, and to other staff members;
 - g. Responsibilities for the release of information to the press.
4. Recommendations of citizen committees will be based on research and fact.
5. The Board has certain legal powers and prerogatives that cannot be delegated or surrendered to others. Therefore, all recommendations of a citizen committee must be submitted to the Board for official action.

Advisory committees required by law shall function in accordance with the requirements pertaining to each specific federal or state program and shall implement and evaluate such programs project.

The Board shall approve all advisory committees and has the power to dissolve any advisory committee and reserves the right to exercise this power at anytime during the life of any committee.

C. College Attorney

The Board may appoint an attorney at its discretion to advise and represent the college. The duty of the college attorney will be to represent and advise the Board on the specific legal problems involving the college submitted to him/her. S/he will attend meetings upon request and will be sufficiently familiar with Board policies, practices, and actions under these policies, and requirements of the college, code of the state and Yankton Sioux Tribe to enable him/her to offer the necessary legal advice.

Article X. **OPERATIONS**

A. Records, Audits, Accounting Manual and Inspections

There shall be kept at the principal office of the College correct and current books of accounts of all business and transactions of the College, which shall be kept on file in the offices of the College and be available for inspection at all reasonable times by Directors and officers of the College and with prior written thirty (30) day notice to the Chairperson of the Board, by authorized representatives of the Ihanntonwan YST. The records of the College shall be audited by an independent Certified Public Accountant at the close of each College fiscal year. The results of such audit shall be included in the reports by the Chairperson of the Board of Directors to the Business & Claims Committee. An Accounting Manual shall be maintained by the Board, which shall state the details for all accounting regulations and procedures.

B. Fiscal Year

The fiscal year of the College shall be determined by formal action of the Board of Directors.

C. Inventories

An annual physical inventory of assets shall be taken by the College President prior to the completion of the annual audit and at such other times as may be directed by the Board of Directors.

D. Budgets

A budget for the College for each ensuing year shall be prepared by the President prior to commencement of each fiscal year. The President and the Board shall discuss the proposed budget at a Board meeting prior to commencement of the fiscal year. The Board must approve a budget no later than the last month of the current fiscal year for each ensuing year.

The budget shall govern expenditures for the ensuing fiscal year. Pending approval of the budget, expenditures may be made for normal operations at the same rate as the previous year. Capital investment items shall be shown separately from operating items in the annual report. The President shall be responsible for enforcing the approved budget and shall compare actual budget expenditures against the approved budget on a quarterly basis and as necessary. Amendments to the approved budget may be made with the approval of the President and the Board.

1. All budgets shall contain: (i) the estimated income and expenditures for the ensuing year by office, division or sub-entity; and (ii) any additional information required by the Board.

E. Grants

The Board of Directors may authorize not less than two individuals (officers, administrators or agents), in the name and on behalf of the College, to provide grants, contributions or otherwise render financial assistance to students or efforts of scholarship as appropriate and in the interests of the College.

F. Contracts

Except as otherwise provided in this Charter and in Article IV (A)(15) above, the Board may authorize two individuals (officers, administrators or agents), in the name and on behalf of the College, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances. Any contract or act that shall be approved or ratified by the vote of the majority of the Board of Directors shall be valid and binding upon the parties. No contract may be entered into or is binding on the College or Board without the prior, formal approval of the Board of Directors.

G. Loans

In accordance with Article IV (A)(18) above, the Board of Directors may authorize not less than two individuals (officers, administrators or agents), at least one of whom may be the Vice President of Administrative Services (i) to effect loans and advances at any time for the College from any bank, trust company or other institution, or from any firm, corporation or individual; (ii) for such loans and advances to make, execute and deliver promissory notes,

bonds or other certificates or evidences of indebtedness of the College, and (iii) when authorized to do so to pledge and hypothecate or transfer any securities or other property of the College (excluding leasehold interests) as security for any such loan or advances. Such authority conferred by the Board of Directors may be general or confined to a specific instance.

H. Checks, Drafts, etc.

In accordance with Section Article IV (A)(18), all checks, drafts and other orders for payment of money out of the funds of the College, and all notes and other evidences of indebtedness of the College, shall only be signed on behalf of the College by those individuals appointed by the Board of Directors for said purpose, and in such manner as shall from time to time be determined by this Charter or the Board of Directors.

I. Bank Accounts

The Board may establish and maintain such bank accounts as may be necessary and convenient. The Board shall in accordance with Article IV (A)(18) above, authorize not less than two individuals (officers, administrators or agents), at least one of whom may be the Director of Administrative Services, to serve as joint signatories on all bank accounts. Such appointments shall be for a fixed term and shall be revocable at will without notice by formal Board action.

J. Deposits

The funds of the College not otherwise employed shall be deposited from time to time to the order of the College in such bank, trust companies or other depositories as the Board of Directors may select or as may be selected by not less than two individuals (officers, administrators or agents), at least one of whom may be the Director of Administrative Services, to whom such authority may from time to time be delegated by the Directors by formal Board action in accordance with Article IV(A)(18).

The College shall maintain appropriate liability, property and error and omissions insurance for its operations and facilities sufficient to protect the interests of the College, the Board of Directors, and the Tribe. Such policies shall designate the Tribe as an additional named insured. The College shall maintain workers' compensation insurance, unemployment compensation insurance, fidelity bond or employee theft and dishonesty insurance covering the President and employees, Directors and officers who handle funds or property, and such other forms of insurance as the Board deems appropriate, including errors and omissions coverage.

K. Indemnification, Immunity

The College shall indemnify any Trustee, officer or employee of the College or any former Trustee, officer or employee, for reasonable expenses actually and necessarily incurred in connection with the defense of any civil action, suit or proceeding in which said person is made a party by a reason of being, or having been such Trustee, officer or employee except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence, willful misconduct in the performance of duty, or otherwise acting beyond the scope of his or her duties.

The College shall also indemnify any such Trustee, officer, or employee for reasonable costs of settlement of any such action, suit or proceeding if it shall be found by a majority of the Board other than Directors involved in the matter or controversy (whether or not a quorum exists), that it is in the best interest of the College, its students and the YST that such settlement be made and that such Trustee, officer or employee was not guilty of gross negligence, willful misconduct or other conduct beyond the scope of his or her duties.

Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights which such Trustee, officer or employee may have. Members of the Board and Board officers are immune from personal liability with respect to all acts done and actions taken in good faith within the scope of their authority during duly constituted regular, special and emergency meetings.

L. Voting of Securities Held by the College

Stocks and other securities owned by the College may be voted, in person or by proxy, as the Board of Directors may authorize from time to time.

M. Gifts

The Board of Directors may accept on behalf of the College any donation, contribution, gifts, bequest, or device for the general purposes or for any special purpose of the College.

N. Indian Preference in Employment and Contracting

The College shall comply with all provisions of the Tribe's Tribal Employment Rights Ordinance, including, but not limited to the following requirements:

1. The College shall give preference to qualified Indians, with first preference to Yankton Sioux Tribal Members, in all hiring, promotion, training, lay-offs and all other aspects of employment.
2. The College, when awarding contracts in the amount of \$5,000 or more for supplies, services, labor and/or materials in which the majority of work will occur within the Reservation, shall give preference in contracting and subcontracting to qualified entities certified by the tribe's Tribal Employment Rights Office as 51% or more Indian owned and controlled, with a first preference to qualified entities certified by the tribe's Tribal Employment Rights Office as 51% or more Indian owned and controlled by local Indians. The college reserves the right to request a waiver, when appropriate, from TERO of its Ordinances.

Article XI.

COMPENSATION OF OFFICERS AND BOARD OF DIRECTORS

A. Compensation of Officers

Salaries or other compensation of the officers may be fixed from time to time by formal action of the Board of Directors provided that such salaries and compensation shall be reasonable, not excessive in amount, and only for services, which are reasonable and necessary for performance of the College's mission.

B. Compensation of Directors

Directors shall be reimbursed for expenses incurred for attending meetings and performing duties of the Board. The Board may, at its discretion, set a reasonable fee to be paid to its members based on a per meeting-attendance or other basis. Such fixed sum, expenses and compensation shall be reasonable and not be excessive in amount and the services performed therefore, must be reasonable and necessary for the College's mission.

Article XII. **IMMUNITY FROM SUIT**

A. College Immune from Suit.

The College is an entity of the Yankton Sioux Tribe and is established for the benefit of the Yankton Sioux Tribe. As such, it has the same immunity from suit as the Yankton Sioux Tribe possesses. Nothing in this Article or in this Charter shall be construed as a waiver of or limitation on the sovereign immunity of the Yankton Sioux Tribe or Ihanntonwan Community College.

Article XIII **DISSOLUTION AND LIQUIDATION**

A. Dissolution by YST General Council

The College can only be dissolved by a 2/3 vote of the YST General Council pursuant to a plan of dissolution approved by the Business & Claims Committee. Dissolution proceedings shall be initiated by the adoption of a Resolution by the Business & Claims Committee expressing the intent to dissolve the College. The College shall continue in existence during dissolution proceedings to permit proper closure of the College's affairs by a Dissolution Management Board appointed by the Business & Claims Committee.

Powers and Duties of the Management Board The Management Board to dissolve the College shall proceed as follows:

1. Within 60 days after the date the Business & Claims Committee adopts a Dissolution Resolution prescribed in Article VIII (B), or such other period of time as may be fixed in such Resolution, the Dissolution Management Board shall submit a plan of dissolution for review and approval by the Business & Claims Committee. The plan of dissolution shall include an anticipated time frame for execution of the plan and provide the following:
 - a. The form and procedure for giving notice of intent to dissolve to every known creditor of the College;
 - b. an identification of College cash and accounts receivable and steps for collecting such assets;
 - c. an inventory of the College's personal property and other assets identifying which, if any, of the College's personal property is to be distributed to the Districts in kind, and the methods for disposition of all other assets;
 - d. an identification of College liabilities and obligations and steps for satisfying or discharging such debts and obligation;
 - e. provision for completion of the program of studies for students enrolled in the College;

- f. an identification of uncollected or unasserted claims and liabilities of the College and steps for making adequate provisions of such claims;
 - g. steps for identifying and distributing the remainder of the College's assets, both in cash or in kind, to the YST after all claims have been satisfied or otherwise provided for;
 - h. any other acts required to liquidate the College's assets and wind up the College's business;
 - i. close out audit.
2. The College, during dissolution proceedings, shall have only those powers and duties which are authorized in the approved plan of dissolution necessary to wind up the College's business.

B. Notice of Dissolution

The Management Board shall notify the Chairperson of the YST and the Business & Claims Committee in writing when, in accordance with an approved plan of dissolution, all debts, liabilities and obligations of the College have been paid and discharged, or adequate provision has been made therefor, and all remaining property and assets of the College have been distributed.

C. Dissolution and Repeal of Charter

The College shall be dissolved and this Charter repealed upon formal acceptance of the Notice of Dissolution by the Business & Claims Committee.

Article XIV. **SEVERABILITY**

In the event that any Article or Section of this Charter or application thereof shall be ruled by a court of competent jurisdiction to be invalid or unconstitutional, the remainder of this Charter, or other applications of such provision shall continue in full force and effect.

Article XVI. **NO WAIVER OF COLLEGE/TRIBE'S SOVEREIGN IMMUNITY**

Nothing in this Charter shall be deemed to constitute a waiver of the sovereign immunity of the Ihanktonwan Community College or the Yankton Sioux Tribe.