

BYLAWS OF THE NUETA HIDATSA SAHNISH BOARD OF DIRECTORS

ARTICLE I GENERAL POWERS

SECTION 1. GENERAL POWERS

The overall purpose of the Nueta Hidatsa Sahnish College is to advance and promote the mission of the college: *“The Nueta Hidatsa Sahnish College will provide Quality Cultural, Academic, and Vocational Education and Services for the Mandan, Hidatsa and Arikara Nation.”* The Board of Directors shall act in the best interest of the institution and are charged with responsibility to provide a quality educational experience to members of the Mandan, Hidatsa, and Arikara nation and residents within the area served by the College who are qualified for admission, according to the standards established by the College.

The affairs of the Nueta Hidatsa Sahnish College shall be managed by the Board of Directors. The Board of Directors shall have the following powers: (1) select, appoint and release the President of the College; (2) monitor the College President's performance; (3) determine the mission, vision, and philosophies of the institution; (4) approve long-range plans; (5) approve the educational programs; (6) insure financial solvency; (7) defend the autonomy of the institution; (8) enhance the public standing of the institution; (9) interpret the community to the campus; (10) serve as a quasi-judicial hearing body of final appeals; (11) assess their own performance; (12) enact policy for the administration of the college; and (13) adopt an annual budget before the start of the fiscal year.

ARTICLE II COLLEGE SEAL

SECTION 1. COLLEGE SEAL

The College shall have a seal, the form and design of which shall be adopted by the Board of Directors and the custody of which shall be kept on the premises of the Nueta Hidatsa Sahnish College.

ARTICLE III BOARD OF DIRECTORS

SECTION 1. NUMBER OF DIRECTORS

The number of members of the Board of Directors shall be seven (7), all of whom shall be enrolled members of the Three Affiliated Tribes.

SECTION 2. COMPOSITION

Six (6) members of the Board of Directors shall each be a representative of one of the six (6) segments that make up the Fort Berthold Reservation. One (1) member of the Board of Director shall be designated the At-Large Representative, and may represent any of the six segments.

SECTION 3. APPOINTMENT OF DIRECTORS

Tribal Business Council Representatives from each of the six segments of the Fort Berthold Reservation shall appoint the representatives from their respective segments who will serve as the member of the Board of Directors of the Nueta Hidatsa Sahnish College. The Tribal Business Council Representative may also delegate the responsibility of the selection to their respective Community Board. The selection of Board representatives shall be made as soon as possible, but will not be vacant for more than sixty days. If a vacancy exists beyond sixty days, the NHSC Board of Directors will fill a vacancy(ies) by a reasonable method within thirty days. The At-Large member of the Board of Directors will be appointed by the Chairman of the Three Affiliated Tribes.

SECTION 4. THE PROCEDURES FOR APPOINTMENT SHALL BE THE FOLLOWING:

1. The procedure for the selection process for the appointment of the members of the Board of Directors will be at the discretion of the Tribal Business Council Representative as Board member terms expire.
2. All appointments of members to the Board of Directors shall be approved by Resolution by the Tribal Business Council.
3. The Tribal Business Council shall mail or deliver to NHSC a resolution indicating appointment of the new board member.
4. The President of NHSC shall send a letter to the new appointed board members inviting them to the next board meeting and indicate the date, time, and place of such meeting.
5. The retiring board member's last meeting shall be at the same meeting as the swearing in of the new board member. The agenda shall show new board member sworn in as final item.

SECTION 5. CRITERIA FOR BOARD MEMBERSHIP

The eligibility criteria for serving on the Board shall be:

1. He/she has been a bona fide resident living on or near the Fort Berthold Reservation for a period of not less than one year proceeding the date on which the appointment of the Board of Directors is to be held. Living near the Fort Berthold Reservation shall mean not more than twenty-five (25) miles from the exterior boundary of the Fort Berthold Reservation.
2. He/she is an enrolled member of the Three Affiliated Tribes; and
3. He/she is not less than twenty-five years of age; and
4. He/she has not been found guilty by a court of competent jurisdiction of a felony; and
5. He/she is not indebted to the college; and
6. He/she is able to be bonded; and
7. He/she has not been removed from the Board of Directors as provided in Section 8 of this Article; and,
8. He/she has not received a discharge other than an honorable discharge from any branch of the Armed Forces of the United States; and
9. He/she must not have been employed with the College within the last four (4) years; and
10. He/she must be cognizant of the standards set by the Higher Learning Commission of the North Central Association of Colleges and its relationship to accreditation and be willing to participate in training.

SECTION 6. TERMS

Terms of membership shall coincide with current Tribal Business Council terms of four years. Every effort will be made to insure that terms are staggered so as to insure the continuity of leadership.

There shall be no restriction or limit to the member of terms of membership that a Board Member may hold.

SECTION 7. VACANCIES

Any vacancy occurring on the Board of Directors, whether by reason of resignation, removal, or otherwise, shall be filled as promptly as possible as provided for in Article III Section 3. Any person appointed to fill a vacancy on the Board of Directors shall satisfy the eligibility criteria prescribed in Article III, Section 5.

SECTION 8. REMOVAL

Any Board member may be removed from the Board for misconduct, malfeasance, or nonfeasance. If the Board determines that a Board member's conduct is such that may warrant removal, a letter shall be sent within fourteen (14) days of the decision, informing the Board Member of the change. The Board may request a resignation or may remove the Board member from the Board of Directors.

A request for a hearing by the Board member may be granted to give the Board member an opportunity to set forth a defense. The decision of the Board of Directors will be made within fourteen (14) days of the hearing. The decision of the Board of Directors is final. The Tribal Business Council will be informed of the vacancy.

SECTION 9. MEETINGS OF THE BOARD

The Board of Directors will meet monthly at a time and place designated by the Board. Notices shall be sent, faxed, and/or e-mailed, with follow-up telephone calls by the President's office for the purpose of confirmation of meeting when necessary.

Special meetings of the Board of Directors shall be held at the call of the Chairperson or at the call of a majority of the Board members. If this is done, the Chairperson or the members having called the special meeting shall direct the President's office to inform all Board members by the same method at least two (2) working days prior to the meeting, designating the purpose, time, date, and location.

SECTION 10. QUORUM

Prior to conducting official business, a quorum shall be established. At least five (5) of the seven (7) Board members must be present.

- A. Open Meetings – All regular and special meetings of the Board of Directors are open to the public.
- B. Closed Meetings – Business on certain matters may be conducted in a closed meeting by Executive Session.

SECTION 11. EXECUTIVE SESSION

The Board of Directors may call for an Executive Session when the agenda pertains to legal actions, causes of action, litigation, leasing, purchase or sale of real estate, bid opening, proceedings involving physical or mental health, scholastic probation, expulsion, or graduation, and proceedings related to the hiring, firing, or promotion of personnel, as well as other business deemed to be of a nature requiring executive session.

SECTION 12. BONDING

Authorized check-signers and each member of the Board of Directors shall be bonded, as provided in the Fiscal Management and Grant Directed Program Policies and Procedures, up to the amount of \$25,000, as deemed appropriate and reasonable by the College.

SECTION 13. MEETING AGENDA

The agenda of the Board of Directors regular meeting will be designed so the Board can:

- (1) Validate the actions taken by the Executive Committee or by the Administration.
- (2) Review old and new business of the institution.
- (3) Review the activities of the institution in the form of reports from the President, Vice President of Academics, Vice President of Student Services, and Chief Financial Officer/Support Services.
- (4) Review actions recommended by the Administration, Executive Committee, or Committees.

The agenda will follow this format:

- ITEM I Call to Order
- ITEM II Opening Prayer
- ITEM III Roll Call
- ITEM IV Adopt the Agenda
- ITEM V Read and approve Previous Minutes
- ITEM VI Strategic Planning
- ITEM VII Finance Report
- ITEM VIII Higher Learning Commission
- ITEM IX Old and New Business
- ITEM X Other
- ITEM XI Public Comment
- ITEM XII Adjournment

SECTION 14. APPEALS

The Board of Directors shall serve as the final Board of Appeal for any decision of the President of the College by a Formal Letter of Grievance after the proper channels have been proceeded through as described in the Policies.

ARTICLE IV EXECUTIVE COMMITTEE

SECTION 1. DESIGNATION

The Executive Committee of the Board of Directors shall consist of the following elected officers of the Nueta Hidatsa Sahnish College Board of Directors:

- Chairperson
- Vice-Chairperson
- Secretary
- Treasurer

No more than one (1) office may be held by the same person.

SECTION 2. DUTIES AND AUTHORITY

The designated Executive Committee shall assume the respective duties and shall possess the respective duties as follows:

A. Chairperson

The Chairperson shall be the presiding officer at all meetings of the Board of Directors. The Chairperson shall be continuously cognizant of the affairs of the College, shall have general charge of the academic, business, student affairs, and property in the general operation thereof. The Chairperson shall have the authority to create standing and special committees and to appoint the members thereof, with the powers and respective duties of the committees determined by the Board of Directors. The Chairperson shall appoint an interim Secretary in his/her absence. The Chairperson shall provide direction to the college administration to carry out college business consistent with the College's Mission and Goals. The Chairperson shall accompany the college President to various meetings or functions when deemed appropriate. The Chairperson, along with the other officers, and the President, shall oversee the administration of the Capital Campaign and Endowment Fund.

B. Vice-Chairperson

The Vice-Chairperson shall assume the duties and be in possession of the authority inherent in the office of the Chairperson in those instances wherein the Chairperson is not present to act, is unable to act, or refuses to act. The Vice-Chairperson shall assume any additional duties and be in possession of any additional authority as, from time to time, may be delegated thereto by the Board of Directors. The Vice-Chairperson, in the absence of the Chairperson or the Treasurer, or on behalf of either such officer, shall sign any deed, mortgage, bond, contract, or other instrument which the Board of Director has authorized to be executed. The Vice-Chairperson shall serve with the other officers and President, on the committee to oversee the Capital Campaign and Endowment Fund.

C. Secretary

The Secretary shall serve as the Executive Secretary of the Board of Directors. The Secretary shall oversee the compilation and maintenance of the documents and other written materials arising out of the operation of the Board. The Secretary shall cause to be directed all notices of respective meetings to the members of the Board of Directors. The Secretary, in conjunction with the Chairperson, shall be cognizant of all written correspondence as may be necessary for the operation of the Board of Directors. The Secretary shall insure the College Seal is kept on the premises of the College. The Secretary shall serve along with the other officers and the President on the committee to oversee the Capital Campaign and Endowment Fund.

D. Treasurer

The Treasurer shall serve as the Executive Fiscal Officer of the Board of Directors and shall have general charge of all financial matters inherent in the operation of the College. The Treasurer shall sign with the Chairperson, any deed, mortgage, bond, contract, or other financial instrument or expenditure which the Board of Directors has authorized to be executed. The Treasurer shall direct and ensure that the Chief Financial Officer provides a Financial Report at each monthly meeting. The Treasurer shall serve along with the other officers, and the President on the committee to oversee the Capital Campaign and Endowment Fund.

SECTION 3. ELECTION OF OFFICERS

The Officers of the Board of Directors shall be elected at the next scheduled meeting of the Board of Directors, after new board members have been officially sworn in, or as required to fill vacancies.

SECTION 4. TERMS

The officers of the Board of Directors shall serve four years which will follow the Three Affiliated Tribes Tribal Business Council terms, however, nothing in these bylaws shall be construed to limit the number of terms any member may serve or to limit or restrict consecutive serving of terms.

SECTION 5. REMOVAL

Any officer of the Executive Committee may be removed from the Executive Committee for misconduct, malfeasance, or nonfeasance. If the Board determines that an Officer's conduct is such that may warrant removal, a letter shall be sent within fourteen (14) days of the decision informing the Board member of the charges. The Board may request a resignation or may remove the Board member from the Executive Committee.

A request for hearing by Board member may be granted to give the Board member an opportunity to set forth a defense. The decision of the Board of Directors will be made within fourteen (14) days of the hearing. The decision of the Board of Directors is final. The Board of Directors shall elect a new Officer of the Executive Committee in order to fill the vacancy.

ARTICLE V CHIEF EXECUTIVE OFFICER

SECTION 1. PRESIDENT

The President shall be the Chief Executive Officer of the College. The President shall assume the respective duties and be possessed of the respective authority as follows:

1. Oversee and direct the planning system of the college.
2. Plan the staff meetings, development and activities related to staff.
3. Act as facilitator or designate an appropriate person at all planning meetings.
4. Develop goals, objectives and actions plans to meet the needs of the college annually.
5. Develop a Master Calendar.
6. Provide guidance to administrative staff.
7. Act as public relations person in all matters dealing with the college.
8. Develop needs assessment plans as needed.
9. Oversee the annual budgeting process.
10. Make all reports to various agencies as deemed appropriate.
11. Implement the policies of the Board of Directors.
12. Advise the Board of Directors in all matters relating to the internal operations of the college.
13. Make support staff position appointments within the internal operations of the college.

ARTICLE VI CONFLICT OF INTEREST

SECTION 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.

SECTION 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.

SECTION 3. DEFINITION OF CONFLICT OF INTEREST

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

- 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.
- Such Board member is aware that a member of his family has an existing or potential financial or other interest 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 household 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.

SECTION 4. RULES OF ETHICAL CONDUCT FOR MEMBERS OF BOARD

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. A failure to do so may be grounds for removal of the Board member. The Board of Directors may initiate an investigation upon receipt of a written complaint by any College student, employee, or Board member against a Board member for alleged violations, and take appropriate action as determined by the Board to be warranted.

- No member of the Board of Directors may act on matters before the Board where he or she has a direct or indirect interest, financial, or otherwise, of any nature as described in these bylaws that is in conflict with the proper discharge of the Board member's duties. Any Board member shall timely furnish a written disclosure of any such conflict to the Chair of the Board or the President of the College.
- 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 would be directly supervised by his or her spouse, mother or father (birth or adoptive), son or daughter (birth or adoptive or foster child), brother or sister (including half or adoptive), stepchild, grandchild, or in-law of any relation, except by special approval of the Board of Directors.
- No Board member shall accept or solicit any gift, favor, or service that might reasonably tend to influence the Board member in the discharge of his or her official duties or that the Board member knows or should know is being offered with the intent to influence his or her official conduct.
- No Board member 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.
- No Board member shall accept employment or engage in any business or professional activity which he or she might reasonably expect would require or induce the Board member to disclose confidential information acquired by reason of his or her official position.
- No Board member shall disclose confidential information gained by reason of his or her official position or otherwise use such information for personal gain or benefit.

- No Board member shall transact any business in his or her official capacity with any business entity of which the Board member is an officer, agent, or member, or in which the employee owns a substantial interest.
- No Board member shall make personal investments which could reasonably be expected to create a substantial conflict between his or her private interests and the public interest.
- No Board member shall accept other employment or compensation which could reasonably be expected to impair his or her independence of judgment in the performance of the Board member's duties as a Board member.
- 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.

**ARTICLE VII
AMENDMENTS TO BYLAWS**

SECTION 1. AMENDMENTS

The provisions set forth herein may be altered, amended, or repealed by the Board of Directors of the College at any regular or special meeting thereof at which a quorum is present by an affirmative vote of a majority of the Directors present. A proposed amendment to these bylaws must be in written form and introduced at least seven (7) calendar days prior to the vote on the amendment.

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