

**BYLAWS FOR THE
SISSETON-WAHPETON COLLEGE**

ARTICLE I - PURPOSE

The Sisseton-Wahpeton College (the “College”) Charter requires the Board of Trustees to adopt Bylaws that are consistent with the Charter. It is understood by the Board of Trustees that the terms of the Charter control and are superior to these Bylaws. The Bylaws establish the responsibilities, qualifications, and procedures of the Board of Trustees. The Bylaws also address the officers and meetings of the Board of Trustees.

ARTICLE II - BOARD OF TRUSTEES’ RESPONSIBILITIES

Section 1. Responsibilities and Powers. In addition to those responsibilities and powers identified in the Charter, the Board of Trustees shall exercise the following responsibilities and powers:

- A. Approve policies and procedures for the effective governance of the College;
- B. To establish and adopt policies and procedures that distinguish the roles, authorities, and responsibilities of the Board of Trustees;
- C. To ensure compliance with applicable accreditation standards;
- D. To hire and to terminate the President/Chief Executive Officer. The president is the Board of Trustees only employee.
- E. To evaluate the president;
- F. To determine the college mission based on recommendations from the governance system;
- G. To serve as a channel of communications from the community to the college;
- H. To require and monitor budgets and annual audits;
- I. Comply with all College, Tribal, and Federal policies, regulations and laws that govern the College;
- J. May be required to assist with events.

Section 2. Stipends. The amount of a single stipend is for all regular, special, or emergency meetings during the month and will be disbursed at the regular monthly meeting only. The total amount of available stipend money shall be included in the College budget.

Section 3. Expenses. A Board member will be reimbursed upon approval by the Board of Trustees for legitimate expenses when authorized by the Board of Trustees, however, expenses shall be limited to training or conference fees, travel and per diem expenses that are related to the Board member's duties to the College.

ARTICLE III - COMPOSITION OF THE BOARD OF TRUSTEES

Section 1. Number and method of election. The Board of Trustees, and the alternates, shall consist of the persons designated in the College Charter.

Section 2. Terms. Each Board member shall be elected to serve for a term of four years. A Board member shall be considered to have abandoned his/her position if said Board member fails to attend three consecutive regular meetings, excluding excused absences. Any vacancy occurring because of the resignation, removal or death of a Board member shall be filled by the District. The elected Board member shall provide minutes at the next scheduled Board meeting and the Board shall accept the minutes and seat the elected Board member.

Section 3. Ex officio Board member. One ex officio shall be a member of the Tribal Council. One ex officio Board member elected by the student body shall represent the student body. Any such election shall be for such term and based on such criteria as the Board of Trustees from time to time deems appropriate. All ex officio Board members shall be non-voting Board members of the College and follow all the duties and obligations as the College Board of Trustees.

Section 4. Removal. The Board of Trustees may remove a Board member for improper conduct or gross neglect, as defined in the Tribe's Bylaws, after providing the accused Board member with five days prior written notice and a hearing by the Board of Trustees. Any person may notify the Board of Trustees in writing of a Board member's possible improper conduct or gross neglect. A Board member shall be removed when found guilty of gross neglect or improper conduct.

Section 5. Conflict of Interest. The College shall not enter into any contract or transaction with one or more of its Board members, or an organization in which the Board member has a material financial interest. Board members shall not use their position for personal gain. The conflict of interest can be waived by the Board of Trustees if the material facts as to the contract or transaction and as to the Board member's interest are fully disclosed or known to the Board of Trustees, and the Board of Trustees authorizes, approves, or ratifies the contract or transaction in

good faith by an affirmative vote, excluding the interested Board member, of a majority of the entire Board of Trustees, at a meeting at which there is a quorum.

- A. Members of the SWC Board of Trustees shall be considered to have a conflict of interest when he/she holds a personal interest that he/she is aware of and that in the opinion of a reasonably informed and well-advised person is sufficient to put into question, the independence, impartiality, and objectiveness that the said member is obliged to exercise in the performance of his/her duties.
- B. Members of the SWC Board of Trustees who have a conflict of interest shall make a full disclosure of the conflict of interest in writing as soon as they are aware of it and shall resolve it in the best interest of the College;
- C. The disclosure of any conflict of interest shall be recorded in the minutes of the meeting;
- D. Members shall resolve the conflict in the best interest of the College by withdrawing from the Board or committee's deliberations or abstaining from voting on any resolutions pertaining to any decision for which the member has a conflict of interest.
- E. Any member who is also a member of a body, firm, or organization doing business with the College shall not participate or vote on a matter involving that business relationship with the College;
- F. Examples of situations which could be considered a conflict of interest
 - 1. When the Board member has a personal interest in the outcome of deliberations of the Board, in a contract or a proposed contract to be entered into by the College or a College related body, or is likely to obtain a personal advantage as a result of a discretionary decision made by the College or College-related body;
 - 2. When a Board member is a member of the senior management personnel of a corporation, institution, or body, whether public or private in nature, whose interest may be in competition with those of the College;
 - 3. Where a Board member accepts gifts, gratuities, or favors from a firm or corporation engaged in or wishing to engage in transactions with the College, except in the case of customary gifts of a purely nominal or cultural value.

Section 6. Code of Conduct Scope: This Code of Conduct applies to all members of the Board of Trustees of the Sisseton Wahpeton College and to all members of committees established by the Trustees, whether or not the members of such committees are Trustees. If a Member fails to comply with the duties and obligations stipulated in the present code of conduct, the Board of

Trustees shall have the power to issue a warning, to suspend the said member for a period of time, or, in serious cases, to ask the member to resign.

General Duties and Obligations of the Members

- A. Members of the SWC Board of Trustees shall carry out their functions with integrity, independence, and good faith, and shall act in the best interest of the College;
- B. Members of the SWC Board of Trustees shall act responsibly and fairly with care, diligence, loyalty, and prudence of a reasonable individual;
- C. Members of the SWC Board of Trustees shall carry out their duties in such a way as to maintain confidence in the administration of the College;
- D. Members of the SWC Board of Trustees shall avoid conflicts of interest;
- E. Members of the SWC Board of Trustees shall not use, for their personal benefit or advantage, or for the benefit or advantage of any family member or any other person, any information acquired in the exercise of their office that is not otherwise generally available to the public;
- F. Members of the SWC Board of Trustees shall not use any facilities or services of the College, nor allow them to be used, for purposes other than expressly approved by the College;
- G. Members of the SWC Board of Trustees shall not use any information that is made known to them and that is not known to the general public to transact shares, to purchase, or to acquire any shares in corporations, limited liability company or other such entity involved in transactions with the college; (Motion to approve: 2/8/22)
- H. Members of the SWC Board of Trustees will submit to a background check prior to being sworn into their role;
- I. Members of the SWC Board of Trustees agree to live a lifestyle that is not negatively impacted by the overuse of alcohol or drugs and agree to submit to a random drug test; (Approved 2/8/22)
- J. After leaving office, members of the SWC Board of Trustees shall respect the confidentiality of information received in the performance of their duties, as well as the confidentiality of the deliberations of the Board; (Approved 2/8/22)
- K. After leaving office, members of the SWC Board of Trustees, for a period of two years, shall not make use of any information obtained in their capacity as a member

that is not generally available to the public, in order to derive there from a benefit or advantage for themselves or any family member; (Approved 2/8/22)

- L. After leaving office, members of the SWC Board of Trustees, for a period of two years, shall not give advice or act in the name of or on behalf of someone else in negotiations with or in regard to contracts with the College. (Approved 2/8/22)

Section 7. Ethics Committee. If there are any reasonable grounds to believe that the member has breached the standard of professional conduct as set out in this code, an Ethics committee may be formed by the Board of Trustees to inquire into any allegations to that effect.

- A. The Ethics committee shall be composed of three (3) Board members and two (2) alternates who shall be chosen by the Board of Trustees and remain on the committee for their term.
- B. The Ethics Committee shall:
 - 1. Advise any member, upon his/her request, on any question pertaining to the application of the rules of the said code of conduct;
 - 2. Examine in strict confidentiality those cases that are referred to it and make any recommendation(s) to the Board they deem appropriate.

Section 8. Qualifications of Board Members. The seven districts of the Lake Traverse Reservation shall elect one member to serve as a member of the Board of Trustees and one district executive who meet the respective district requirements. Members should:

- A. Be trustworthy and a person of integrity and good reputation;
- B. Be a servant leader in the Dakota traditional sense;
- C. Meet all other qualifications required for tribal officials;
- D. Must pass a background check;
- E. Maintain an alcohol and drug free lifestyle that does not negatively impact their role as a BOT member. (Approved: 2/8/22)
- F. Understand financial budgets;
- G. Planning, organizing and time management skills;
- H. Ability to work as a team player.

ARTICLE IV - MEETINGS

Section 1. Regular Meetings of the Board. A regular meeting of the Board shall be held once each month on the second Tuesday in a designated location.

Section 2. Special meetings of the Board. Special meetings of the Board shall be called at the direction of the President or Chair of the Board, or any four members thereof. Such meetings may be called at any time, and notice of the time, place, and agenda thereof shall be given by telephone or by letter or email at least 72 hours before the time appointed for such meeting. In addition, public notice shall be given of such meetings. Special meetings may be called to address issues of Board business requiring immediate consideration.

Section 3. Emergency meetings of the Board. Emergency meetings shall be held when needed, as ordered by chairman, or a quorum of at least four members.

Section 4. Quorum and Voting. The presence of a majority of the Board members shall constitute a quorum at any meeting. At all meetings of the Board of Trustees, each Board member shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the Board members present at any meeting, if there be a quorum, shall be sufficient to transact any business.

Section 5. Open Meetings and Exceptions. Meetings shall be open to the public, except when the Board of Trustees is authorized to conduct business in executive session. The following issues may be addressed by the Board of Trustees in executive session: (1) The conferring of honorary degrees or other honors or commemorations; (2) Matters involving gifts, devices, and bequests; (3) Matters involving the purchase or sale of investments for endowment and pension funds; (4) Matters involving litigation; (5) The acquisition or disposition of property or the review of and enforcement of contracts, if discussion of these matters in open session could adversely affect the Board's ability to acquire or dispose of the property or to receive competitive rates or completion of contracts on the terms and conditions it deems to be in the best public interest; (6) Matters concerning the appointment, employment, performance, compensation, or dismissal of officers or employees; (7) Matters relating to complaints or charges brought against the College's officers or employees, student related issues, including accreditation-related issues.

ARTICLE V - OFFICERS

Section 1. Tenure of Office. The officers of the College shall be a Chair, a Vice-Chair, and such other officers as the Board of Trustees may from time to time designate. Officers shall be elected by the Board of Trustees to serve for terms of two years and until their respective successors are chosen and have qualified. Any officer may at any time be removed by the Board of Trustees with cause, but shall remain a member of the Board.

Section 2. Chair. The Chair shall preside at all meetings of the Board of Trustees. The Chair shall be responsible for the general supervision, direction and management of the Board of Trustees' affairs. The Chair may execute on behalf of the College contracts, deeds, conveyances and other instruments in writing that may be required or authorized by the Board of Trustees. The Chair and the president set the agenda for the Board of Trustees meetings.

Section 3. Vice Chair. The Vice Chair shall perform the duties of the Chair in case of the Chair's absence or disability. The execution of any instrument by the Vice Chair on behalf of the College shall have the same force and effect as if it were executed on behalf of the College by the Chair. The Vice Chair shall also perform those functions assigned by the Board of Trustees.

Section 4. Secretary. The Secretary shall take minutes at all the Board of Trustee meetings. After the meeting, minutes should be available within three (3) working days for the Board members and the president.

Section 5. Additional powers. Any Board member, in addition to the powers conferred by these Bylaws, shall have such powers and additional duties as may be proscribed by the Board of Trustees. Such additional powers and duties shall only be effective for a specified time and for a specified duty.

ARTICLE VI - COMMITTEES

Section 1. Authority. The Board of Trustees may act by and through such committees as may be specified in resolutions adopted by a majority of the Board of Trustees. Each committee shall have duties and responsibilities as are granted to it by the Board of Trustees. Each committee shall at all times be subject to the control and direction of the Board of Trustees. The Board of Trustees may appoint persons who are not Board members to serve as non-voting members on a committee.

Section 2. Meetings and Voting. Meetings of each committee may be held at such time and place as are announced at a previous meeting of the committee. Meetings of any committee may also be called at any time by the chairperson of the committee or by the President, on at least 48 hours' notice by email or telephone to each member of the committee. At all meetings of a committee each member shall be entitled to cast one vote on any question coming before such meeting. The presence of a majority of the membership of any committee shall constitute a quorum. A majority vote of the members of a committee present at any meeting, if there be a quorum, shall be sufficient for the transaction of the business of such committee.

ARTICLE VII - INDEMNIFICATION

The College shall indemnify and defend any member of its Board of Trustees, and any officer, administrator, faculty or staff member, or other agent or employee who has been, is, or becomes a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, administrative, or investigative (other than an action by or in the right of the institution) by reason of the fact that, within the scope and in pursuit of what they in good faith believed to be their lawful and proper authority or responsibility on behalf of, and in the best interests of the College, they acted or omitted to act in such a manner as to cause actionable injury, harm, loss, or damage to another. The termination of any action, suit, or proceeding by finding, judgment, order, or settlement shall not of itself create a presumption that the person did not act in good faith and in a manner which (s)he reasonably believed to be in the best interests of the institution and within their lawful and proper authority or responsibility. The College will not indemnify any individual in a criminal action or in relation to matters where the Trustee or officer shall be adjudicated in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of their duties.

- A. This indemnity shall extend to all expenses (including reasonable attorneys' fees), judgments and amounts paid in settlement which are reasonably incurred in connection with any such claim, action, suit, or proceeding, provided that control of the investigation, negotiation, settlement, and defense of the same has been tendered to the College promptly upon the indemnitee's first notice of such claim, and prior to any admission or concession of liability with respect to the same, and provided that the indemnitee fully cooperates with the College in any such investigation, negotiation, settlement and defense which it may undertake.
- B. With respect to any such claim, action, suit, or proceeding brought to or threatened to be brought by or in the right of the College to recover a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall be determined to be liable for negligence or misconduct in the performance of their duty to the College, except and only to the extent that a court of competent jurisdiction shall determine, upon application, that payment of such indemnity under the circumstances is lawful and proper and that such person is reasonably entitled thereto.
- C. Except as just above provided, any indemnification hereunder shall be made only as authorized in the specific case upon a determination that the person is qualified as a member of the Board of Trustees, or an officer, administrator, faculty or staff member, or other agent or employee of the College, and has met the applicable standard of conduct and that indemnification is otherwise lawful and proper. Such determination shall be made by the Board by a majority vote of a quorum consisting of members not parties to such claim action, suit, or proceedings; or, if such a quorum cannot be convened, if a majority of such quorum so directs, by lawfully appointed special independent legal counsel in a written opinion.

ARTICLE VIII - MISCELLANEOUS

Section 1. Fiscal year. Unless otherwise fixed by the Board of Trustees, the fiscal year of the College shall be the fiscal year, beginning July 1 and ending June 30.

Section 2. Corporate seal. The College may have a seal selected by the Board of Trustees.

Section 3. Electronic Communications. A Board member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. An electronic conference among Board members or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the Board of Trustees or a committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 4. Amendments. The Board of Trustees may amend these Bylaws by official motion at the annual Board of Trustees meeting or a special meeting set for said purpose. (Tabled 2/8/22)

Section 5. Authority to Borrow or Encumber assets. No Board member, officer, agent or employee of the College shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property. This prohibition shall not apply to the scope of authority delegated by resolutions adopted by the Board of Trustees, which may be general or limited to specific instances.

Section 6. Execution of Instruments. All deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of the College shall be signed on behalf of the College by the President/CEO or in their absence another person or persons as may be designated by the Board of Trustees.

Section 7. Deposit of funds. All funds of the College shall be deposited to the credit of the College in such banks, trust companies or other depositories as the Board of Trustees may approve or designate, and all such funds shall be withdrawn only as authorized by the Board of Trustees.

C E R T I F I C A T I O N

I, the undersigned duly elected Chairman of the Sisseton Wahpeton College Board of Trustees

hereby certify that the above Bylaws were duly adopted by the Board of Trustees which is composed of 7 members of whom ___ constituting a quorum, were present at a meeting of the Board of Trustees, duly noticed, called, convened and held at the Sisseton Wahpeton College, Agency Village, South Dakota May 7, 2015 by a vote of _ for, __ opposed, __ abstained, _absent from vote, ___not voting, and that said Bylaws have not been rescinded or amended in any way.

Dated this 8th day of August, 2021

Thomas B. Wilson, Chairman
Sisseton Wahpeton College
Board of Trustees