

**SISSETON-WAHPETON OYATE  
OF THE LAKE TRAVERSE RESERVATION  
CHARTER  
SISSETON-WAHPETON COLLEGE**

Pursuant to the authority vested in the Sisseton-Wahpeton Oyate of the Lake Traverse Reservation, by its Constitution and By-Laws adopted by the members of the Tribe on August 1-2, 1966 and approved by the Commissioner of Indian Affairs on August 25<sup>th</sup>, 1966, and as further amended, particularly by Article VII, Section I (a) and (h), to provide for the health, education, welfare, and such other services for the betterment of the Tribe, the Tribal Council of the Sisseton-Wahpeton Oyate of the Lake Traverse Reservation hereby ratifies the Charter of the Sisseton-Wahpeton College (the "SWC"), a non-profit corporation, duly adopted by a ¾ majority vote of all members of the Board of Trustees at a special meeting on October 9, 2007.

**ARTICLE I  
SISSETON-WAHPETON COLLEGE**

- A. The name of the non-profit Corporation shall be the Sisseton-Wahpeton College.
- B. The period of duration of the non-profit Corporation shall be perpetual.

**ARTICLE II  
PURPOSES**

The SWC shall exist for the charitable purposes of providing and maintaining a high standard of higher education for all tribal members residing within the service area of the Tribe and promoting economic development and self-sufficiency. The purposes of the SWC, for the benefit of the Tribe and all tribal members, are as follows:

A. Primary Purpose:

- 1) To provide educational programs and/or to establish and operate an education institution at the post-secondary level on the Lake Traverse Reservation.

B. Ancillary Purposes:

- 1) To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes set forth above, which are not forbidden by law.

- 2) To achieve the above purposes the SWC may borrow money, accept donations, contract and generally do each and everything necessary that a non-profit corporation may do under the Internal Revenue Code.

### ARTICLE III POWERS

The SWC is empowered:

- A. To buy, own, convey, assign, mortgage, or lease any interest in personal property, and to lease any real property from the Sisseton-Wahpeton Oyate and others for such periods as may be authorized by law, and to hold, manage, mortgage, or sub-lease the same.
- B. To borrow money and issue evidence of indebtedness in furtherance of the purposes of the SWC and to secure the same by mortgage, pledge or lien upon its property.
- C. Either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations, of any kind of nature, such corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments of agencies, to do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, including among other things, but not limited to:
  - 1) To provide advice, support, credit, funds, capital, gifts, and all other lawful forms of assistance, financial, and otherwise, to or for use in educational institutions operated, or to be operated by the Sisseton-Wahpeton Oyate;
  - 2) To voluntarily furnish management, administrative and other advice, support, training and assistance to members of the Tribe to enable them to develop necessary skills to successfully operate and administer education institutions;
  - 3) To grant post-secondary degrees and certificates, especially the degree of Associates of Arts, and to develop curricula leading to such degrees or certificates;
  - 4) To obtain information and conduct research, studies, and analysis, and prepare and publish reports, as to any and all matters that may be of use in furthering the expansion of educational institutions operated by Indians, including information, research studies, analysis, and reports as to services, skills, sources of financing and any or all other matters;
  - 5) To enter into agreements with all public and private agencies, including universities and colleges providing higher education meeting the needs of the

members of the Sisseton-Wahpeton Oyate, and;

- 6) The Sisseton-Wahpeton Oyate hereby authorizes the SWC to effect a limited waiver of its sovereign immunity from suit, provided however, that such waiver shall be express and unequivocal, evidenced by a duly enacted resolution by the Board of Trustees for that purpose only. A resolution of the Board of Trustees which expressly and unequivocally authorizes a limited waiver for an explicit purpose shall not be deemed a waiver for any other purpose. Any limited waiver enacted by the Board of Trustees pursuant to the authorization granted by this provision shall not extend to the Sisseton-Wahpeton Oyate or any of its departments, agencies, or entities. The Sisseton-Wahpeton Oyate shall not be liable for the debts or obligations of the SWC, except in so far as it may hereafter expressly obligate itself in writing.

ARTICLE IV  
REGISTERED OFFICE AND REGISTERED AGENT

- A. The address of the SWC's initial registered office and the name of the initial agent are as follows:

NAME	ADDRESS
Sisseton Wahpeton College	P.O. Box 698, Agency Village, SD 57262

- B. The name of the registered agent shall always be the current President of the College and his/her address shall be the same as above.

ARTICLE V  
BOARD OF TRUSTEES

The Board of Trustees shall be comprised of seven (7) members each of which shall be elected by the respective seven (7) Districts of the Sisseton-Wahpeton Oyate to manage the business property and affairs of the SWC, including, but not limited to the determination of policy, the acquisition and improvement of real and personal property and any interest therein, the borrowing of money and acceptance of grants from such public and private agencies or other persons as the Board of Trustees may determine, and the issuance of notes, bonds, debentures, or other obligations, all for the purpose for which the SWC is organized as set forth in Article II. Should the Board of Trustees and the administration fail to effectively work together, the Sisseton-Wahpeton Oyate Tribal Council may take appropriate action to mediate or correct such failure.

## ARTICLE VI LIMITATIONS

The SWC is organized exclusively for charitable, educational, and scientific purposes, including for such purposes, the making of the distributions to organizations under Section 501(c)(3) of the Internal Revenue Code. This SWC is to be governed within the Sisseton-Wahpeton Oyate Law in compliance with the Constitution, Article IV, Bill of Rights and Code of Ethics and all appropriate tribal law.

No part of the net earnings of the SWC shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the SWC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. No substantial part of activities of the SWC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the SWC shall not participate in, or intervene in, (including the publishing of distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the SWC shall not carry on any other activities not permitted to be carried on by a SWC exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code, and as amended, or by a SWC to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code, and as amended.

Upon the dissolution of the SWC, whether such dissolution shall result from voluntary action on the part of the Board of Trustees, court order, lapse of time, or otherwise, no part of the remaining assets of the SWC after the discharge of corporate liabilities, shall inure to the private profit, benefit, or advantage of any member, director, trustee, officer, or employee of the SWC. Upon dissolution of the SWC, assets shall be distributed to the Tribe for public purpose. Any such assets not so disposed of shall be disposed of by the Sisseton-Wahpeton Oyate Tribal Court under the jurisdiction of the Sisseton-Wahpeton Oyate of the Lake Traverse Reservation exclusively for the benefit of the public purposes of the Tribe; and exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE VII BY-LAWS

By-Laws of the SWC shall be adopted by the Board of Trustees and approved by Tribal Council at a regular meeting of the Board of Trustees and Tribal Council or at any special meeting called for that purpose, provided, that the By-Laws shall not be inconsistent with the provisions of this Charter.

ARTICLE VIII  
ACCREDITATION

The SWC shall take those actions necessary to receive and maintain accreditation from an association which can accredit the SWC, such as North Central Association of Colleges and Schools, provided that such an association shall be recognized by and maintain good standing with other accrediting associations. If the accreditation of the SWC appears to be in jeopardy, the Sisseton-Wahpeton Tribal Council may take any action deemed necessary to maintain such accreditation including, without limitation, the removal of the Board of Trustees and/or the President and the election or appointment of a new Board of Trustees.

ARTICLE IX  
AMENDMENT

This Charter may be amended by a  $\frac{3}{4}$  majority vote of all members of the Board of Trustees or by a majority of the Sisseton-Wahpeton Oyate Tribal Council at a regular or special meeting.

Attached Tribal Council Resolution SWO-22-099  
Original copy to Sisseton-Wahpeton College  
cc: SWO Legal Department



# Sisseton - Wahpeton Oyate

## LAKE TRAVERSE RESERVATION

PO BOX 509 • 12554 BIA HWY. 711  
AGENCY VILLAGE, SOUTH DAKOTA 57262-0509  
PHONE: (605) 698-3911

### TRIBAL COUNCIL RESOLUTION NO. SWO-22-099

#### Amendment to the Sisseton Wahpeton College Charter and Board of Trustees By-Laws

**WHEREAS,** The Sisseton-Wahpeton Oyate is organized under a Constitution and By-laws adopted by the members of the Tribe on August 1-2, 1966, and approved by the Commissioner of Indian Affairs on August 25, 1966, and last amended effective November 15, 2006; and

**WHEREAS,** The Constitution ARTICLE III, Section 1, states that, the Sisseton-Wahpeton Oyate shall be governed by a Council, and ARTICLE VII, Section 1, states that, the Council shall have the following powers: (a) to represent the Tribe in all negotiations with Federal, State and local governments; (b) to acquire, own, use, manage, lease and otherwise encumber and to dispose of Tribal property, both real and personal, wherever situated; (c) to engage in any business that will further the economic development of the Tribe and its Members, and to use Tribal funds or other resources for such purposes; (d) to make rules governing the relationship of the members of the Tribe, to Tribal property, and to one another as members of the Tribe; (e) to hire employees and agents, including legal counsel, directly or as independent contractors, and to compensate them for their services; (f) to deposit Tribal funds to the credit of the Tribe, without limitations of the amount in any account; (g) to take any action by ordinance, resolution, or otherwise which are reasonably necessary through committees, boards, agents or otherwise, to carry into effect the for-going purposes; (h) to promote public health, education, charity, and such other services as may contribute to the social advancement of the members of the Sisseton-Wahpeton Oyate; (i) adopt resolutions regulating the procedures of the Tribal Council, its officials and committees in the conduct of Tribal Affairs; and

**WHEREAS,** On February 13<sup>th</sup>, 2003, Tribal Council enacted Tribal Council Resolution **SWO-03-001-A** approving Amendment 2, (BIA XXXV {35}) to change the Tribe's name from the Sisseton-Wahpeton Sioux Tribe to Sisseton-Wahpeton Oyate of the Lake Traverse Reservation throughout the Tribe's Constitution and By-Laws; and

**WHEREAS,** On March 7, 2007, the Sisseton-Wahpeton Oyate Tribal Council passed Motion No. 22 amending the Charter of our College with two name changes; and

**WHEREAS,** Motion No. 22 made on March 7<sup>th</sup>, 2007 was passed without an enactment of a required resolution. Tribal Council enacted Tribal Council Resolution **SWO-07-104** on September 12<sup>th</sup>, 2007; and

**WHEREAS,** On October 10<sup>th</sup>, 2007, the Tribal Council was presented with a corrected copy of the Sisseton-Wahpeton Oyate College Charter, that amended the name to the Sisseton-Wahpeton College and amended the powers section of the Charter to insert the words, "authorized by law" under Article III, Powers, Section A., passed through Tribal Council Resolution **SWO-07-104-A**; and

Amendment to the Sisseton Wahpeton College Charter and Board of Trustees By-Laws

**WHEREAS,** On November 2<sup>nd</sup>, 2022, the Tribal Council passed Motion No. 89 and Tribal Council Resolution **SWO-22-086** to temporarily dissolve the College Board of Trustees and appoint a temporary Board of Trustees due to accreditation concerns; and

**WHEREAS,** On December 19<sup>th</sup>, 2022, the temporary Board of Trustees sought amendment to the College Charter and College Board of Trustees By-Laws for clarification on the District and Board of Trustee's authority to remove district board representatives; and

**WHEREAS,** The following revisions to the College Charter and Board of Trustee By-Laws were passed and shall be enacted:

**Amendment 1**  
**Siseton-Wahpeton Oyate College Charter**

**Article VII – BY-LAWS**

By-Laws of the SWC shall be adopted by the Board of Trustees **and approved by Tribal Council** at a regular meeting **of the Board of Trustees and Tribal Council** or at any special meeting called for that purpose, provided, that the By-Laws shall not be inconsistent with the provisions of this Charter.

*Amendment: This amendment will allow the Tribe to be aware of any and all changes made to the College Board of Trustees By-Laws. The requirement will create a record with the Tribe as well as the College.*

**Amendment 1**  
**Sisseton-Wahpeton College – By-Laws**

**Article III – Composition of the Board of Trustees**

Section 4. **Removal.** The Board of Trustees **and/or a District** may remove a Board member for improper conduct or gross neglect, as defined in the Tribe's By-laws, after providing the accused Board member with five days prior written notice and a hearing by the Board of Trustees. A Board member shall be removed when found guilty of gross neglect improper conduct or gross neglect. Gross neglect also includes a Board member's failure to attend three consecutive Board of Trustees meetings, excluding excused absences. **If a Board member is removed by a District the removal shall comply with the District constitution/policy/or ordinance's removal procedures.**

*Amendment: This amendment is in response to recent and previous issues related to District College Board Representative's. The college attorney Gordon Neilson provided two legal opinions to the College interpreting the By-Law language relating to the authority of the Districts and the College Board of Trustees. That attorney, interprets the By-law language to mean that ONLY the seated Board of Trustees will have the authority to remove its member. However, each district has authority in their Constitutions, Ordinances, or policies that outlines each district board member requirements. This amendment intends to clarify that the Districts and the Board of Trustees both have the authority to remove its board member as long as the board member is provided with the process as outlined in the respective By-Laws, district constitution, district ordinance, or district board member policy.*



Amendment 2  
Sisseton-Wahpeton College – By-Laws

**Article IV – Meetings**

Section 4. Emergency meetings of the Board. Emergency meetings shall be held when needed as ordered by chairman, or a quorum of at least four members. **Emergency meetings may be called for actual emergencies with notice of the time, place, and agenda provided to board members by telephone, letter or email at least 24 hours before the time appointed for such meeting. Public notice shall be given of such meetings.**

*Amendment: This amendment is in response to a recent issue related to Special and Emergency Board of Trustee Meetings. It has been communicated that Board of Trustee meetings are taking place on important issues and not all of the Board of Trustees are notified of the special or emergency meetings in accordance with the By-laws. This amendment clarifies that if there is an emergency meeting called it will pertain to an actual emergency and requires notice to board members.*


**THEREFORE, BE IT RESOLVED,** This Resolution memorializes the amendments to the College Charter and the Board of Trustees By-Laws approved by the Board of Trustees on December 29<sup>th</sup>, 2022; and

**FINALLY, BE IT RESOLVED,** that the Tribal Council of the Sisseton-Wahpeton Oyate of the Lake Traverse Reservation hereby adopts and enacts the amendments outlined in this Resolution.

**CERTIFICATION**

*We, the Undersigned duly elected Tribal Chairman and Tribal Secretary of the Sisseton-Wahpeton Oyate Tribal Council, do hereby certify that the above resolution was duly adopted by the Sisseton-Wahpeton Oyate Tribal Council, which is composed of 10 members (representing a total of 15 Tribal Council weighted votes and two Executive Committee votes for a total of 17 votes) of whom 9 constituting a quorum, were present at a Tribal Council meeting, duly noticed, called, convened and held at the TiWakan Tio Tipi, Agency Village, South Dakota, December 30, 2022, by a vote of 14 for, 0 opposed, 0 abstained, 0 absent from vote, 1 not voting, and that said Resolution has not been rescinded or amended in any way.*

Dated this 30<sup>th</sup> day of December 2022.

  
\_\_\_\_\_  
Delbert Hopkins Jr., Tribal Chairman  
Sisseton-Wahpeton Oyate

ATTEST:

  
\_\_\_\_\_  
Myrna Thompson, Tribal Secretary  
Sisseton-Wahpeton Oyate

