

# Sisseton Wahpeton College

## Board of Trustees

### Bylaws

Article VII of the Charter that establishes the Sisseton Wahpeton College (SWC) requires that the Board of Trustees (Board) adopt bylaws that “*shall not be inconsistent with the provisions of this Charter.*”

#### Article I – Composition, Terms and Qualifications

Composition: The SWC Board of Trustees is comprised of nine (9) members.

The Sisseton Wahpeton Tribal Charter, Article V states that “*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 for in Article II (of the Charter).*”

Two Ex officio members authorized by the Board serve on the Board of Trustees - 1 from the Sisseton Wahpeton Tribal Council and 1 elected from the SWC student body. Ex officio members follow the Bylaws of the Board of Trustees but are non-voting members.

Terms: Board members shall serve a 4-year term with the exception of the 2 Ex officio members who may serve 2-year terms due to turn over from elections or status as a college student. In those events, the Tribal Council and the Student Senate shall determine replacements.

Board members may not be an employee of SWC. Should a Board member become an employee they must resign their role on the Board. Should a Board member be elected to the Tribal Council they must resign their seat on the Board.

#### Qualifications:

1. Be an adult, tribal citizen of the Sisseton Wahpeton Oyate.
2. Live on the Sisseton Wahpeton Lake Traverse reservation in one of the 7 district communities.
3. Have some college/higher education experience, including college credit toward a degree, preferably have a bachelor’s degree.
4. Understanding of college board dynamics and ability to be a team player.
5. Be a servant leader in the Dakota traditional sense.
6. Be trustworthy and a person of integrity.

## Article II – Responsibilities

Board responsibilities include:

- To attend all meetings and to be prepared for each meeting.
- To develop and adopt, in concert with the SWC leadership team, personnel and fiscal policies and to schedule regular reviews of those policies.
- Following, supporting, and enforcing personnel and fiscal policies toward legal, ethical integrity, and accountability.
- To understand and support the maintaining accreditation standards and practices.
- Exercising fiduciary responsibility and oversight for the College’s annual budget and the budgeting process (fiduciary is acting for the benefit of the College and its constituents – students, faculty, staff, and community/Tribe – this requires subordinating the Board members’ interests if there is a conflict). The Board approves the annual budget and conducts regular reviews.
- Assuring that the budget supports the strategic plan.
- To understand and to be engaged in organizational planning that is reviewed annually and updated on a regular basis.
- To review and approve the annual audit and ensure public disclosure of the Form 990.
- To establish effective information, assessment and reporting systems.
- To serve as the channel of communication from the community they represent to the college and vice-versa (to be the voice and advocate of SWC).
- To know and support the mission, vision, and values but to also conduct periodic review and updating of those statements.
- To hire and support the President/CEO who is the only employee under the direct supervision of the Board.
- To conduct an annual evaluation of the President/CEO using an agreed-upon method and tool that is aligned with SWC personnel policies. (Agreed upon between the President/CEO and the Board)
- Assuring that official Board minutes are recorded, filed, and made public in a timely manner.
- Conduct an annual Board self-assessment.
- Participate in appropriate higher education training, such as Title IX, as scheduled by the College.

## Article III – Code of Conduct

Duty of Care – to act in the best interest of the College by making informed decisions, exercising prudent judgment, and promoting transparency. To be respectful and to respect confidentiality.

Duty of Loyalty – to act in the best interest of the College and avoid personal or professional gains by enforcing conflict of interest and whistleblowing policies, and preserving confidentiality. To support and maintain confidence in the administration.

Duty of Obedience – entails compliance with federal, state, and tribal laws, as well as College policies.



#### Article IV – Conflict of Interest

If there is an issue of conflict of interest on a topic, the member must disclose, refrain from discussion, and abstain from voting on that topic. The Board adheres to the College personnel policies that outline the conflict of interest policy.

#### Article V – Meetings

Regular meetings are scheduled once a month and currently set for the third Tuesday of the month at a time and place determined by the Board. Regular Board meetings are public.

Special meetings may be called at the direction of the President/CEO or Board Chair by providing a 48-hour email notice to the Board prior to the meeting that includes time and location. Special meetings are public meetings.

Certain circumstances may necessitate an Executive Session wherein the meeting is closed to the public. The Board may go into Executive Session via a motion during a regular or special meeting. Only Board members and the President/CEO participate in an Executive Session but others may be invited depending on the issue for the executive session.

All meetings are conducted in person unless authorized by the Board prior to said meeting, that it will be conducted via online or call-in. In using online or call-in format, no member will record said meeting.

All meetings will have minutes taken that will be approved at the next Board meeting and that will be signed by the Board Chair which then makes them an official document. Official Board minutes shall be retained by SWC via electronic means and public documents.

#### Article VI – Quorum

The presence of a majority of the voting members of the Board, 4 of 7 members, constitutes a quorum for a meeting to transact any business.

#### Article VII – Votes/Voting

Per the Charter and these Bylaws, the 7 District members each have a vote and will exercise that privilege for conducting the business of the College.

#### Article VIII – Officers

The Board shall determine officer roles and currently there is Chair and Vice Chair and Secretary. Officers serve a 4-year term. The Chair presides at all Board meetings and works with the President/CEO to set the meeting agendas and to provide direction for the matters of the Board of Trustees. The Vice Chair assumes Chair responsibilities when the Chair is unavailable.

## Article IX – Compensation

The Board may set a stipend payment for participation at regular or special meetings on an annual basis and within the budget cycle. Board members may also authorize travel reimbursement that is consistent with SWC fiscal policies for travel. Travel will be related to higher education or tribal college training or conferences, including anything related to accreditation, Title IX, or board governance.

## Article X – Removal

The Board may remove a member by majority vote for inappropriate conduct or behavior.

Examples of inappropriate behavior include:

1. Has been convicted of a felony.
2. Becomes substance dependent.
3. Tries to influence day to day operations of the College.
4. Absent from 3 consecutive meetings without notice.
5. Takes College issues to Tribal Council.
6. Refusal to recuse when there is a conflict of interest.

The Board of Trustees and/or 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 and/or improper conduct. 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.

## ARTICLE XI – 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.

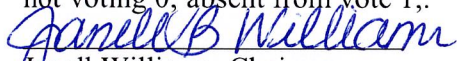
Section 3. Amendments. The Board of Trustees may amend these Bylaws at a meeting of the Board by 2/3 vote.

Section 4. 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 5. 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.

## CERTIFICATION

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 July 23, 2024 by a vote of 6; opposed 0; abstained 0; not voting 0; absent from vote 1;



Janell Williams, Chairman  
Sisseton Wahpeton College  
Board of Trustees