

Board of Directors By-laws



BOARD OF DIRECTORS BY-LAWS

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BOARD OF DIRECTORS BY-LAWS

1 LEGAL STATUS OF THE BOARD OF DIRECTORS

1.1 OFFICIAL NAME OF CORPORATION

The official name of the Corporation under and by virtue of the laws of the Omaha Tribe of Nebraska and Iowa and of the Santee Sioux Nation shall be the Nebraska Indian Community College (herein sometimes referred to as "Corporation").

1.2 COLLEGE SYSTEM TITLE

The official name of the community college system shall be the Nebraska Indian Community College. The College system name shall be used in all instances except where the statutory name of the Nation is legally required, e.g., in publication of legal notices and in the execution of contracts and other legal documents.

1.3 BOARD TITLE

The governing board shall be known as the Board of Directors of the Nebraska Indian Community College (herein sometimes referred to as the Board).

1.4 CORPORATION SEAL

The Corporation shall have a seal, the firm and design of which shall be adopted by the Board. The college's seal shall remain in the possession of the Registrar of the College.

2 BOARD OF DIRECTORS MEMBERSHIP

2.1 MEMBERSHIP QUALIFICATION

Membership on the Board of Directors shall be open to any enrolled Tribal member of legal voting age from the Omaha Tribe or the Santee Sioux Nation. No director shall be a permanent employee of the Nebraska Indian Community College. The Omaha Tribe and the Santee Sioux Nation will each maintain three members. Additionally, no member shall serve on the Omaha Nation or the Santee Tribal Councils during their term on the Board of Directors. Additionally, no convicted felons, unless pardoned, may serve on the Board. All board members must live and reside within the boundaries of either the Omaha or the Santee Nation reservations.

2.2 TERM OF OFFICE

The term of office of a full-member shall be life subject to removal according to policy. Elected positions, such as Chairman and Vice Chairman will serve terms of three years.

3 ORGANIZATION OF THE BOARD OF DIRECTORS

3.1 COMPOSITION OF THE BOARD OF DIRECTORS

The Board of Directors shall consist of three members from the Omaha Tribe and three members of the Santee Sioux Nation.

3.2 AUTHORITY

The Board is an agency of the Santee Sioux Nation and the Omaha Tribe and derives its authority from their constitutions. Every act of the Board shall conform to the constitution and statutes of each respective Nation/Tribe and the Federal government and the regulations issued pursuant thereto. The Board is delegated by the individual Nation/Tribes that each member represents with the responsibility for providing community college instruction for residents within the Corporation who are qualified for admission, according to the standards prescribed by the Corporation establishment and operation of the college campus within the Corporation; and the custody of and responsibility for the property of the Corporation and the management and control of said Corporation.

3.3 APPOINTMENTS

The Board of Directors is a self-populating Board in accordance to the laws of the Articles of Incorporation.

3.4 VACANCIES

Any vacancies occurring on the Board shall be filled by the Board of Directors by appointment. The appointments will be made in accordance with Board of Director Bylaws. The appointments must be accepted by a vote of the full board by a majority vote of an established quorum.

3.5 AUTHORITY OF MEMBERS OF THE BOARD

Individual members of the Board have power and authority only when acting formally as members of the Board in session or when entrusted by the Board with specific and definite assignments.

3.6 APPEAL BOARD

A quorum of the Board shall sit as an appeal board from any action taken by the President of the College

3.7 DUTIES AND RESPONSIBILITIES

- 3.7.1 The Board, responsible to the Omaha Tribe and Santee Sioux Nation and are sensitive to their hopes, ambitions and needs, shall have the legislative responsibility of formulating broad public policy for the community college education in the service area.

- 3.7.2 As the policy-making body of the Nebraska Indian Community College, the Board shall be charged with the oversight and control of the College's President. The formulation and adoption of written policies shall constitute the basic method by which the Board exercises this leadership in the operation of the college.
- 3.7.3 Without limiting the powers granted to the Board by the Tribe and subject to lawful and applicable rules and regulations, Board responsibilities are as follows:
 - 3.7.3.1 Appoint or release the College President.
 - 3.7.3.2 Adopt and periodically review a statement of philosophy, mission, and goals which clarifies basic educational responsibilities of the college.
 - 3.7.3.3 Establish broad general policies for the governance of the college and hold the President accountable for administering them.
 - 3.7.3.4 Consider and take appropriate action on recommendations of the President in matters of uniform policy relating to the welfare of the college.
 - 3.7.3.5 Employ a general counsel, auditor, and other agents as required, and fix their qualifications and compensations.
 - 3.7.3.6 Adopt an annual budget no later than June 1 of each year to finance the operation of the College in accordance with applicable regulations.
 - 3.7.3.7 Review and take action on matters relating to site selection and physical plant development.
 - 3.7.3.8 Appraise the efficiency of the College operations and evaluate the educational programs.
 - 3.7.3.9 Refer all matters concerning the College directly to the President for study and recommendation before such matters are considered by the Board, except the selection/dismissal of the President.
 - 3.7.3.10 Inform the public concerning the progress and needs of the College, the educational programs, and the financial status of the College: and shall accurately account to the public for receipts and expenditures
 - 3.7.3.11 Perform such other duties as may be prescribed by law and act directly in matters not covered by specific law or policy.

3.8 OFFICERS OF THE BOARD

The officers of the Board consist of a Chairperson and a Vice-Chairperson who shall be members of the Board.

3.9 DUTIES AND RESPONSIBILITIES OF THE OFFICERS OF THE BOARD

3.9.1 DUTIES AND RESPONSIBILITIES OF THE CHAIRPERSON OF THE BOARD

3.9.1.1 To preside at all meetings and decide on questions of order, and shall have the right to vote.

3.9.1.2 To appoint the members of any Special Committees and designate the chairperson of all such committees approved by the Board.

3.9.1.3 To execute all contracts approved by the Board and other official documents legally requiring the signature of the chairperson of the Board.

3.9.1.4 To call special meetings of the Board, as required.

3.9.1.5 To perform any other duty formally assigned by the Board, or by legislative enactment.

3.9.1.6 Authority to call for the removal and replacement of non-functioning members of the Board at the discretion and direction of the majority of the Board based upon absenteeism or conduct unbecoming of a member.

3.9.2 DUTIES AND RESPONSIBILITIES OF THE VICE-CHAIRPERSON OF THE BOARD

3.9.2.1 To perform all duties of the Chairperson of the Board in the absence of the Chairperson.

3.9.2.2 To perform all duties of the Chairperson of the Board in the event a disability prevents the Chairperson from performing their duties.

3.9.2.3 In the event that neither the Chairperson nor the Vice Chair are able to perform their duties, a majority of the Board may appoint a temporary presiding officer to lead the meeting.

3.9.2.4 Authority to call for the removal and replacement of non-functioning members of the Board at the discretion and direction of the majority of the Board based upon absenteeism or conduct unbecoming a member.

3.10 MANNER OF ELECTION AND TERMS OF OFFICE

3.10.1 The election of Board officers shall be held at the end of every three year term or at the next regular meeting following a removal or resignation of the Chair or Vice Chair.

3.10.2 The Chairperson and Vice-Chairperson of the Board shall be elected to such offices by the Board for a term of three years and assume office immediately upon election. These two officers shall be elected from within the six-person board and shall have been an active member of the Board for at least one year. In case of a

vacancy in any office, such vacancy shall be filled as soon as possible by the remaining Board members.

4 COMMITTEES OF THE BOARD

4.1 STANDING COMMITTEE

It shall be the general policy of the Board of Directors to perform its work, so far as practicable, as a committee of the whole.

4.2 SPECIAL COMMITTEES

The Board may establish, from time to time, special committees to deal with specific problems. Committee members and their chairperson shall be appointed by the Chairperson of the Board. Members of the college staff may be asked to provide information to committees but shall not serve as committee members. The Chairperson of the Board shall be an ex-officio member of all committees. Moreover, any Director shall have the right to participate at any committee meeting, and shall upon request be given the same notices and information as the committee members. All committees shall keep records of their action and submit the same as a recommendation for consideration and action by the Board at a regular meeting.

5 MEETINGS OF THE BOARD

5.1 REGULAR MEETINGS

5.1.1 Regular meetings of the Board shall be held quarterly. The date and time of the meetings will be the third Saturday of August, November, February and May.

5.1.2 It shall be allowable for the board to receive a stipend, mileage and per diem according to college policy.

5.2 ATTENDANCE

5.2.1 Any Board member who has three consecutive absences shall be automatically removed from the Board.

5.2.2 Any Board member who shall miss three meetings over the course of two years shall be automatically removed from the Board.

5.2.3 Proxy votes via hardcopy letter, electronic representation or telephonically are acceptable.

5.2.4 Absences may be excused by notifying the President who shall notify the board.

5.3 SPECIAL MEETINGS

5.3.1 Special Meetings shall be called by the Chairperson of the Board, or upon written request by three (3) Board of Directors. Such written request must be received by

the Chairperson of the Board, and all other members of the Board, at least forty-eight (48) hours in advance of any such requested meeting.

- 5.3.2 Matters to be considered at any special meeting shall be confined to those stated in the notice of such special meeting and for which purpose such special meeting has been called.

5.4 EXECUTIVE SESSIONS

- 5.4.1 Executive Sessions shall pertain to legal actions, causes of action, or litigation involving College leasing, purchase or sale of real estate; proceedings involving physical or mental health, scholastic probation, scholastic expulsion or scholastic graduation, and proceedings related to the hiring, suspension/probation, firing, or promotion of personnel, appeals or grievances.
- 5.4.2 No official action will take place in an executive session.
- 5.4.3 The Board shall determine who participates in an executive session.
- 5.4.4 An executive session shall be declared by the chairperson through a majority vote of a quorum of the Board.

5.5 NOTICE OF MEETINGS

Board members, representatives of the news media (including newspapers, radio and television stations), and such other persons as the Board may designate, shall be notified of all meetings in writing. Time, place and purpose of all regular and special meetings and the agenda shall be posted at the College office and all other campus sites not less than 48 hours preceding such meeting.

5.6 OPEN MEETINGS

All regular and special meetings are open to the public; provided however, that upon majority vote, certain matters may be taken up in executive session at which members of the public shall not be present.

5.7 APPEARANCES BEFORE THE BOARD

- 5.7.1 The order of business of any regular meeting shall include an opportunity for the public to address the Board on any item of business that is included on the agenda.
- 5.7.2 Furthermore, any individual or group may petition the Board on any subject not on the agenda that lies within the Board's jurisdictional authority. The applicant for such a hearing shall file with the President a written request together with the question or topic for discussion or presentation 48 hours prior to a regular meeting of the Board.

- 5.7.3 The Chairperson of the Board reserves the right to fix such time limits on presentations as he/she deems appropriate to the occasion and may limit the number of spokespersons who appear before it in opposition to or in support of a given issue being considered by the Board. The Board, by majority vote, may extend such limits as it deems appropriate.
- 5.7.4 Except in emergencies, the Board shall not attempt to decide upon any question before examining and evaluating any information any person requests the Board to consider. The President of the College shall be given an opportunity to examine and evaluate all such information, and to recommend action before the Board makes a decision.

5.8 QUORUM

A majority of the Board shall constitute a quorum for the transaction of business at regular and special meetings. A smaller number may call the roll, record the names of absentees, and adjourn to meet at a specified future time.

5.9 ACTIONS OF THE BOARD OF DIRECTORS

5.9.1 REQUIRED VOTE

- 5.9.1.1 An affirmation vote of a majority of all directors present at regular and special meetings shall be required for the passage of any motion.
- 5.9.1.2 A member abstaining from voting shall be entered in the minutes as a neutral vote.
- 5.9.1.3 Proxy votes shall constitute a vote from the majority of directors and a majority vote shall be required for the passage of any motion. An affirmation of all proxy votes will occur at the next regular meeting.

5.9.2 RESOLUTIONS

Any departure from the general powers of the Board of Directors and as delineated in the statute which include the following shall be by resolution, where required:

- 5.9.2.1 Appointing and fixing the compensation and term of the College President.
- 5.9.2.2 Adopting terms and conditions of employment of all College personnel and approving compensation schedules specifically or under general schedules.
- 5.9.2.3 Fixing and determining tuition rates and other fees.
- 5.9.2.4 Entering into contracts and agreements.
- 5.9.2.5 Any proceedings for eminent domain.

5.9.3 MOTION

5.9.3.1 All action taken by the Board of Directors shall be by motion and passed by a majority vote at a regular or special meeting. This would include the following:

5.9.3.1.1 Fixing and determining educational policy and curriculum.

5.9.3.1.2 Establishment of policy.

5.9.3.1.3 Appointment of special committees.

5.9.3.1.4 Establishing and maintaining a record of resolutions or motions.

5.9.3.1.5 Acting upon routine approvals of the Board at a regular or special meeting covering actions such as reviewing minutes and adjourning meetings.

5.9.3.1.6 Serving as a final adjudicating agency for students, employees and citizens on matters of policy and policy interpretation.

5.9.3.1.7 Considering communications and requests from citizens and organizations on matters of policy, administration and other items of public concern affecting the College.

5.9.3.1.8 Maintain continuous oversight of the College.

5.9.3.1.9 Adoption of rules of order.

5.9.3.1.10 Appearance before the Board through agenda amendment.

5.9.4 **ACTION WITHOUT FORMAL MEETING**

Any action required or permitted to be taken by the Board in any extreme emergency thereof may be taken without formal meeting. A meeting may be conducted by electronically, telephonically and/or in any other way the Board members shall decide. However, a written consent setting forth the action so taken and signed by a majority of the members of the Board, as the case may be, must be filed with the minutes of the proceedings at the next scheduled meeting of the Board.

5.10 **AGENDA**

The agenda shall be prepared by the President and its contents presented by the President for Board consideration at each meeting. The Board shall receive the agenda, minutes from the previous meeting, and all other relevant documents no less than 48 hours before the meeting.

5.11 **ORDER OF BUSINESS**

5.11.1 Call to Order

5.11.2 Invocation

- 5.11.3 Roll Call
- 5.11.4 Approval, additions to, or revisions of the agenda
- 5.11.5 Review of the Minutes
- 5.11.6 Visitor and Public comments
- 5.11.7 President's Report
 - 5.11.7.1 Academics
 - 5.11.7.2 Student Services
 - 5.11.7.3 Technology Report
 - 5.11.7.4 Human Resource
 - 5.11.7.5 Finance/Grants
 - 5.11.7.6 Workforce Development
- 5.11.8 Business
 - 5.11.8.1 Income statements
 - 5.11.8.2 Budget Actuals
 - 5.11.8.3 Checks (monthly)
- 5.11.9 Old Business
- 5.11.10 New Business
- 5.11.11 Date of next meeting
- 5.11.12 Adjournment

5.12 **MINUTES OF MEETING**

- 5.12.1 Minutes of regular and special meetings are public records. All minutes are available on the college's website and available for inspection upon request.
- 5.12.2 The minutes shall record the name of the director making a motion, the name of the director seconding it, and the vote attributing each "nay" vote, or abstaining if not voting, to the individual director. The voting shall be voice except that a roll call may be required for resolutions and all other questions whenever requested by a director. A director may also have the reasons for his/her vote recorded in the minutes if the director so requests at the time of voting.

5.13 **ADOPTION OF POLICY**

The adoption of policy requires the affirmative vote of a majority of the Board present. In order to provide notice regarding new policy or policy amendments, all policies and/or policy changes shall be posted after such policy has been approved by the Board.

5.14 **PARLIAMENTARY AUTHORITY**

Except as they may be in conflict with the By-Laws heretofore set, modified version of Robert's Rules of Order, Newly Revised shall constitute the parliamentary authority of the Board of Directors.

5.15 AMENDMENTS OF BY-LAWS

These By-Laws, or any part or parts thereof, may be revised, repealed or added to by an affirmative majority vote of the Board at any regular or special meeting. They shall become effective immediately upon approval.

5.16 HONORARY DEGREE POLICY

5.16.1 In the name of the Nebraska Indian Community College, the Board of Directors may award honorary one- and two-year degrees. Recommendations for an honorary degree can be made by the President, and member of the Board of Directors for approval by the Board of Directors. In order to avoid any embarrassment, no announcement shall be made to any person under consideration until the Board has acted. The selection criteria shall be as follows:

5.16.1.1 The candidate should have had an association with the College.

5.16.1.2 The candidate must have achieved a level of distinction which would merit comparable recognition in the candidate's profession or area of excellence.

5.16.1.3 The reputation of the candidate should reflect favorably on the Board, the Nebraska Indian Community College, and the Omaha Tribe and Santee Sioux Nation.

6 CONFLICT OF INTEREST

6.1 REPORTING 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 when such Board member has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Board member having a conflict of interest abstained from voting. Any Board member who is uncertain whether or not he/she has conflict, of interest in any matter may request the Board to determine whether or not a conflict of interest exists and the Board shall resolve the issue by majority vote.

6.2 SPECIFIC CONFLICT OF INTEREST: A Board member shall be considered to have a conflict of interest if:

6.2.1 Such Board member has an existing or potential financial interest which could impair or which might reasonably be assumed to appear to impair such member's

independent, unbiased judgment in the discharge of his/her responsibilities to the College.

- 6.2.2 Such Board member is aware that a member of his/her family (which for purposes of the paragraph shall be a spouse, parents, siblings, children, and any other relative if the latter resides in the same household as the Board member), or any organization which such Board member (or member of his/her family) is an officer, director, employee, member, partner trustee, or controlling stockholder or owner has such existing or potential financial or other interests.
- 6.2.3 Such Board member is a member of either the Santee Sioux Nation or the Omaha Tribe's Tribal Councils.
- 6.2.4 By law (section 458 of Title 28 of the United States Code) no head of any executive or administrative department, either selective or appointive, of the Omaha Tribe or the Santee Sioux Nation shall appoint his wife or husband, as the case may be, or son, daughter, brother, or sister to any position under the control or direction of said head of such department. Nebraska Indian Community College supplements this as follows: "Relationship by marriage or immediate family shall not prevent appointment of any individual by any of the department chairpersons under the Board of Directors, except that no individual shall be assigned work under the supervision of a relative who might have responsibility for the individual's performance, promotion, and/or salary, except by special approval of the administrative head of the unit, the academic director, as appropriate, by the President, and by the Board of Directors. This statement is also applicable to all Nebraska Indian Community College staff members."

6.3 ETHICS

- 6.3.1 Board of Directors and employees of Nebraska Indian Community College may not have a direct or indirect interest, financial or otherwise, of any nature that is in conflict with the proper discharge of their duties. Board of Directors and employees shall timely furnish such written disclosures as required by Tribal, State, or Federal law of the College's requirement.
- 6.3.2 Each Board of Director and employee shall adhere to the laws, rules, regulations, and policies of applicable governmental and institutional authorities and the following standards of conduct. Failure to do so may be grounds for disciplinary action, up to and including termination.

- 6.3.3 No Board of Director or employee shall accept or solicit any gift, favor, or service that might reasonably tend to influence them in the discharge of their official duties that they know or should know is being offered with the intent to influence their official conduct.
- 6.3.4 No Board of Director or employee shall intentionally or knowingly solicit, accept, or agree to accept any benefit for having exercised their official powers.
- 6.3.5 No Board of Director or employee shall accept employment or engage in any business or professional activity which they might require or induce them to disclose confidential information acquired by reason of their official position.
- 6.3.6 No Board of Director or employee shall disclose confidential information gained by reason of their official position or otherwise use such information for their personal gain or benefit.
- 6.3.7 No Board of Director or employee shall transact any business in their official capacity with any business entity of which they are an officer, agent, or member, or in which they own a substantial interest.
- 6.3.8 No Board of Director or employee shall make personal investments which could reasonably be expected to create a substantial conflict between their private interest and the public interest.
- 6.3.9 No Board of Director or employee shall accept other employment or compensation which could reasonably be expected to impair their independence of judgment in the performance of their public duties.
- 6.3.10 The educational and working environments of the College shall be free from inappropriate conduct of a sexual nature. Sexual misconduct and sexual harassment are unprofessional and unacceptable.
- 6.3.11 No Director or employee of the college shall be dually compensated from the college and an outside source while representing or attending College Board meetings. This shall pertain to everything from salary, per diem, stipend mileage and all other forms of compensation.

7 BOARD TRAINING

7.1 RETREAT

Board members will meet annually to review institutional direction and discuss policy.

7.2 TRAINING

It shall be the responsibility of the President to set up annual training for all Board members in collaboration with the board chair. Board training shall be offered to all new members to learn the process and their roles. Board training shall be recommended as needed.