

# **RED LAKE NATION COLLEGE**

## **Board of Regents By-Laws Red Lake Nation College**



*Revised: April, 2015*

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**ARTICLE I – NAME AND DURATION OF THE COLLEGE**

**1.1 OFFICIAL NAME OF THE COLLEGE**

The official name of the College, established in 2001 and chartered by the Red Lake Band of Chippewa Indians, shall be Red Lake Nation College.

**1.2 DURATION**

The duration of the Red Lake Nation College’s existence shall be perpetual, subject to Article XI, Dissolution.

**ARTICLE II – GOVERNANCE OF THE COLLEGE**

**2.1 NAME**

The Governing body shall be known as the Board of Regents of the Red Lake Nation College

**2.2 REGISTERED OFFICE**

The Registered Office of the Board of Regents of the College shall be located at the Red Lake Nation College campus, 15480 Migizi Drive, P.O. Box 576, Red Lake, MN 56671.

**2.3 REGISTERED AGENT**

The Registered Agent of the Board of Regents of the College shall at all times be the individual holding the office of Board Chairperson, but only for the duration of his/her term of office.

**ARTICLE III – LEGAL STATUS OF THE BOARD**

**3.1** The Board of Regents is an agency of the Red Lake Band of Chippewa Indians and derives its authority from the Band. Each action of the Board shall conform to the Constitution and statutes of the Red Lake Band of Chippewa Indians and to the governments and regulations issued pursuant thereto.

**3.2** The Red Lake Tribal Council recognizes and acknowledges the autonomy of the Board of Regents in the governance and policy-making of the College.

## **ARTICLE IV – ORGANIZATION OF THE BOARD OF REGENTS**

### **4.1 COMPOSITION**

The Board of Regents shall consist of eight voting members and the annually elected Red Lake Nation College Student Council President, who shall serve as the student representative and the non-voting member of the Board. The student representative must maintain good academic standing and must meet all the other requirements of Board Membership except the age requirement.

### **4.2 QUALIFICATIONS OF BOARD MEMBERS**

- a. Each candidate for membership will demonstrate a long-term interest in education and job training.
- b. Each candidate for membership will demonstrate a high degree of ethical standards and community service.
- c. Each candidate for membership will be an enrolled member in the Red Lake Band of Chippewa Indians.
- d. All candidates for membership will have successfully completed 48 semester hours at the post-secondary level unless waived by the Board of Regents.
- e. Each candidate for membership shall have at least a general knowledge of post-secondary education.
- f. Each candidate for membership, excluding the student representative, will be at least twenty-five years of age.
- g. Two (2) members of the Board of Regents shall be elected from each of the four voting districts of the Red Lake Indian Reservation; a Red Lake Nation College student, elected annually by the Student Council of the Red Lake Nation College to serve as their Student Council President, shall sit on the Board as a non-voting member.

### **4.3 SELECTION OF BOARD MEMBERS**

The initial membership of the Board will be by appointment by the Red Lake Tribal Council. As the terms of office of the new Board expire, the selection of new Board members will be by election and vote among the current Board members.

### **4.4 TERM OF OFFICE**

The term of office for each Board member shall be staggered. Two (2) Board members shall serve for an initial term of one year; two (2) Board members shall serve for an initial term of two years; two (2) Board members shall serve an initial term of four years; and the student representative shall serve a one-year term. The length of term for each initial member of the Board of Regents shall be determined by lot at the first meeting of the Board. The maximum length of term for office will normally be four years.

### **4.5 VACANCIES**

Whenever a vacancy shall occur in the board, the unexpired term shall be filled by a special appointment by the majority of the Board of Regents. Regents shall publish notice of a vacancy for at least thirty days before filling a vacancy. If a vacancy occurs in the office of the Chairperson, the board of Regents may select a new Chairperson from among the Regents.

#### **4.6 RESIGNATION**

Any Board of Regents member may resign his/her position by providing a written notice of resignation to the Board of Regents. The resignation will become effective upon a majority vote of the Board at its regularly scheduled meeting.

#### **4.7 VIOLATIONS BY BOARD MEMBERS**

A 2/3 vote of the Board of Regents shall be required to remove a Board of Regents member for misconduct.

#### **4.8 APPEALS BOARD**

The role of the Board to hear appeals is limited to those made by employees in relation to the President of the College. The President may seek consultation with the Board on appeals brought by college staff. Final decisions shall be made by the Board on issues brought before them by college employees.

The Board shall establish an appeals process after consultation with legal counsel and a majority vote with a quorum present at a regular or special meeting.

### **ARTICLE V – ELECTION AND DUTIES OF THE BOARD OF REGENTS OFFICERS**

#### **5.1 OFFICERS**

Officers of the Red Lake Nation College Board of Regents shall be the Chairperson, Vice-Chairperson, Secretary and Treasurer. These officers will serve as the Executive Committee of the Board.

#### **5.2 DUTIES OF OFFICERS**

The duties and responsibilities of officers shall be those usually pertaining to such positions including the following specific duties assigned to each office:

##### **5.2.1 CHAIRPERSON**

- a. Call meetings of the Red Lake Nation College Board of Regents.
- b. Preside over meetings of the Red Lake Nation College Board of Regents.
- c. Appoint members, with the approval of the Board of Regents, to all standing and special committees.
- d. Present an annual “State of Red Lake Nation College Report” to the Red Lake Tribal Council along with the College President.
- e. Refer to the College Charter for additional duties.

##### **5.2.2 VICE-CHAIRPERSON**

If the Chairperson of the Board of Regents shall become vacant, or if the Chairperson is unable to perform his/her duties due to temporary circumstances, the Vice-Chairperson shall serve as the Chairperson. In the event that both the Chairperson and the Vice-Chairperson must be absent

from a meeting, the remaining members shall appoint a temporary presiding officer from their own members.

### **5.2.3 SECRETARY**

The Secretary shall keep a record of attendance, as well as the minutes and other pertinent records of all meetings. The Secretary shall also assist in the preparation of all reports.

### **5.2.4 TREASURER**

The Treasurer shall regularly consult with the President concerning the finances of the College and assurances of the implementation of Board policies. The Treasurer shall keep the Board of Regents apprised of the financial status of the College through monthly reports.

### **5.3 SPIRITUAL ADVISOR**

The Spiritual Advisor shall oversee the spiritual well-being of the Red Lake Nation College, conduct Anishinaabe ceremonies as appropriate, and support and advise the President and the Board on Anishinaabe cultural matters.

### **5.4 DRUM KEEPER**

The Drum Keeper shall maintain the Drum of Red Lake Nation College in keeping with Anishinaabe traditions.

## **ARTICLE VI – CONDUCT OF MEETINGS OF THE BOARD OF REGENTS**

### **6.1 MEETING TIMES**

The Board of Regents shall hold regular monthly meetings on the campus of Red Lake Nation College. Additional meetings may be requested by any Board of Regents Member, or by the President; the place, date, and time of such meetings shall be set by the Chairperson, provided that proper notice is given to all parties involved.

### **6.2 NOTICE OF MEETINGS**

Board of Regent members, and such other persons as the Board may designate, shall be notified in writing by the Secretary of the Board of the time, place, and purpose of all regular and special meetings. Meetings, whether regular or special, shall include an agenda that describes each item of business to be conducted.

### **6.3 EMERGENCY MEETINGS**

Any action required to be taken by the Board of Regents in cases of extreme emergency may be taken without a formal meeting. An emergency meeting may be conducted by mail, telephone, or by other means deemed appropriate by the Board. However, minutes of such meetings must be signed by all Board of Regents members and must be filed with the minutes of the preceding Board meeting.

#### **6.4 QUORUM**

All meetings of the Board of Regents shall require a majority of Board members to be present to constitute a quorum and conduct business, which shall require the physical presence of at least five (5) Regents. If a quorum is established at the beginning of any meeting, no action taken during the period when less than a quorum is present shall be valid. If a quorum cannot be established, a Board member may call the roll, record the names of absentees, and adjourn to meet at a future time.

#### **6.5 ATTENDANCE AT MEETINGS**

Any Board Member who misses two regular or special meetings without communicating a justifiable cause, shall automatically be removed from office. Thus, a vacancy shall occur on the Board, unless the Board of Regents – excluding the Regent who is subject to removal – shall unanimously vote at the next regular meeting to forgive that individual.

#### **6.6 OPEN MEETINGS**

Except for executive sessions, all meetings of the Board of Regents shall be public meetings, and notices specifying the date and time of each meeting shall be posted on the College bulletin board and at the Tribal Council at least one week prior to a meeting. The order of business of any regular meetings shall include the opportunity for the public to address the Board of Regents; however, a written request, stating questions or topic for discussion or presentation shall be submitted to the President at least four days prior to a regular meeting. Subject to the discretion of the Chairperson, any individual or group may be heard by the Board on issues not on the agenda, and that lie within the Board's justification.

#### **6.7 APPEAL BOARD**

The Board shall establish an appeals process after consultation with the President and Legal Counsel; the process must be approved by a majority vote of a quorum of Board members present at a regular or special meeting.

The role of the Board in hearing appeals is limited to those appeals made by employees that relate to the President of the College. The President may seek consultation with the Board, however, concerning appeals brought by college staff. The final decision on any appeals from college employees regarding the President will be made by the Board.

#### **6.8 MINUTES OF MEETING**

Except for Executive Sessions, the minutes of regular and special meetings are public records. The minutes shall be a permanent record for all College Board action and shall be kept on file at the College office. These records shall also be open to inspection by any citizen of the community.

### **ARTICLE VII – AUTHORITY OF MEMBERS OF THE BOARD OF REGENTS**



- 7.1** 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 assignments as defined by the duties enumerated in the By-laws, or by motion of the Board.

## **ARTICLE VIII – DUTIES AND RESPONSIBILITIES OF THE BOARD OF REGENTS**

The Board of Regents is authorized to:

- 8.1** Hire a President who shall have the authority to hire Dean(s), administrative staff, clerks and other employees who shall be primarily responsible for carrying out the day-to-day operations of the College, subject at all times to oversight by the Board, or to release the President of the College with cause. The Board shall inform the Red Lake Band Tribal Council immediately of their selection of a new President, or of their termination of the President of Red Lake Nation College.
- 8.2** Adopt and periodically review RLNC's statement of philosophy, mission, vision, and goals, which clarify the basic educational responsibilities of the college.
- 8.3** Establish broad general policies for the governance of the college and hold the President accountable for administering such policies.
- 8.4** Consider and take appropriate action regarding recommendations of the President in matters of uniform policy relating to the welfare of the college, including admission and retention of the students, student conduct, curricular offerings, academic freedom and responsibility, academic standards, academic calendar, governance, tuition fees, financial management, salary schedules, and general personnel policies, due process and confidentiality.
- 8.5** Utilize legal counsel, auditors, and other external agents as required to complete the business of the College.
- 8.6** Adopt an annual budget to finance the operation of the College in accordance with the laws of the Tribe and any other applicable regulations.
- 8.7** Ensure that qualified personnel, physical facilities, and means of financial support are available to carry out the goals and objectives of the College.
- 8.8** Consider communications and requests from constituents of the College on matters of policy, administration, and other items of public concern affecting the College. The President of the College shall take requests from citizens and organizations known to the Board of Regents.
- 8.9** Ensure that all records, information, and affairs of the Board are secured in a safe location.
- 8.10** Refer all matters concerning the College (excluding the selection of a new President) directly to the President for review and recommendations before such matters are considered by the Board.

- 8.11 Adopt rules of procedures for the conduct of the meetings of the Board of Regents.
- 8.12 Prevent nepotism in the hiring of personnel and procurement of goods and services.
- 8.13 Abstain from involvement of day-to-day operations of the College.
- 8.14 Review these By-Laws annually to accommodate changing conditions; approve revisions and/or adopt amendments to By-Laws as needed.

## ARTICLE IX – BOARD RESTRICTIONS

- 9.1 The College shall not afford monetary gain, incidentally or otherwise, to its regents, officers or members, except that the College shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the mission of the College.
- 9.2 No part of the net income of the College shall inure to the benefit of any regent, officer, or member, and any balance of money or assets remaining after the full payment of corporate obligations of any and all kind shall be devoted solely to the charitable, educational, and benevolent purposes of the College.
- 9.3 The College shall be deemed to be operated exclusively for the following purposes: charitable, educational, social and scientific.
- 9.4 Notwithstanding any other provisions of these By-Laws as may be adopted by the College, the College shall not carry on any activities not permitted to be carried on:
  - a) By a corporation exempt from Federal income tax under Sections 501(c)(3) of the Internal Revenue Code of 1954 as amended, or any future United States Revenue Law; or
  - b) By corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended, or any future United States Revenue Laws.
- 9.5 Admission to any educational service or activity of the College shall not be denied any Indian Student because he or she is a member of any Tribe, or is not a member of any Tribe.
- 9.6 The Board of Regents of Red Lake Nation College, in compliance with Title VI and Title VII of the Civil Rights Act of 1964, Title IX of the Education Amendments of 1972, Section 504 of the Rehabilitation Act of 1974, Americans with Disabilities Act, and other tribal and federal laws and regulations, does not discriminate on the basis of race, color, ethnicity, national origin, sex, age, religion, disability, political affiliation, or status as a veteran in any of its policies, practices, or procedures. This includes but is not limited to admissions, employment, financial aid, and educational services.

## ARTICLE X – CONFLICT OF INTEREST

All Board of Regents members shall avoid any conflict of interest, or even the appearance of conflict of interest, and shall make known to the Board any possible conflict of interest at the earliest possible time. The minutes 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 or she has a conflict of interest should bring the matter before the Board, and the Board shall resolve the matter by the majority vote.

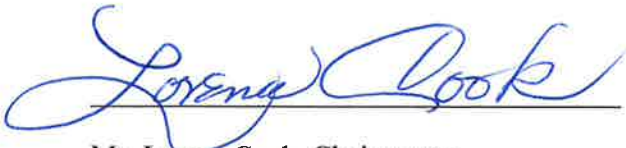
## ARTICLE XI – CULTURE

It is the duty of the Board of Regents to ensure that the College operates within the concept of *Jiminobimaadiziyag (the good life for us all)*.


## ARTICLE XII – DISSOLUTION

The property of Red Lake Nation College is irrevocably dedicated to charitable and educational purposes and no part of the new income or assets of this College shall ever inure to the benefit of any Board member or employee thereof, or to the benefit of any private person. Upon the dissolution of the College, its assets remaining after payment or provision for payment of all debts and liabilities of this College shall be distributed to the Red Lake Band of Chippewa Indians if it is then in existence, but if not then in existence, to another non-profit fund, foundation, or corporation that is organized and operated exclusively for charitable and educational purposes, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Approved by the Red Lake Nation College Board of Regents on April 28, 2015.



Ms. Lorena Cook, Chairperson



Ms. Rachele Donnell, Secretary