

**BYLAWS OF THE
BOARD OF DIRECTORS
OF
SALISH KOOTENAI COLLEGE, INC.**

Name and Place of Business

1. The name of the College is Salish Kootenai College, Inc.
2. The principal place of business of the College is the Confederated Salish and Kootenai Tribes of the Flathead Reservation at Pablo, Montana.
3. The College may establish such other places of business as the Board may determine.

Establishment

The College is chartered and established as a nonprofit educational institution owned by the Confederated Salish and Kootenai Tribes of the Flathead Reservation.

Sovereign Immunity

Salish Kootenai College, Inc. enjoys the sovereign immunity of the Confederated Salish and Kootenai Tribes. Sovereign immunity protects tribal officials and employees acting in their official capacity and within the scope of their employment. Sovereign immunity is not absolute and may only be expressly and unequivocally waived by the Tribal Council of the Confederated Salish and Kootenai Tribes or Congress.

Mission Statement

The mission of Salish Kootenai College is to provide quality postsecondary educational opportunities for Native Americans, locally and from throughout the United States. The College will promote community and individual development and perpetuate the cultures of the Confederated Tribes of the Flathead Nation.

Purpose

The Salish Kootenai College, Inc. Board of Directors' purpose is to:

1. Prepare a report for annual presentation to the CSKT Tribal Council by the Chair of the Board and the College President.
2. To have fiduciary oversight over all College funds and assets.
3. To establish, amend, and adopt any College policies.
4. To ensure implementation of College policies.
5. To facilitate and support existing and new financial contributions from public and private sources.
6. To ensure the College mission is current and aligned with CSKT community purposes.

7. To carry out a self-evaluation in the fall of each year and an evaluation of the College President in the spring of each year.
8. The Board self-evaluation process will address the Board's performance with respect to the following matters:
 - a. Consideration of internal and external constituencies during its decision-making process;
 - b. Preservation of independence from undue influence of elected officials, donors, ownership interests, and other external parties;
 - c. Appropriate delegation of College administration and academics to College administration;
 - d. Oversight of the College's financial and academic policies, including its ability to meet its legal or fiduciary responsibilities;
 - e. Any other matter the College President deems appropriate;
 - f. Board effectiveness; and
 - g. The annual evaluation of the College President.

Membership

The Board of Directors consists of seven (7) members appointed by the Confederated Salish and Kootenai Tribes of the Flathead Reservation Tribal Council. Each member must be an enrolled member of the CSKT Tribes and neither they nor their spouse or partner may sit on the Tribal Council. A Director's term shall be four years. When a vacancy occurs, the Tribal Council will appoint a replacement Director to service for the remainder of the term of the incumbent.

A Director may resign at any time by giving written notice to the Chair of the Board. The Chair shall notify the College President and the Chair of the CSKT Tribal Council of the resignation within ten (10) calendar days. If the effective time of the resignation is not specified therein, it shall take effect immediately upon receipt by the Chair of the Board; and, unless otherwise specified therein, the acceptance of such resignation by the Board of Directors shall not be necessary to make it effective.

Election of Officers and Terms

The Board shall elect officers consisting of a Chairperson, a 1st Vice-Chairperson, a 2nd Vice-Chairperson at its annual meeting to be held in October of each year. Collectively, the Chairperson, 1st Vice-Chairperson, 2nd Vice-Chairperson, and the College President shall comprise the Executive Committee.

Nominations shall be made by formal motion and seconded for each officer. The nominated individual must accept the nomination before a vote is taken for each nomination. Officers shall be elected for a term or by acclamation of one year or until their successors are elected. The Administrative Assistant to the Board will tabulate the votes; subsequently officers will take their office immediately.

Duties of Board Officers

1. The Board Chair shall preside over the meetings. When necessary to protect the interest of the College, the Chair shall have the delegated authority to issue directives, instructions, or provide updates to the Tribal Council, College President, or College Attorney.
2. The 1st Vice-Chair under delegated authority, shall preside at all meetings of the Board in the absence of the Chair.
3. The 2nd Vice-Chair under delegated authority, shall preside at all meetings of the Board in the absence of the Chair and 1st Vice-Chair.

An appointed member of the Board may be recommended for removal from office during a regular or special meeting and by a majority vote for the following reasons:

1. Failure to attend three (3) consecutive regular Board meetings without just cause or prior approval of the Board Chairperson.
2. Unprofessional conduct that adversely affects a Board member's performance of his or her duties.
3. Participating or engaging in any activity that creates a conflict of interest or violation of ethics.
4. Participating or engaging in any activity that violates any provision of Federal Law, Tribal Law, or College policies.
5. Failure to attend the Board retreat or Board training without just cause or prior approval of the Board Chairperson.

President of Salish Kootenai College

The College President serves at the pleasure of the Board of Directors as contracted and is entitled to the compensation and benefits established by the Board. The College President shall serve as the Chief Executive Officer of the College; is responsible and accountable to the Board of Directors for the discipline and successful conduct of the College and supervision of each of its campuses and departments; and shall take every initiative in:

1. Implementing policies and goals of the Board of Directors and College, and
2. Promoting development and efficiency of the College's academics, programs, and financial management.
3. Providing secretarial or required assistance to the Board.
4. Representing the College to the community, the public, educational and financial partners, and the media.

Subject to the authority and applicable regulations and policies of the Board, the President shall:

1. Develop a plan of institutional mission, goals, strategic planning, and priorities.

2. Be authorized to develop new academic programs and curtail or eliminate existing programs.
3. Formulate operating and capital budget requests.
4. Appoint, promote, fix salaries, hire faculty, assign duties, and terminate personnel in accordance with applicable laws and policies.
5. Be authorized to create subordinate position(s) within existing funds available to the College, to the extent the cost of the position(s), including the cost of any fringe benefits, is funded from existing funds.
6. Establish admission standards.
7. Administer financial aid.
8. Be authorized to enter into contracts and cooperative agreements.
9. Accept gifts and grants and maintain and manage endowment income.
10. Recommend change in the name or status of the institution.
11. Regulate and administer athletic and student activities.
12. Oversee tribal preference, affirmative action, and personnel matters.
13. Establish organizations for the administration of campus alumni affairs.
14. Be responsible for all academic matters.
15. Have the authority to establish a college leadership team for the purposes of:
 - a. Providing advice to the President.
 - b. Assisting in community relations.
 - c. Assisting in institutional development; and
 - d. Providing any other assistance requested by the President.
16. Establish traffic regulations for the College campus.
17. Submit to an annual evaluation process, to be completed by May 31 of each year.
18. Administer all foundation, endowment, and gift matters in accordance with applicable law and policy.

Board Compensation and Travel Expenses

The Board will be compensated and reimbursed for Board mileage and expense reimbursement in accordance with applicable policies and regulations. Reimbursement shall only be made for expenses incurred while on authorized official College business. Such payments, which must in all cases be supported by original receipts, shall:

1. Be made on a mileage basis, using the lesser rate of two methods: the standard highway mileage or the odometer reading with degree of reasonability. The mileage rate shall be paid from the point of residency or official duty station to the Salish Kootenai College Board of Directors meeting location.
2. Include additional reimbursement for parking fees, bridge, road and tunnel tolls.
3. Be at the current rate allowed by the prevailing Federal Mileage Rate.
4. Include reimbursement of expenses for meals, lodging and incidental expenses (M&IE) at the current rate allowed by the prevailing Federal Per Diem rate.
5. Approved in advance by an official of the College authorized to make such approval.

6. Directors may receive compensation for attendance at duly convened Board meetings at a rate established by the Board.

Meetings

1. The Board of Directors shall have a regular scheduled meeting and two working sessions each quarter, with the exception of only one working session in the third quarter. The Board shall also have an annual retreat meeting each October and annual Board training. The Board may call a work session/special meeting as deemed necessary provided that sufficient funds are available.
2. The Board of Directors may call a meeting with at least 24 hours notice.
3. Four (4) members present in any Board meeting shall constitute a quorum.
4. Public comments may be taken. Such comments may be limited due to time constraints and will not be accepted for litigation, personnel, disciplinary, or other confidential matter(s).
5. The Board of Directors may call an executive session to discuss any litigation, personnel, disciplinary, or other confidential matter(s). Only the Executive Committee and any individual they request to remain and attend the executive session may attend. The executive session shall remain confidential and may not be disseminated, recorded, or transmitted in any way. After the executive session, the Board Chair shall announce whether action is warranted or if the executive session was for informational purposes only.

Agenda Development

1. All proposed agenda items shall be reviewed by the College President and Board Chair prior to placing on the agenda.
2. The proposed agenda with minutes of the last meeting attached shall be submitted by the College President to the Board members five (5) working days prior to the meeting. Only the Board of Directors shall approve the final agenda at its regular or special meeting. The agenda format for regular Board meetings is attached as Appendix.
3. Financial report - Year to date general fund revenue summary and budget to actual expense report.
4. Routine matters listed in the open session portion of the agenda for a regular meeting of the Board may be grouped together and decided by the Board without discussion or debate. These matters will be designated as "Consent Agenda Items." Any member of the Board may request discussion or debate on any individual item listed as a Consent Agenda Item, and the matter will be considered and decided separately during the meeting as may be directed by the Board Chair.

Amendment

These By-Laws may from time to time be reviewed and amended accordingly. Whenever adopted or amended, a copy of the By-Laws will be transmitted to the President of Salish Kootenai College.

Indemnification

The College shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the College against all expenses and liabilities, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been found not to have followed applicable polices, laws, rules and procedures or acted in good faith in the reasonable belief that such action was in the best interests of the College.

The indemnification provided hereunder shall be subject to and governed by the College's insurance carrier's policy guidelines and must be approved by a majority vote of a quorum of Directors, not unreasonably withheld, who are not at that time parties to any related proceeding.