

FILED:

November 18, 1977

ARTICLES OF INCORPORATION

OF


John A. Neuman

SALISH KOOTENAI COMMUNITY COLLEGE INC.

A Tribal Corporation

KNOW ALL MEN BY THESE PRESENTS:

The Confederated Salish and Kootenai Tribes chartered Salish Kootenai Community College on November 18, 1977, by Tribal Resolution NO. 5279 with a vote of 9 for, 0 opposed, and 0 not voting, pursuant to authority vested in it by Article VI, Section 1(a), (f), (o), and (u) of the Constitution and ByLaws of the Confederated Tribes; said Constitution adopted and approved under Section 16 of the Act of June 18, 1934 (48 stat. 984) as amended.

That we, the undersigned, all citizens of the Confederated Salish and Kootenai Tribes and the Confederated Salish and Kootenai Tribes of the Flathead Indian Reservation, of the United States of America, pursuant to and in conformity with Ordinance 54A of the Governing Body of 1973, desiring to form a non-profit Corporation for the purpose hereinafter set forth, do hereby associate ourselves together for the purpose of forming and establishing a body corporate and to that end do hereby adopt Articles of Incorporation as follows:

ARTICLE I.

The name of the corporation is: Salish Kootenai Community College, INC.; and the term of duration of the Corporation shall be perpetual from and after the issuance of Certification of Incorporation by the Secretary of the Confederated Salish and Kootenai Tribes.

ARTICLE II.

The purposes for which said Corporation is formed are:

To provide post-secondary educational opportunities for resi-

dents of the Flathead Indian Reservation in the following areas:

1. Vocational Training,
2. College Transfer Programs,
3. Occupational Training,
4. Community Service,
5. Indian Culture and History,
6. Adult Basic Education.

To measure the needs, talents, and aspirations of the residents of the Flathead Indian Reservation and provide a comprehensive program in recognition of the desires of the Flathead Indian Reservation Community.

To promote and conduct such research and development activities as deemed necessary to the efficient provision of post secondary educational opportunities on the Flathead Indian Reservation.

ARTICLE III.

The Corporation shall have the following powers:

- A. To have perpetual existence by its corporate name, Salish Kootenai Community College, to dissolution by the Tribal Court or action by the Tribal Council if the latter determines misconduct, or the like.
- B. To sue and be sued, complain and defend, in its corporate name in the Tribal Court.
- C. To have a corporate seal which may be altered at pleasure and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- D. To purchase, take, receive, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated within the boundary of the Flathead Reservation.
- E. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all, or any part of its property and assets providing the tribes have first preference in purchasing, etc.
- F. To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- G. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the Confederated Tribes or the United States, for the administration of the affairs of the corporation.

ARTICLE III. (cont'd)

H. To borrow money from the Tribal Credit Enterprise pursuant to the Declaration of Policy and Plan of Operations of the Credit Enterprise.

I. To engage in any business that will further the socio-economic well-being of the college or to undertake any activity of any nature whatever, not inconsistent with federal law or the constitution and/or ordinances of the Confederate Tribes.

J. To make and perform contracts and agreements of every description not inconsistent with federal law or with any provisions of the constitution and/or ordinances of the Confederated Tribes, with any persons, association, or corporation, with any municipality or any county, or with the United States or the State of Montana.

K. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

L. To cooperate with other similar associations in creating central, regional, or national agencies for any of the purposes for which this corporation is formed, and to become a member of, or stockholder of, such agencies as are now or hereafter may be, in existence.

M. To receive grants of private, State or Federal funds to aid in the furtherance of the purposes of this Corporation.

N. To confer certificates, diplomas and post secondary degree to students who have satisfactorily completed an approved course of studies.

O. To prescribe courses of study, programs, textbooks, and materials to be used, to charge tuition, board, rent, student union fees, building fees or other fees necessary to operate the College

P. The several statements contained in each clause of this Article shall be in no way limited or restricted by reference to, or inference from the terms of any other clause, but shall be regarded as independent powers; and no recitation, expression or declaration of specific or special powers; shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE IV.

The initial registered office of this Corporation shall be in the City of Ronan, County of Lake, State of Montana, and its complete mailing address is; Salish Kootenai Community College, P.O. Box 1020, Ronan, Montana 59864.

The initial registered agent of this Corporation shall be Gerald Slater, whose address is: Salish Kootenai Community College, P.O. Box 1020, Ronan, Montana 59864.

ARTICLE V.

No part of the net earning of the corporation shall insure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the corporation 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 this Article. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing and distribution of statements) and political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax and under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954.

ARTICLE VI.

The corporation may be dissolved by the act of the corporation, when authorized in the following manner:

A. The Board of Directors shall adopt a resolution recommending that the corporation be dissolved.

B. Upon the adoption of such resolution, a statement of intent to dissolve shall be executed in duplicate by the corporation by its President or a Vice-President and by its secretary or an assistant secretary, and verified by one (1) of the officers signing such statement, which statement shall set forth:

1. The name of the corporation: Salish Kootenai Community College.
2. The names and respective addresses of its officers.
3. The names and respective addresses of its directors.
4. A copy of the resolutions adopted by the Board of Directors authorizing the dissolution of the corporation.

C. Duplicate originals of the statement of intent to dissolve shall be delivered to the Secretary of the Tribal Council.

ARTICLE VII.

The Salish Kootenai Community College corporation shall file, within the time prescribed by this ordinance, an annual report setting forth:

- A. The current address of the central office.
- B. A brief statement of the character of business in which the corporation is engaged.
- C. The names and addresses of the directors and officer of the corporation.
- D. A statement, expressed in dollars, of the amount of the annual operating budget including income form grants, tuition gifts, and interest from endowment funds.
- E. A statement indicating the total number of Tribal members enrolled as full-time and part-time students and the total number of non-tribal full-time and part-time students.
- F. A copy of the audits and evaluations of the various programs administered by the corporation.

Such annual report of the corporation shall be delivered to the Secretary of the Tribal Council between the first day of January and the first day of March for the previous program year.

ARTICLE VIII.

The Tribal Council shall at all times have power to prescribe such regulations, provisions and limitations as it may deem advisable, which regulations, provisions and limitations shall be binding upon any and all corporations subject to the provisions of this ordinance, and the Tribal Council shall have power to amend, repeal or modify this ordinance at pleasure.

ARTICLE IX.

The affairs of this Corporation shall be managed, conducted and carried on by a Board of Directors. The Ultimate number of directors shall be fixed by the By-Laws and amendments thereto as adopted by the Board of Directors. The number of Directors may be increased or decreased from time to time by amendments to the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Director. No By-Laws shall be adopted by the Board of Directors which shall reduce their number to less than three (3). The number of Directors constituting the initial Board of Directors shall be seven (7), and the names and addresses of the persons who are to serve as Directors are

NAME	ADDRESS
<u>Roger McClure</u>	<u>South Shore RT. Polson, MT 598</u>
<u>Darryl Dupuis</u>	<u>202-3rd Ave. E. Polson, MT 598</u>
<u>Ken Dupuis</u>	<u>West Shore RT., Polson, MT 598</u>
<u>Karen Fenton</u>	<u>178S.W. Higgins, Msla., MT 598</u>
<u>Lawrence Kenmille</u>	<u>Gen. Del., Elmo, MT 59915</u>
<u>Margaret BigSam</u>	<u>Gen. Del., Arlee, MT 59821</u>
<u>Fred Houle</u>	<u>Pablo, Montana 59855</u>

ARTICLE X

The name and address of each Incorporator is as follows:

NAME	ADDRESS
<u>Roger McClure</u>	<u>South Shore RT. Polson MT 59860</u>
<u>Daryl Dupuis</u>	<u>202-3rd Ave. E. Polson MT 59860</u>
<u>Ken Dupuis</u>	<u>West Shore RT, Polson MT 59860</u>
<u>Earen Fenton</u>	<u>1785.W. Higgins, Malo, MT 59801</u>
<u>Lawrence Kenmille</u>	<u>Gen. Del., Elmo, MT 59215</u>
<u>Margaret BigSam</u>	<u>Gen. Del., Arlee, MT 59821</u>
<u>Fred Houle</u>	<u>Pablo, MT 59855</u>

A. This Corporation shall have no capital stock, and shall have one (1) class membership. The amount of election or appointment to membership, the qualifications and rights of its member shall be set forth in the By-Laws of this Corporation.

B. This Corporation shall be operated on a non-profit basis for the mutual benefit of all the members. Each member shall have one (1) vote.

C. The Corporation shall issue Certification of Membership to its members. The form of such Certification shall be specified by the By-Laws of this Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my signature this

18th day of November, 1977.

Roger P. McClure
Fred Houle

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Confederated Salish and Kootenai Tribes
CERTIFICATE OF AMENDMENT

04/25/2024

Ja
Office of Tribal Secretary

This Certificate acknowledges the attached amendment to the Articles of Incorporation for Salish Kootenai College (*see* “Articles of Incorporation of Salish Kootenai Community College Inc., a Tribal Corporation”, dated November 18, 1977).

Section 1(a) of the “Higher Education – Salish Kootenai College Regulations” adopted by the Confederated Salish and Kootenai Tribal Council via Resolution No. 23-160 amended, in its entirety, Article IX of the Articles of Incorporation for Salish Kootenai College. On April 9, 2024, the Tribal Council approved, via Resolution No. 24-069, an amendment to Section 1(a) of the “Higher Education – Salish Kootenai College Regulations”.

A copy of this April 9, 2024 amendment to the regulations, which further amends Article IX of the Articles of Incorporation for Salish Kootenai College, is attached to this Certificate.

As a result of the above-referenced Tribal regulations, as amended, Article IX of the Articles of Incorporation for Salish Kootenai College, now reads as follows:

The affairs of this Corporation shall be managed, conducted and carried on by a Board of Directors to be appointed by the Confederated Salish and Kootenai Tribal Council. The number of directors shall consist of seven (7) directors, no more than one (1) of whom may be a sitting member of the Tribal Council. All directors must be enrolled members of the Confederated Salish and Kootenai Tribes. With respect to Council appointment of directors, the Board of Directors may not establish, through its bylaws or otherwise, any further requirements, qualifications or restrictions regarding such appointments beyond those established by the Tribal Council acting through ordinances, regulations, or resolutions. All Council appointments are effective immediately.

THIS CERTIFICATE IS ISSUED BY THE SECRETARY OF THE CONFEDERATED SALISH AND KOOTENAI TRIBAL COUNCIL, UNDER THE AUTHORITY OF SECTION 7.C OF THE FLATHEAD RESERVATION CORPORATION ORDINANCE (*Ordinance 54A, as amended*).



Secretary, Tribal Council

04/25/2024

Date

FILED

**Amendments to Regulations regarding
Tribal Higher Education – Salish Kootenai College**
4/9/24

04/25/2024
JS
Office of Tribal Secretary

The Tribal Higher Education regulations, adopted by Tribal Council Resolution No. 23-160, are hereby amended as follows:

I. Section 1(a) of the regulations is amended by deleting the last sentence of the amended Article IX of the Salish Kootenai College Articles of Incorporation and replacing it with the following:

With respect to Council appointment of directors, the Board of Directors may not establish, through its bylaws or otherwise, any further requirements, qualifications or restrictions regarding such appointments beyond those established by the Tribal Council acting through ordinances, regulations, or resolutions. All Council appointments are effective immediately.

II. Section 1(c) of the regulations is amended by deleting the existing text in its entirety and replacing it with the following:

(c) **Removal of Directors.** The Tribal Council may remove a member of the Board of Directors for cause.

(1) For purposes of this regulation, “cause” shall be defined as a:

(A) demonstrated failure to support Tribal purposes as contained in Article II of the Salish Kootenai College Articles of Incorporation.

(B) conviction of a crime;

(C) conflict of interest, or misconduct that reflects poorly on the College or the Tribes;

(D) director causing reputational harm to the College, which can result in numerous negative impacts, including on enrollment, grants, financial, and other areas;

(E) failing to ensure effective management of the College via effective oversight of institutional assets and financial management;

(F) malfeasance, misfeasance, nonfeasance, incompetence, or gross neglect of duty, including a breach of fiduciary duty; or

(G) violation of the Tribes’ Code of Conduct;

(2) Prior to any final decision to remove a member of the Board of Directors:

(A) the Tribal Council shall provide written notice to such director of Council’s intent to remove that director, and such notice will provide a clear and concise explanation of the cause for the removal. Identification alone of one of the factors listed in the above subsection (1)(c)(1), without explanation, is insufficient grounds upon which to remove a member of the Board;

(B) the director may, within 21 days of the date of such written notice, request in writing an open hearing before the Tribal Council, and the Council shall hold such open hearing within 30 days of receipt of the director’s written request;

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Office of Tribal Secretary

(amendment to Section 1(c), cont.)

(C) the Council shall, within 14 days of the hearing, issue a decision on whether to remove such director. This Council decision is effective immediately, shall be final for the Tribes, and shall not be further reviewable. In the event that the Council does not issue a decision within 14 days of the hearing, the Council may not remove such director without re-initiating the process laid out in this regulation.

III. Section 1(e)(1)(F) of the regulations is amended by deleting the existing text in its entirety and replacing it with the following:

- (F) in order to ensure compliance with the Indian Preference Ordinance (*Ordinance 101A, as amended*), or its successor, a list showing:
- (i) the total number of vacant positions at SKC for which the College had applicants since the last quarterly meeting, along with the total number of such applicants who qualified for Indian preference under the Indian Preference Ordinance;
 - (ii) College positions for which employees had been hired or separated from employment since the prior quarterly report, along with the total number of employee hires or separations involving:
 - (aa) Confederated Salish and Kootenai Tribal members, as defined by § 2.1.G of the Indian Preference Ordinance;
 - (bb) member of other federally-recognized tribes, as defined by § 2.1.J of the Indian Preference Ordinance; and
 - (cc) all others

IV. Section 1(f) of the regulations is amended by inserting, after the word “administrators” a comma and the word “faculty” followed by another comma, so that the amended text shall read as follows:

Exit Interviews for College Administrators/Staff. In order to promote and safeguard the integrity of the College, the Board of Directors shall ensure that the College regularly conducts exit interviews of College administrators, faculty, and staff upon separation of employment, and the Board shall review such interviews in order to ensure that they are aware of, and are able to address, any recurring or systemic problems within the College.

04/25/2024

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Resolution No. 24-069 Office of Tribal Secretary

**RESOLUTION
OF THE GOVERNING BODY OF
THE CONFEDERATED SALISH AND KOOTENAI TRIBES
OF THE FLATHEAD RESERVATION, MONTANA**

BE IT RESOLVED BY THE TRIBAL COUNCIL OF THE CONFEDERATED SALISH AND KOOTENAI TRIBES (“TRIBES”)

WHEREAS, the Tribal Council is entrusted with the responsibility to protect the health, security and general welfare of the Tribes; and

WHEREAS, Sections 1(a), 1(f), 1(n), 1(o), 1(t), and 1(u) of Article VI of the CSKT Constitution address or involve the responsibilities of the Tribal Council with respect to higher education on the Flathead Indian Reservation, including Salish Kootenai College (SKC, or College); and

WHEREAS, the Articles of Incorporation for Salish Kootenai College (SKC Articles), pursuant to the Flathead Reservation Corporation Code (Ordinance 54A), were executed on November 18, 1977; and

WHEREAS, the SKC Articles, at Article VIII, provide as follows:

The Tribal Council shall at all times have power to prescribe such regulations, provisions and limitations as it may deem advisable, which regulations, provisions and limitations shall be binding upon any and all corporations subject to the provisions of this ordinance, and the Tribal Council shall have power to amend, repeal or modify this ordinance at pleasure [*sic*].

and

WHEREAS, the SKC Articles recognize and preserve the Tribal Council’s role as the primary governmental regulator for the College; and

WHEREAS, the Tribal Council, as the Tribal governmental regulator, shares responsibility for ensuring a regulatory and administrative landscape that can help ensure the long-term viability, sustainability, and efficacy of the College and its continued availability as a Tribal, community, and public resource; and

WHEREAS, the Tribal Council is ultimately responsible for ensuring compliance with the Tribes’ Indian Preference Ordinance (Ordinance 101A, as amended); and

WHEREAS, the SKC Board of Directors manages the College’s affairs, consistent with Article IX of the SKC Articles of Incorporation; and

WHEREAS, accreditation of SKC through the Northwest Commission on Colleges and Universities (NWCCU) requires that the College maintain sufficient autonomy and sufficient organizational/operational independence; and

04/25/2024

WHEREAS, the NWCCU recognizes the “delicate balance that must be maintained among the Tribe, the politics within the community, the college and its board of trustees, and all other agencies.” (see NWCCU “Handbook for Peer Evaluators for Tribal Colleges” [undated] at p. 7); and

WHEREAS, the Tribal Council exercises its governmental and regulatory responsibilities against the backdrop of these accreditation requirements; and

WHEREAS, in the case of *McCoy v. Salish Kootenai College, Inc.*, 334 F.Supp3d 1116 (D.Mont.. 2018), the federal court recognized that

[w]hile the Board controls operations of the College, the Tribes control who is a Board member and review the Board actions. Thus the College in this respect acts as an arm of the Tribes. . . . The College’s policies reflect that the College’s Board serves at the discretion of the Tribal Council. All goals, objectives, and policies of the Board are required to be consistent with the guidelines established by the Tribes.

(*McCoy* at 1122-23)

WHEREAS, on September 12, 2023, the Tribal Council approved Resolution No. 23-160, which enacted regulations to help ensure that the Tribal government has sufficient communication with, and information from, the College in order to best maintain and exercise the Tribal government’s responsibilities; and

WHEREAS, the Tribal Council now seeks to amend the above-referenced regulations to further clarify the regulations and promote the integrity of the College as a Tribal institution, thereby strengthening the higher education opportunities on the Flathead Indian Reservation;

NOW, THEREFORE BE IT RESOLVED BY THE TRIBAL COUNCIL OF THE CONFEDERATED SALISH AND KOOTENAI TRIBES, that it hereby approves the attached amendments to existing Tribal regulations concerning Salish Kootenai College and higher education.

CERTIFICATION

The foregoing Resolution was adopted by the Tribal Council on the 9th day of April, 2024, with a vote of 7 for, 0 opposed, and 0 not voting, pursuant to authority vested in it by Article VI, Sections 1(a), 1(f), 1(n), 1(o), 1(i), and (u) of the Tribes' Constitution adopted and approved under Section 16 of the Act of June 18, 1934 (48 Stat. 984), as amended.


Chairman, Tribal Council

ATTEST:


Tribal Secretary

FILED

04/25/2024

JA
Office of Tribal Secretary

To: Jableau Arlee, Tribal Council Support

From: Martin Charlo, Secretary
Tribal Council

Date: April __, 2024

Re: Amendment to Tribal Regulations, Further Amending Articles of Incorporation for Salish Kootenai College

Per Section 7 of the Flathead Reservation Corporation Ordinance (*Ordinance 54A, as amended*), please include, in the corporation file for Salish Kootenai College, the attached executed Certificate of Amendment with its referenced Tribal Council Resolution No. 24-069 and the April 9, 2024 amendment to Tribal Regulations further amending Article IX of the Articles of Incorporation for Salish Kootenai College.