

LEECH LAKE BAND OF OJIBWE LEECH LAKE TRIBAL COLLEGE CHARTER

ARTICLE I. ESTABLISHMENT OF THE COLLEGE AND PURPOSE OF THE COLLEGE

Section 1 Short Title

This Charter shall be known and may be cited as the Leech Lake Tribal College Charter.

Section 2. Authority

This Tribal College Charter is enacted pursuant to the inherent sovereign authority of the Leech Lake Tribal Council, as the governing body of the Leech Lake Band of Ojibwe, as granted by Article VI of the Revised Constitution of the Minnesota Chippewa Tribe, and as recognized by the United States under Section 16 of the Indian Reorganization Act of 1934, 25 USC § 476.

Section 3. Location

The principal office of the College shall be Leech Lake Tribal College, 6945 Little Wolf Road, N.W., P.O. Box 180, Cass Lake, Minnesota 56633.

Section 4. Duration

The duration of the College's existence shall be perpetual.

Section 5. Purpose

The purpose of the College shall be exclusively charitable and educational and shall consist of the following:

To provide all persons a quality education grounded in the spirituality, history, and culture of the Anishinabeg.

To nurture a knowledge and respect for women as leaders of their clan families, and as traditional and contemporary leaders of the Anishinabeg.

To develop Anishinabe cultural and language studies as an area of study, and to recognize that the Anishinabe language is the first language of the Anishinabeg.

To provide courses leading to fully transferable Associate of Arts and Bachelor of Arts degrees.

To provide opportunities for studies leading to two-year Associate of Applied Science technical degrees and one-year diploma programs.

To assist tribal members to be active and creative members of their communities and of the Leech Lake Nation or their tribal nation.

To provide Leech Lake tribal members with opportunities to improve skills and understanding in the arts and sciences, business, education, health, and human services.

Section 6. Definitions

The terms used in the Charter shall be the meaning given to such terms as follows:

"Band" shall mean the Leech Lake Band of Ojibwe.

"Band member" shall mean an enrolled member of the Leech Lake Band of Ojibwe.

"Leech Lake Reservation" shall mean all lands within the exterior boundaries of the Leech Lake Reservation and all trust lands held by the United States for the Leech Lake Band.

"Tribal Council" shall mean the governing body of the Leech Lake Band.

"Charter" shall mean the Leech Lake Tribal College Charter.

"Board of Trustees" shall mean the officers of the Tribal College.

"Leech Lake Tribal College" shall mean the name of the organization.

Section 7. Effect of Headings

Article and section headings contained herein are for convenience of reference only and shall not be deemed to govern, limit, modify, or in any manner affect the scope, meaning, or intent of the provisions of any article or section of this Charter.

Section 8. Liberal Interpretation

The provisions of this Charter, being necessary for the welfare of the Band and its members, shall be liberally construed to affect the purpose and objective hereof, but in all cases, will be consistent with the laws of the Leech Lake Band of Ojibwe.

Section 9. Implementation

This Charter shall take effect and be in full force from and after its approval and passage by the Tribal Council and shall remain in effect until dissolved by resolution of the Tribal Council.

Section 10. Severability

The provisions of this Charter are severable; if any part or provision hereof shall be held void by the Tribal Council or Tribal Court that decision shall not affect or impair any of the remaining provisions of the Charter.

ARTICLE II. BOARD MEMBERS, QUALIFICATIONS FOR OFFICE, TERMS AND CONDITIONS OF OFFICE, VACANCIES, OATHS, AND VIOLATIONS.

Section 1. Board Members

The Leech Lake Tribal Council shall serve as an interim Board of Trustees for six months or until a permanent Board of Trustees is appointed and seated by the Leech Lake Tribal Council. The permanent Leech Lake Tribal College Board of Trustees (who shall be known as Board members) shall consist of seven (7) voting members to be confirmed by the Leech Lake Tribal Council. Additionally, the Tribal Council may appoint one student for a term of one (1) year as a non-voting member. The student representative shall serve only in an advisory capacity. The student representative must remain in good standing academically and must meet all other requirements of Board membership except the age requirement, and Band Member requirement.

Section 2. Term of Office

The term of office for Board members shall be staggered. Three Board members shall serve an initial term of two years. Four Board members will serve a normal term of office; four years. The length of terms of the initial members of the Board of Trustees shall be determined by secret ballot.

Section 3 Duties and Responsibilities of Board of Trustees

The Board, responsible to the Tribal Council who in turn are responsible to the Leech Lake Band of Ojibwe Indians, and sensitive to their hopes, ambitions and needs shall have the legislative responsibility of formulating broad public policy for college education in the service area. As the policy making body of the Leech Lake Tribal College, the Board shall be charged with the oversight and control of the college. 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.

Without limiting the powers granted to the Board by the Tribal Council and subject to lawful and applicable rules and regulations, Board responsibilities are as follows:

- A. Appoint or release the President of the College.
- B. Adopt and periodically review a statement of philosophy, mission, and goals, which clarifies basic educational responsibilities of the college.
- C. Establish broad general policies for the governance of the college and hold the President accountable for administering them.
- D. Consider and take appropriate action on recommendations of the President in matters of uniform policy relating to the welfare of the college; such as admission and retention of students, students conduct, curricular offerings, academic freedom and responsibility, academic standards, academic calendar, governance, tuition and fees, financial management, salary schedules and general personnel policies, due process and confidentiality of records.

- E. Utilize tribal attorneys and auditors and other agents as required to complete the business of the College.
- F. Adopt an annual budget to finance the operation of the College.
- G. Approve and review all construction contracts and approve all expenses on these contracts.
- H. Provide required personnel, physical facilities, and means of financial support to carry out the goals and objectives of the College, including the authority to secure debts on behalf of the Tribal College and enter into necessary business agreements. However, any waiver of sovereign immunity shall be approved by the Tribal Council.
- I. Review and take action on matters relating to site selection and physical plant development.
- J. Consider communications and requests from citizens and organizations of the College on matters of policy, administration and other items of public concern affecting the College.
- K. Appraise the efficiency of College operations and evaluate the educational programs.
- L. 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 of the President.
- M. 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.

- N. Perform such other duties as may be prescribed by law and act directly in matters not covered by specific law or policy.
- O. Perform an annual evaluation of the performance of the President.
- P. Perform an annual self-evaluation of the Board of Trustees.
- Q. Ensure due-process is provided to all LLTC employees.

Section 4. Qualifications for Confirmation as Board Member.

The qualifications for confirmation as a Board Member are as follows:

- A. Each member will demonstrate a long-term interest in education and job training.
- B. Each member will demonstrate a high degree of ethical standards and community service.
- C. Each member will be enrolled in the Leech Lake Band of Ojibwe, (except the student representative may be an enrolled member of any tribe in Minnesota.
- D. All members will have been awarded a high school diploma or GED.
- E. At least four members will hold a baccalaureate degree.
- F. Each member shall have a general knowledge about post-secondary education.
- G. Special expertise which will help the Board of Trustees, the President and the President's staff fulfill the mission of the College.
- H. Each member will be at least twenty-five years of age, except in the instance where the Tribal Council chooses to confirm a student of the College to the Board of Trustees.

- I. A minimum of four (4) members are to be residents of the Leech Lake Reservation (and every attempt will be made to have a representative from each district.)
- J. One member will be an elder, at least 55 years old.
- K. One member will represent the business community.
- L. One member will represent the higher education community.
- M. One member will represent the Leech Lake Reservation education community.

Section 5. Confirmation Process

The Board of Trustees will present candidates to the Tribal Council for confirmation every two years. A nomination process will be established by the Bylaws. The Board of Trustees may, in its discretion, nominate a current board member and include the name of that current Board member in the list of recommended candidates to the Tribal Council for their consideration. In the case of a current Board member nomination, the member will not be required to go through the general nominations process.

The Tribal Council shall give due and proper consideration to the candidate's qualifications and shall choose to confirm or decline to confirm the individual to the College Board of Trustees based solely on his or her individual qualifications to hold such office. The motion to confirm a suitable individual shall contain an appropriate statement as to that individual's qualifications for office.

New and continuing Board members will complete formal training in the roles and functions of college boards of trustees. New Board members will complete sixteen hours of training within ninety days of appointment. A minimum

of eight hours of formal Board training will be required of each Board member during each year of service.

Section 6. Vacancy in Office of Board Members

For the purpose of selecting the candidates from which the vacancy will be filled, if the unexpired term is longer than one year, the Board shall publish notice of vacancy for at least thirty days after such vacancy shall occur, and the Board shall rely upon a Nominations Committee to make a recommendation for selection of a candidate. If the unexpired term is less than one year, the President and the members of the Board of Trustees shall make a recommendation for selection of a candidate. The Board of Trustees shall submit the recommendations to the Tribal Council for confirmation and the new Board Member will assume duties after confirmation by the Tribal Council. The Board of Trustees shall select an appropriate person to fill the vacancy based solely on his/her qualifications for the office and the person's qualifications shall be entered with the official record of the Boards proceedings. If a vacancy shall occur in the office of Board chairperson, the Board shall select a new Chairperson from among the existing Board members.

Section 7. Resignation of a Board Member

Any Board member having been confirmed for office may resign her or his position by providing a written notice of resignation to the Board of Trustees.

Section 8. Oath of Office

Every person confirmed to any office under this Charter shall, before entering upon the duties of office, take and subscribe an oath of office and file a

written and signed affidavit of the same with the Chairman and Secretary-Treasurer of the Leech Lake Tribal Council.

Section 9. Violations by Board Members - Penalty - Forfeiture

Any Board Member who shall willfully violate or evade any of the provisions of law, engage in malfeasance or nonfeasance, or commit any fraud upon the College, or convert any of the public property to his or her own use or knowingly permit any other person to convert it, or by gross or culpable neglect of duty allow the same to be lost to the College, shall forfeit the office and be excluded forever from holding any office under the Charter of the Leech Lake Tribal College and shall be liable to refund to the College any amount lost to the College by reason of such violation of law.

A majority vote of a quorum of the Board of Trustees shall be required to recommend removal of a Board Member to the Leech Lake Tribal Council. In addition, the Tribal Council may recommend removal of a board member “for cause” to the Board of Trustees for their consideration and action. The Board Member shall not be removed from office until after an affirmative vote by the Tribal Council.

ARTICLE III. POWERS OF BOARD MEMBERS AND OFFICERS OF THE BOARD

Section 1. Board to Approve an Annual Budget for the College

The Board will recommend and submit an annual budget for the College operations to the Leech Lake Tribal Council before July 1 of each year.

Section 2. Board of Trustees to have Control of College Finances and Property

- A. The Board of Trustees shall have the management and control of the College's finances and all property of the College. The Board may provide for the sale of real property, provided however, that no real property belonging to the College shall be sold unless ordered sold by a vote of three-fourths of all the members of the Board and approved by the Tribal Council.
- B. In addition, the Board of Trustees shall be authorized to secure debts on behalf of the Tribal College and enter into necessary business agreements. However, any waiver of sovereign immunity shall be approved by the Tribal Council.

Section 3. Board to Appoint President.

- A. **Board Authority to Appoint.** Following a selection process the Board of Trustees shall appoint a candidate to the office of the President of the College.
- B. **Selection Process.** A selection committee shall be established by the Board of Trustees for the purpose of selecting a candidate for the office of the President. The selection committee shall consist of seven members as follows: The Tribal Council shall designate three members to serve on the Selection Committee, who may not be Tribal Council members; the Board of Trustees shall designate four members to serve on the Selection Committee, and one of those members shall be a Tribal College employee. The Selection Committee will be charged with oversight of the selection process, ensuring confidentiality in the process, and shall keep a written record of the process. The Selection Committee shall submit a written recommendation on the selected candidate to the Board for their review and consideration.

C. Final Decision. The Board of Trustees shall make the final decision on the selection and appointment of a candidate for the Office of the President, and provide a written decision regarding the appointment to the Tribal Council.

D. Tribal Council Veto Authority. The Tribal Council may veto the Board's decision by majority vote, but must provide written justification for the decision. In the case of a veto by the Tribal Council, the selection of a President will be referred back to the Board of Trustees for recommendation or other necessary action.

Section 4. Board of Trustees - Power to Remove President

The Board of Trustees shall have the power to remove from office the President of the College for cause. Any removal shall be consistent with the Personnel Policies of the College. A President removed for cause shall not be removed unless the Board shall first furnish the President with a copy of the charges and give them a reasonable opportunity to be heard in person or by counsel.

Section 5. Evaluation of the President

The Board of Trustees will evaluate the President's performance annually. The evaluation will be based on the President's job description and tasks-goals agreed upon by the Board and the President prior to the beginning of the evaluation period.

Section 6. Board of Trustees - Power to Award Degrees

The Board of Trustees shall have the power to award degrees upon satisfactory completion of the requirements for the degree awarded.

Section 7. Board of Trustees - Power to Make Policy

The Board of Trustees shall have full power and authority to make, enforce, alter, amend, or repeal any policy for the good order of the College. All policy of the Board of Trustees shall be passed by an affirmative vote of a quorum of the Board, by ayes and `nays which shall be entered in the record of the Board.

Section 8. Powers and Duties of Board Chairperson

The Board Chairperson shall take care that the purposes of the College are duly observed and implemented. The Chairperson shall take care that all other Board Members of the College discharge their respective duties. The Chairperson shall address the Leech Lake Tribal Council annually on the status of the College.

Section 9. Election of Officers and Duties of Chairperson and Vice-Chairperson.

Election of Chairperson, Vice-Chairperson, Secretary and Treasurer shall occur every two years and they shall serve as an officer of the Board for a term of two years. Should a vacancy occur of an officer, the Board shall select an appropriate person to fill the vacancy based solely on his/her qualifications for the office and the person's qualifications shall be entered with the official record of the Board's proceedings.

The Chairperson shall preside over the meetings of the College Board of Trustees, and while the Chairperson is absent or unable for any reason to discharge his or her required duties, the Vice-Chairperson shall discharge the duties of the Chairperson and act in the Chairperson's place. While performing

the duties of the Chairperson, any acts performed by the Vice-Chairperson serving as Chairperson shall have the same force and validity as if performed by the Chairperson.

ARTICLE IV. COLLEGE BOARD OF TRUSTEES MEETINGS AND MISCELLANEOUS

Section 1. Meetings

The Board of Trustees shall hold quarterly meetings and the Chairperson may call special meetings, by notice to each of the members. At such special meeting, no business shall be transacted other than that designated in the notice. The Board will present verified copies of quarterly meeting minutes to the Tribal Council on a quarterly basis.

Section 2. Board Members - No Interest in College Contracts

All Board Members or other officers or employees shall avoid all conflicts of interest in any financial activity of the College and shall avoid even the appearance of a conflict of interest.

Section 3. Creation of Bylaws

The Board of Trustees shall create Bylaws to govern the conduct of the business before the Board of Trustees.

Section 4. Indemnification

The College shall indemnify any Board Member or administrative officer of the College made or threatened to be made party to a proceeding by reason of the former or present official capacity of the person against judgment, penalties or fines assessed against the person with respect to settlements and reasonable

expenses, including attorneys' fees and disbursements incurred by the person complained of in the proceeding provided the person:

- A. Has not been indemnified by another organization for the same judgments, penalties, fines, and reasonable expenses, including attorneys' fees and disbursements incurred by the person in connection with the proceeding with respect to the same acts or omissions;
- B. Acted in good faith;
- C. Received no improper personal benefit through conflict of interest or otherwise; and
- D. In case of acts or omissions occurring in his/her official capacity, the person reasonably believed that the conduct was in the best interest of the College.

Section 5. Insurance

The Board of Trustees may purchase and maintain errors and omissions insurance on behalf of a person, in that person's official capacity, against any liability asserted against and incurred by the person in or arising from that capacity.

ARTICLE V. SOVEREIGN IMMUNITY

Section 1. Immunity of the Leech Lake Band of Ojibwe

The College is clothed by both federal and tribal law with all the privileges and immunities of the Leech Lake Band, except as specifically limited by these Articles, including sovereign immunity from suit in any state, federal or tribal

court. Nothing contained in these Articles shall be deemed or construed to be consent to the jurisdiction of the Courts of the United States, or of any State with regard to the business or affairs of the Tribal College.

The inherent sovereign rights of the Band as a federally recognized Indian tribe with respect to the existence and activities of the college are hereby expressly reserved, including sovereign immunity from suit in any state, federal or tribal court. Nothing herein nor any action of the college shall be deemed or construed to be a waiver of sovereign immunity of the Band, or to be a consent of the Band to any cause of action, case or controversy, or to the levy of any judgment, lien or attachment upon any property of the Band or the Board of Trustees; or a consent to suit with respect to any land within the boundaries of the Reservation, or a consent to the alienation, attachment or encumbrance of any such land.

Section 2. Immunity of the Leech Lake Tribal College

For the purpose of enabling the College to enter into business agreements, either to secure debts or to provide services or products, the College Board of Trustees shall be authorized to agree by specific written agreement with any party to a limited waiver of sovereign immunity, provided the exclusive jurisdiction to interpret any provisions of the waiver is the Leech lake Tribal Court. Any waiver of sovereign immunity is not effective unless and until the Leech Lake Tribal Council has approved of such action.

For the same purpose, the College Board of Trustees shall formally request a limited waiver of sovereign immunity from the Tribal Council by formal resolution. Waivers of sovereign immunity are disfavored by the Band and shall

be granted only when necessary to secure a substantial advantage or benefit to the College. Any waiver of sovereign immunity shall be specific and limited as to (I) duration, (II), the grantee, (III), the particular transaction, (IV), definite property or funds, if any, of the College, (V) a particular court having jurisdiction pursuant thereto and (VI) the law that shall be applicable thereto. Any waiver of sovereign immunity is not effective unless and until the Leech Lake Tribal Council has approved of such action.

In seeking redress of grievances against the College, persons subject to tribal jurisdiction shall exhaust all remedies available to them pursuant to the Leech Lake Tribal College Personnel Policies before seeking redress of grievance against the College in the Leech Lake Tribal Courts.

ARTICLE VI. AMENDMENTS TO THE CHARTER

This Charter is adopted pursuant to the inherent sovereign power of the Leech Lake Band of Ojibwe and may be amended by the Board of Trustees with final approval by the Tribal Council of the Leech Lake Band of Ojibwe.

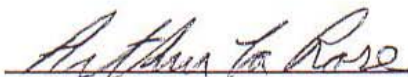
ARTICLE VII. DISSOLUTION

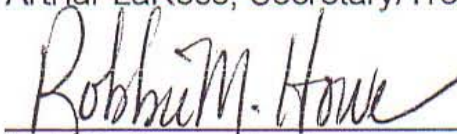
The property of this College is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this College shall ever inure to the benefit of any Board Member or employee thereof or to the benefit of any private person. Upon the dissolution of the College, its assets remaining after payment, or provision for payment, of all debts and liabilities of this College shall be distributed to

the Leech Lake Tribal Council if it is then in existence, but if not then in existence or exempt, to another nonprofit fund, foundation or corporation which 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.

In witness whereof, we, the undersigned, members of the Leech Lake Tribal Council, have adopted this amended Charter on the 8th day of August, 2006.


George Goggeye, Chairman


Arthur LaRose, Secretary/Treasurer


Robbie Howe, Member


Lyman Losh, Member


Donald Finn, Member