

Northwest Indian College

Board of Trustees

BYLAWS

Article I: NAME AND AUTHORITY

Section 1.1 Name of the Organization

The name of the organization shall be the Northwest Indian College (NWIC) Board of Trustees.

Section 1.2 Authority

The Board of Trustees is identified in the Charter of the Northwest Indian College, Article II, as the governing body, responsible for the operation and management of the college.

The Charter (Article III, Section A.11) further authorizes the creation of Bylaws for the purpose of governing “the conduct of its meetings and establishing procedures for the orderly transactions of business.”

ARTICLE II: PURPOSE

Section 2.1 Purpose of the Organization

The purpose of the Board of Trustees is to foster an ever-higher level of excellence in the Northwest Indian College. The Board will accomplish this by catalyzing increased interaction between students, faculty, department heads and the larger community; providing input on academic issues; supporting the promotion, development and expansion of the educational programs and facilities at the College; recognizing significant achievements of College alumni and supporters; and assisting in fund-raising activities.

Section 2.2 Incorporation of Charter

These bylaws are intended to supplement the Charter of the Northwest Indian College, dated December 18, 2001, amended December 6, 2004, and as it may be amended, supplemental or replaced from time to time, and are in no way should be read to supersede and/or diminish the directives of the Charter. In the event any provision of these Bylaws is inconsistent with the Charter, the Charter shall govern.

Section 2.3 References to the Charter

When referenced, the Charter of the Northwest Indian College shall be hereafter “the Charter.”

ARTICLE III: MEMBERSHIP

Section 3.1 Appointment to the Board of Trustees:

Appointment to the Board of Trustees shall be governed by the Charter (Article III, Section A.1) and shall not be reiterated here.

Section 3.2 Qualifications of the Board of Trustees

Qualifications of the Board members shall be governed by the Charter (Article III, Section A.1) and shall not be reiterated here.

Section 3.3 Terms of Office

The term of office of each board member shall be three years, as dictated by the charter, (Article III, Section A.2). Furthermore, two consecutive term limits shall not be interpreted to preclude a Board member from reapplying for the same or different board position when it comes available.

Section 3.4 Election of Officers:

The Election of Officers, and their duties, shall be governed by the Charter (Article III, Section A.1) and shall not be reiterated here. Furthermore, the Charter does not preclude the combining of officers' positions, as necessary to accomplish the duties described and/or required.

Section 3.5 Responsibilities of the Board of Trustees:

As per the Northwest Commissions on Colleges and Universities Accreditation Handbook:

“The governing board is ultimately responsible for the quality and integrity of the institution. It selects a chief executive officer (*President*), considers and approves chief the mission of the institution, is concerned with the provision of adequate funds, and exercises broad-based oversight to ensure compliance with institutional policies. The board establishes broad institutional policies, and delegates to the *President* the responsibility to implement and administer these policies.”

Board of Trustees Responsibilities:

- a) The board includes adequate representation of the public interest and/pr the diverse elements of the institution's constituencies.
- b) The board acts only as a committee of the whole. No member or subcommittee of the board acts in place of the board except by formal delegation of authority.
- c) The duties, responsibilities, ethical conduct requirements, organizational structure, and operating procedures of the board are clearly defined in a published policy document. (See the Charter).
- d) Consistent with established board policy, the board select, appoints, and regularly evaluates the chief executive officer (President).
- e) The board regularly reviews and approves the institution's mission. It approves all major academic, vocational, and technical programs of study, degrees, certificates, and diplomas. It approves major substantive changes in institutional mission, policies and programs.
- f) The board regularly evaluates its performance and revises, as necessary, its policies to demonstrate to its constituencies that it carries out its responsibilities in an effective and efficient manner. (See Article V.)
- g) The board ensures that the institution is organized and staffed to reflect its mission, size, and complexity. It approves an academic and administrative structure or organization to which it delegates the responsibility for effective and efficient management.
- h) The board approves annual budget and the long-range financial plan, and reviews periodic fiscal audit reports.
- i) The board is knowledgeable of the institution's accreditation status and is involved, as appropriate, in the accrediting process.
- j) The Board shall follow the Robert's Rules of Order when hosting a meeting, or other Board approved/agreed meeting Rules of Order.

Section 3.6 College President as pro-tem member or ex-officio

The College president shall serve as a non-voting member of the Board of Trustees.

Section 3.7 Voting

- a) Each member of the Board of Trustees shall have one vote on matters of action.
- b) Board members shall not vote by proxy.
- c) Board members shall not vote in matters in which they have, or appear to have, conflicts of interest.

Section 3.8 Conflict of Interest

Conflict of Interest for Board members is defined in the Conflict or Interest Policy for the Northwest Indian College Board of Trustees. All new Board members are required to read, acknowledge by signature and comply with the Pledge and Agreement Addendum of the Conflict of Interest Policy.

Section 3.9 Attendance

Board members, in their acceptance of appointment, acknowledge the importance of their role and commit to attendance at scheduled meetings. Two unexcused absences from scheduled meetings, as determined by the Board, shall result in Board action. This action shall be determined by the Board in a regular or special meeting, as called in Section IV.

Section 3.10

Should unexpected circumstances prohibit a Board Member from fulfilling their three-year commitment, he/she should submit a written letter of resignation to the Chair of the Board of Trustees, with a copy to the President – see also Charter, Article III, section A.7>

Section 3.11 Vacancies

It shall be the practice of the Board to maintain full membership, consistent with the Charter and Accreditation requirements.

All vacancies in the Board of Trustees shall be filled consistent with the Charter, Article III, Section A.7.

Vacancies that result in mid-term vacancies in an officers' position shall be filled as above, except that the remaining Board Members may vote to appoint a remaining member to complete the term of the Office vacated.

ARTICLE IV: BOARD MEETINGS

Section 4.1 Schedule of Board Meetings:

During the month of July and right after the elections of officers, the board shall approve the dates for Regular Board Meeting for the following year – see also Charter, Article III, Section A.9.a.

Section 4.2 Notice of Meetings

A notice of the meeting date, time and location shall be delivered to each Board of Trustee member by the President's Office at least five days before the regular Board meeting. Notice shall be written, electronic, fax or telephone.

Board Members shall receive prepared packets for the meeting, at least two days prior to the schedule meeting, which shall include:

- a. Agenda
- b. Minutes for approval from previous meeting
- c. Handouts of Agenda Items
- d. Monthly Reports

Section 4.3 Quorum for Meetings

Three voting members of the Board of Trustees shall constitute a quorum – see Charter, Section A.5.

At meetings where a quorum is not present, the only actions that may be legally taken are to fix a time for adjournment, adjourn, recess, or take measures to obtain a quorum (such as contacting absent members).

Section 4.4 Order of Business:

This order of Business is periodically adopted by the Board of Trustees and should be inclusive of the format suggested below:

Once the Chairperson calls the meeting to order and establishes a quorum, attendance is taken the following format will be followed, consistent with Roberts Rules of Order:

- a. Prayer.
- b. Introduction of Guests.
- c. Approval and/or Modifications of the Agenda.
- d. Approval of the Minutes of previous meeting(s)
- e. Public comments (Limit 2 minutes each).
- f. Old business: List of items for Board Discussion and/or Action.
- g. New business: List of items for Board Discussion and/or Action.
- h. Reports: (Order of reports shall be determined by the President).
 - i. President's Report
 - ii. Vice-President's Reports (if requested by the President and/or Board of Trustees)
 - iii. Department Reports (if requested by the President and/or Board of Trustees)
Note: All staff reports/requests must have prior approval of the President before presented to the Board of Trustees.
- i. Executive Session, if required
- j. Adjournment.
- k. Sign Off on Approved Minutes (by Chair and Secretary)

Section 4.5 Special Meetings

Special meetings can be called, as provided for in the Charter, (Article III, Section A.9.d). Furthermore, written notification of meeting, other than regular meeting should have at least twenty-four (24) hours in advance.

Board members may file and Objection to a Special Meeting if they believe the meeting was not called consistent with this Section and/or the Charter. Objections found to have merit may negate any official action taken at the Special Meeting in question.

Section 4.6 Executive Session

Executive sessions are defined as a private “off the record” conversation/briefing of the Board of Trustees, as provided for in the Charter, (Article III, Section A.9.c.).

Section 4.7 Reports

The Board shall receive regular reports, as described in Section 4.4. Other reports may be requested by any Board Member at any official meeting of the Board of Trustees or through the Chair. The President shall facilitate preparation and presentation of the requested report at the next reasonable and available meeting time.

Requests for reports outside of an official meeting will be followed with a notification to Board Members of the request.

Section 4.8 Conditions of meetings

- a. Reasonable accommodation of Persons with Disabilities will be taken into consideration when selecting a site for a Board of Trustees meeting.
- b. All board meetings will be open to the public. Community members will be allowed to make two-minute public comments at the beginning of each meeting. The Chair of the Board and the President of the College shall provide a response to community member comments no later than the next regular board meeting.

ARTICLE V: EVALUATION

Section 5.1 Self Evaluation

The Board shall conduct an annual self-evaluation of past activities for purposes of improving the conduct of the Board and making the necessary changes as a result thereof. The evaluation will be conducted at the annual Fall Retreat.

The Self Evaluation process is intended to reflect the effectiveness of the Board as a whole, but the Board may determine it is necessary to evaluate individual Board members during this Self-Evaluation process as a means of identifying training needs for the Board to reach its goals.

Section 5.2 Considerations for the Board Self-Evaluation:

The goal of the Self-Evaluation is that the process shall be a constructive tool for improving the Board’s performance.

The Board shall develop or adopt an Evaluation Form for the process of the Self-Evaluation.

The Board may consider the following measures for Self-Evaluation:

- a. Attendance at meetings
- b. Accomplishment of Annual Board goals
- c. Review of budget
- d. Engagement and representation in NWIC activities and events
- e. Interaction and inclusion of student (and other critical) constituencies;
- f. The Board shall not limit itself to only those items that appear on an Evaluation form, since no form can encompass the totality of the Board’s responsibilities.

The Board shall review the Self-Evaluation and determine any future needs and/or goals as a Board.

The Board will provide itself with appropriate methods, such as in-service education, to ensure it meets needs and objectives identified in the Self-Evaluations process.

ARTICLE VI:

Section 6.1 Amendments

As noted in Section 1.2, the Charter of the Board of Trustees authorizes the Board of Trustees to approve and make changes of these Bylaws for the purpose of governing “the conduct of its meetings and establishing procedures for the orderly transaction of business.” As such, these Bylaws may be amended at any meeting at which proposed amendments to the Bylaws are to be considered must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws. The notice must also contain or be accompanied by a copy or summary of the amendment.

Draft Bylaws presented to the Board:

1st Reading – April 15, 2009

2nd Reading – May 28, 2009

Approved – June 18, 2009