

NORTHWEST INDIAN COLLEGE
A NON-PROFIT, POSTSECONDARY EDUCATIONAL INSTITUTION
ESTABLISHED BY THE LUMMI NATION

CHARTER
(Revised 2010)
(Proposed Amendments 2017)

ARTICLE 1: IDENTITY AND PURPOSE

Section A. Name: The official name of this tribal enterprise of the Lummi Nation shall be "Northwest Indian College" and will use the acronym "NWIC" to represent the overall institution, which shall consist of several campuses or Indian education centers located on participating northwest Indian reservations. Specific campuses will be identified in the following manner: "Lummi College" with the acronym "LC" or "Northwest Indian College — Swinomish Campus" with the acronym "NWIC-SC" or Northwest Indian College-Nooksack Education Center" with the acronym "NWIC-NEC". The names and respective acronyms are interchangeable herein and in other contexts as well.

Section B. Location: The administrative offices for the Northwest Indian College shall be located on the Lummi Indian Reservation, with headquarters and mailing address at: 2522 Kwina Road, Bellingham Washington 98226. Other campuses or education centers shall be located on participating northwest Indian Reservations and/or Indian Centers in urban, non-reservation areas.

Section C. Purpose: Northwest Indian College is chartered by the Lummi Nation as a non-profit, post-secondary educational institution which will meet the requirements of 25 CFR Part 41 dealing with tribally controlled community colleges. Its purpose is to improve the quality of life within all northwest Indian communities by encouraging, preparing and promoting Indian people to successful completion of secondary and post-secondary education. This purpose is fulfilled by providing on-reservation educational opportunities, including academic, vocational, adult, continuing, cultural, recreational and in-service education leading to appropriate certificates and degrees (associate, undergraduate, graduate, and post-graduate degrees when such degree programs are accredited) in accordance with the needs of individual tribal communities. The other purpose of the Northwest Indian College is to promote the establishment and disbursement of scholarships and financial assistance for Indian students to attend Northwest Indian College as well as other institutions of higher education.

Section D. Authorization: Northwest Indian College, as a Tribal Enterprise is established in accordance with and under the authority of Article VI, Section 1 (a), 1(m), 1(n), and 1(p), of the Constitution and By-laws of the Lummi Tribe of Lummi Reservation, Washington, adopted February 6, 1970.

ARTICLE II: OPERATIONS

Northwest Indian College Board of Trustees is the governing body and shall be responsible for the operation and management of the college. The college offers post-secondary educational

opportunities, including vocational, academic, adult, continuing, cultural, recreational, and in-service education leading to appropriate certificates and degrees for the Lummi Nation as well as other participating northwest Indian communities. The college will be responsible for providing management for the enterprise, funding for the enterprise and for seeing that it operates in a sound economic and educational manner. The college shall establish overall operating policies for the enterprise and shall enforce strict adherence to such policies as well as this charter.

ARTICLE III: MANAGEMENT

Section A. The Board of Trustees: The general policies, scope and procedures of Northwest Indian College shall be determined by a Board of Trustees, to consist of seven (7) members, appointed by the Lummi Indian Business Council as provided below:

1. Qualifications of Board Members: Each Board member shall be a recognized member of a participating northwest Indian tribe and shall be selected for his/her qualities of industry, responsibility, honesty, integrity and judgment. One position shall be reserved for a member of the Lummi Indian Business Council, so long as the individual is in office. A majority of the five voting Northwest Indian College members will be recognized members of the Lummi Nation. Board members shall have no contractual, employment, or financial conflict of interest in the College.

All appointed members of the Board of Trustees must meet the following qualifications:

- a. Must be at least eighteen (18) years of age at the time of the appointment; and
- b. Must not be an employee of the College; and
- c. Must not have a conflict of interest arising from any Lummi Nation, state or federal law regarding his or her appointment; and
- d. Must not have been convicted of a felony within five (5) years preceding the date of appointment; and
- e. Must have a sober lifestyle, refraining from the excessive or inappropriate use of alcohol and abstain from all illegal drug use.

2. Term of office: The term of office of each Board shall be three years, provided, that board members shall be appointed to positions with terms staggered as follows: The term of office of the LIBC member shall be one year with that member's term as appointed by LIBC no later than March 1st. Following completion of the current terms of members appointed prior to 2001, all new members of the Board (other than the LIBC member) shall have three (3) year terms. In the event of a mid-term vacancy, the person appointed to fill the position shall serve out the remainder of the un-expired term and will be eligible to serve additional consecutive terms. Except for the LIBC member position, terms of the Board members shall be staggered so that in any given year, no more than two Board members' terms will expire.

3. Officers: The members of the Board shall elect officers to include Chairman, Vice-Chairman, Secretary, and Treasurer from within their membership annually at the July

Meeting of the Board. The officers shall exercise only such powers as are granted by this charter or as are specifically delegated to them by the Board at a duly called meeting. The duties of Board of Trustees officers are as follows:

- a. Chairman of the Board of Trustees shall preside over all business and general Trustees meetings of the Board and shall exercise authority as specifically delegated by the Board of Trustees.
- b. Vice Chairman The Vice-Chairman shall preside over meetings in the absence of the Chairman, and when so presiding, have all the rights, and privileges, and duties, as well as the responsibilities, of the Chairman.
- c. Secretary of the Board of Trustees shall oversee the timely preparation of all Board correspondence and minutes, and shall be the official custodian of all Board records.
- d. Treasurer of the Board of Trustees shall oversee the financial affairs of the College. The Treasurer shall ensure that proper and accurate financial reports are presented to the Board at each regular meeting and that Board approved reports on the financial condition of the College are made to LIBC in a timely manner. The Treasurer shall not have the authority to handle or disburse any College funds except when authorized to do so by the Board of Trustees.

4. Records of Meetings: The official record of all meetings and proceedings of the Board of Trustees will be kept in the College President's office. The College President is responsible, under the direction of the Board Chairman, for preparing and distributing agendas, and accurate minutes of all meetings and proceedings to Board Members and the Lummi Indian Business Council, and others.

5. Quorum: Four (4) voting members of the Board shall constitute a quorum for conducting official business of the Board of Trustees, unless there are five (5) or fewer appointed members, in which case three (3) voting members shall constitute a quorum.

6. Removal: The Lummi Indian Business Council may remove any Board member including the chairman, for cause. Notice of such removal, including a clear and concise statement of the charges resulting in the removal, will be forwarded to the removed member by mail or presented to him/her in person. Such member will have thirty (30) days from the date of the notice to request a review hearing before the LIBC. The hearing will be held at the next regular meeting of the Council after receipt of the request for hearing, or at a specially called meeting held for that purpose. The decision of the Lummi Indian Business Council will be final.

7. Resignations and Vacancies: Any Board member may resign at any time by giving written notice to the Board of Trustees. In the event a vacancy occurs, the Board will notify the LIBC, which will announce to the public that any qualified interested person may apply to be appointed to fill the vacancy. Any interested group may nominate a qualified person. The Board of Trustees may recommend names to the Lummi Indian Business Council. The LIBC will fill the vacancy by appointment.

8. Compensation: The compensation rate of Board members shall be approved by the Lummi Indian Business Council and shall be paid from the College budget.

9. Meetings:

- a. The Board of Trustees, shall have regular monthly Board meeting and other special meetings as necessary. Meeting notice and agenda shall be distributed to all Board members at least 5 days for regular and 24 hours for emergency (by regular mail, fax and/or e-mail) prior to a scheduled meeting.
- b. Any matter pertaining to the College may be discussed and acted upon by the Board at any regular or special meeting at which a quorum is present.
- c. The Board may vote to declare all or any part of any meeting involving personnel matters, litigation or other confidential matters, to be an executive session and closed to everyone except Trustees, and such other persons as are expressly requested to attend. No resolution shall be passed or formal action taken in executive session.
- d. Special Meetings may be called by the Chairman, or upon written request of two members of the Board. Lummi Indian Business Council can request a meeting of the Board through an officer of the Board.

10. Signatures: The Chairman, Vice-Chairman, Secretary, and Treasurer of the Board may sign such papers as the Board may authorize for and on behalf of the Board. All such authorizations shall be reflected in the records of meetings or other Board proceedings.

11. Bylaws: The Board may adopt, and amend from time to time, Bylaws to govern the conduct of its meetings and establish procedures for the orderly transaction of business. Such Bylaws shall be consistent with this Charter and the applicable laws and regulations of the Lummi Nation and the United States.

Section B. Powers and Duties: The Board of Trustees shall be responsible for providing management and overall responsibility for the Northwest Indian College.

1. Power to Borrow: It shall have the Power to borrow, in its own name, funds for the operation of the College, take and give evidence of indebtedness, collateral and other security for loans and advances; provided, however, the College shall not pledge as security or expose for collection or execution, any assets of the Lummi Indian Nation without prior approval of the Lummi Indian Business Council.

2. Power to Contract: The College shall have the power to enter into business contracts and to do all the things necessary to carry out its responsibilities hereunder.

3. Power to Litigate: The College may enter into litigation as appropriate or necessary to carry out its purpose; provided, however the College shall not engage in any litigation which raises or implicates Treaty or other Tribal rights without the specific written authorization of the Lummi Indian Business Council and shall not waive immunity from suit without specific authorization.

4. Power to Resolve Student Complaints: The Board of Trustees shall have the power to review and appropriately act on student complaints concerning the College.

Section C. Accountability: The Board of Trustees shall be responsible to and accountable to the Lummi Indian Business Council. This accountability shall take the form of an annual written narrative and financial report to the LIBC including submission of the annual audit. The written narrative shall at minimum include a report on progress toward meeting LIBC and other tribes' goals, assessment of student progress, progress on the NWIC strategic plan implementation and on the number and resolution of student complaints. Quarterly and additional reports may be requested by the LIBC through written communication from the Tribal Chairman to the Chairperson of the Board of Trustees and the College President.

Section D. President and Employment: The Board of Trustees shall have the authority to hire a President, using a selection process which requires the advice of a broad based search committee, comprised of representatives of the Northwest Indian College Board and the Lummi Indian Business Council plus representatives of the college administration, faculty, staff and students of the Lummi Campus. Selection of the final candidate shall be made by the Board of Trustees from recommendations of the Search Committee.

1. The President shall be responsible for daily operations of Northwest Indian College.
2. The President shall be responsible for income and expenditures, budgeting and accounting for the College.
3. The President shall be responsible for planning and development as directed by the Board; including an annual budget and long-range plan.
4. The President shall be required to make an annual narrative and financial report, including audit findings and a corrective plan to the Lummi Indian Business Council on behalf of the College Board; and shall submit monthly reports including financial reports to the Board of Trustees.
5. The President shall be responsible for the operation of the College as set out in this Charter.
6. The President shall be responsible to prepare an annual budget and status reports of all grants for the Board of Trustees.
7. The President shall be called President or CEO (Chief Executive Officer)

ARTICLE IV: FINANCES

Section A. Source of Funds: Northwest Indian College shall be entitled to apply for funds to the Lummi Indian Nation, other participating tribes, Bureau of Indian Affairs, and to any governmental agencies for capital and operational funds. In any such application, it shall be entitled to identify itself as a tribal enterprise of the Lummi Nation. Northwest Indian College shall

also have authority to negotiate grants or loans from any non-governmental source, foundation, institution, business or private individual, subject to the provision of Article III, Section B, Powers and Duties herein. Northwest Indian College shall not allow investments by any private individual, but may negotiate grants or loans from private individuals in the regular course of business.

ARTICLE V: METHOD OF BUSINESS

Section A. Depository: The Depository of Northwest Indian College shall be a separate commercial account or accounts in any national bank selected by the Board of Trustees. Said account shall be in the name of "Northwest Indian College"

Section B. Receipts and Disbursements: Any officer or employee of the College authorized by the Board of Trustees to make disbursements for the College shall be bonded. Disbursements will be made by check upon presentation of invoices or vouchers to the College. The checks shall be signed by the College President and counter signed by either the Chair or the Vice-Chair of the Board. All College cash receipts will be promptly deposited intact in the depository designated by the Board, without deduction or diversion of any funds. Receipts will be issued for all cash received and copies filed and detained for accounting and auditing purposes.

Section C. Records and Accounts: Separate accounting records for the College shall be maintained in accordance with a standard accounting system, and in a manner satisfactory to the Board of Trustees. The records and accounts shall be made available to the Lummi Indian Business Council upon request.

Section D. Audits and Reports: The financial accounts of Northwest Indian College will be audited annually in a timely manner in compliance with applicable laws and regulations. Annual audits and reports will be submitted by the College President to the Lummi Indian Business Council. In addition, the College President and Board Chairperson may be requested by the Tribal Council through the Council Chair and Treasurer to submit periodic financial reports to the Lummi Indian Business Council.

Section E. Insurance: Fire and other insurance on property owned or leased by Northwest Indian College or on property in which the College has an insurable interest, shall be in amounts and type of coverage specified by the Board.

Section F. Fiscal Year: The fiscal year of Northwest Indian College shall be the same as the fiscal year of the Lummi Indian Business Council or at the option of the Northwest Indian College Board of Trustees on July 1 through June 30 cycle typical for educational institutions.

Section G. Physical Inventory: Removed pursuant to LIBC Resolution #2004-180

ARTICLE VI: MISCELLANEOUS

Section A. Ownership: All assets acquired by Northwest Indian College with funds provided by or obtained in the name of the Lummi Nation (or the Lummi Indian Business Council) or obtained

in the name of Northwest Indian College, exclusive of any specific tribe, shall belong to the Lummi Indian Business Council on behalf of the Lummi Nation and shall be operated by and managed for the benefit of the college, provided, however, that title to property which is to become a part of the land, such as building material, will be taken in the name of United States in trust for the Lummi Nation.

All assets acquired by other participating campuses of Northwest Indian College with funds provided by or obtained in the name of the participating Indian tribe shall belong to the respective tribal council on behalf of that tribe. Such assets shall be operated by and managed for the benefit of the College.

Section B. Non-Profit Status and Purpose: Northwest Indian College shall be operated and maintained as a non-profit enterprise with a post-secondary educational purpose with all due authority to grant degrees or certificates as any other institution of higher education.

Section C. Accreditation: Northwest Indian College shall maintain accreditation or approval by the Bureau of Indian Affairs or the appropriate federal authority, unless such accreditation or approval has been waived. Accreditation shall be maintained through the Northwest Association of Colleges and Universities.

Article VII: Approval

Section A. Approval by the Lummi Indian Business Council: Upon approval by the Lummi Indian Business Council, this Revised Charter of 2003 shall become effective and the Board of Trustees and the President of the College shall be bound by the terms thereof.

Section B. Tribal Government Regulations: The Tribal Council shall, at all times, have power to prescribe such regulations, provisions and limitations, which regulations, provisions and limitations shall be binding upon any and all enterprises subject to the provisions of Tribal law, and the Tribal Council shall have the power to amend, repeal, or modify such laws at its pleasure.

Section C. Amendments: The charter for Northwest Indian College can be amended when needed by the Lummi Indian Business Council.

THIS AMENDED CHARTER was approved this ___ day of _____ 2017 in accordance with the authority of the Lummi Indian Business Council upon passing (2017-____) a resolution to approve the Northwest Indian College Charter Revisions as presented (motion made by _____, seconded by _____) in a regular session held on _____, 2017.

LUMMI NATION

Lummi Indian Business Council

Date