

BY-LAWS  
OF  
THE LITTLE BIG HORN COLLEGE

These by-laws shall govern the conduct of the affairs of the Little Big Horn College, unless these by-laws are interpreted to be contrary to provisions of the Charter of the Little Big Horn College. If these by-laws are found to be contrary to any of the above-mentioned provisions, then said provisions shall be controlling. If any of these by-laws are found to be void or without effect, the remaining unaffected by-laws shall remain valid until further action of the Board of Trustees.

ARTICLE I

DEFINITIONS

SECTION 1. "College" as used in these by-laws, means the Little Big Horn College, an institution of higher education chartered by Resolution No. 80-17, Part B by the Crow Tribal Council.

SECTION 2. "Board of Trustees" as used in these by-laws, means the board members of the Little Big Horn College, unless the context where used clearly indicates otherwise.

SECTION 3. "Fiscal year" as used in these by-laws, means that for the purpose of conducting the business of the board, the year shall begin July 1 of each year, and end June 30 of the following year.

SECTION 4. "Tribe" as used in these by-laws, means the Crow Tribe of Indians of the Crow Indian Reservation, Montana.

ARTICLE II

BOARD OF TRUSTEES

SECTION 1. BOARD MEMBERS

The Board of Trustees shall be comprised of the elected officers and the District Representatives as set forth in Article IX.

SECTION 2. DISTRICT REPRESENTATIVES.

- A. Each District Representative shall serve a four year term. District Representatives must be registered in the district they represent. There shall be representatives from each of the recognized districts on the Crow

Reservation in accordance with the Election Policies of the Board of Trustees.

SECTION 3. DUTIES OF BOARD MEMBERS.

- 1) Clarifying the institution' mission.
- 2) Promulgating long-range plans.
- 3) Developing the physical plant.
- 4) Ensuring financial solvency.
- 5) Establishing an adequate board organization.
- 6) Appointing, supporting, and monitoring presidential performance.
- 7) Developing educational programs.
- 8) Bolstering student relationships.
- 9) Serving as a court of appeal.
- 10) Promote college's purposes and goals.

ARTICLE III

OFFICERS

SECTION 1. OFFICER POSITIONS.

There shall be three (3) officer positions on the Board of Trustees, elected by the trustees. These positions shall include (1) A Chairman of the Board; (2) A Vice-Chairman; (3) A Secretary.

SECTION 2. DUTIES OF OFFICERS.

A. The Board officers shall be responsible for managing the every-day affairs of the trustees, as well as handling the administrative functions of the trustees. In addition to this general responsibility, each officer shall have the following duties:

- I. The Chairman of the Board shall call and preside at all meetings of the Board and of the general membership. The Chairman shall be responsible for co-signing necessary documents to effectuate trustee

business, and for conducting the routine business of the trustees. All expenditures shall be reported to the Board at regular board meetings.

- II. The Vice-Chairman shall assume the duties and responsibilities of the Chairman in his/her absence.
- III. The Secretary shall be responsible for keeping the corporate seal and books, records of the trustee, and minutes of all meetings. The Secretary shall also, along with chairman, sign such instruments as are necessary to conduct trustee business, and shall make reports on affairs within his/her scope of duties. Additionally, the Secretary shall perform all duties incident to such office or which may be delegated to him/her by the trustees. The Secretary shall perform record-keeping duties as well as other functions as may be required of him/her by the Board.

#### ARTICLE IV

##### DISTRICT REPRESENTATIVES

###### SECTION 1. DISTRICT REPRESENTATIVE POSITIONS.

The district representative positions on the Trustees Board of Directors shall be elected from their respective districts. These positions shall include representatives from each of the following recognized reservation districts and other elected representatives: (1) Big Horn (Valley of the Give Away); (2) Black Lodge; (3) Center Lodge; (4) Arrow Creek; (5) Valley of the Chief; and (6) Mighty Few.

###### SECTION 2. DUTIES OF REPRESENTATIVES.

- A. District Representatives shall be responsible for representing the interests and concerns of their respective districts before the Trustees. Such duties shall include maintaining contacts with established groups in their districts, as well as individuals, to become aware of concerns and ideas.
- B. District Representatives shall also be responsible for assisting the officers of the Board of Trustees wherever necessary, to ensure proper management of Trustee business.
- C. District Representatives shall regularly attend Board of Trustee's meetings, general trustee meetings and meetings of any standing committees to which they may be appointed.

#### ARTICLE V

###### SECTION 1. BOARD OF TRUSTEES MEETINGS.

- A. Regular meetings. Regular meetings of the Board of Trustees shall be held each month. The day, time, and place of each meeting shall be decided by the Board, provided that once set, the time and place shall be kept the same if at all possible. There shall be at least one regular meeting held per month.

- B. Special meetings. Special meetings of the Board of Trustees may be called by the Board, or by the college President. If such a meeting is called to handle an identified "emergency" situation, the regular notice requirements as set forth below may be waived, as long as actual notice is given to Board members, unless unavailable, prior to the "emergency meeting".
- C. Notice. Except as noted above, all meetings of the Board of Trustees shall be preceded by giving written notice of such meetings to each Board member. Such notice shall be sent no less than five (5) days prior to the meeting time, and include the time, date, and location of meeting, as well as setting forth the agenda of such meetings to each Board member. Notice of any meeting of the may be dispensed with in the event of a quorum being unavailable or for a good cause as determined by the college President.
- D. Voting. To conduct business of the Trustees, the Board must comply with the above notice requirements, and have a quorum of a majority of Board of Trustees present at a meeting. Each member of the Board shall be entitled to cast one vote on any and all matters properly coming before the Board. All matters shall be decided by the affirmative vote of a majority of the Trustees, with the Chairman voting only in the case of a tie vote. Board members must be present to vote, as there will be no voting by proxy.

## ARTICLE VI

### COMMITTEES

The Board of Trustees may establish such committees or subgroups of the Trustees as it deems necessary to effectively carry out the business of the Trustees. The Board, when creating such an entity, shall set forth the duties, membership, and terms of office of the entity. The membership of these entities shall be drawn from the Board and the general membership of the Trustees, in such numbers as is necessary to efficiently carry out the duties assigned to each entity.

## ARTICLE VII

### IMDEMNIFICATION OF TRUSTEES AND OFFICERS

The Board of Trustees shall indemnify all Trustees, whenever serving, when as a result of their service to the Trustees, they may be made or threatened to be made a party to any action, suit or proceeding. Such indemnification shall extend to all collaterals, heirs, executors, and/or administrators of such Directors also, and shall cover any and all disbursements made in such proceedings. This indemnification shall not extend to proceedings wherein it is found that such a Trustee is liable for negligence or misconduct in the performance of his/her duties.

This right of indemnification shall not be deemed exclusive of any other rights to which such Director (or such collateral, heir, executor, or administrator) may be entitled apart from this article.