

CONSTITUTION AND BY-LAWS OF THE NATIONAL BOARD OF REGENTS HASKELL INDIAN NATIONS UNIVERSITY

PURPOSE

We, the Regents of Haskell Indian Nations University, representing our constituency in order to promote the interests of Haskell Indian Nations University and its student body, to insure availability and quality of all training programs offered to the students, to maintain the integrity of Haskell Indian Nations University, to operate it as a center of education for American Indians, to provide an environment to meet the needs of the students for development as wholesome individuals; to assure competent staff is employed who shall be responsive to student needs to retain cultural values of the Indian community, to award the appropriate degrees or certificates in keeping with the purposes of the University, and to carry out the purpose of this organization, do ordain and establish this constitution and By- Laws.

Respond to economic changes of tribes and tribal organizations

ARTICLE I

NAME

The name of this organization will be the National Board of Regents of Haskell Indian Nations University, a membership organization with National Headquarters located at Haskell Indian Nations University; Lawrence, Kansas 66046.

ARTICLE II MEMBERSHIP

Section 1.

The membership of this organization shall be composed of 15 Regents. No member of the Board of Regents shall be a Civil Service employee of the Federal Government. Each member of the Board of Regents shall be both an enrolled tribal member and a legal resident of the Area represented and have general experience in the area of Indian education. As of May 1, 1999, the fifteen members of the Board of Regents shall serve until replaced by the applicable Tribe or Organization as delineated in A., B., C., or Th

D. of this section. Eight members of the Board shall be required to constitute a quorum to conduct business at an official meeting and take official action as a Board of Regents.

Regents shall be selected as follows:

A. **Twelve (12)** to be selected from the geographical areas of the Bureau of Indian Affairs as of June 1, 1995, by the Tribes or Inter-Tribal Organizations, in those areas under procedures adopted by them of the area to serve for the full term selected unless relieved prior thereto by the Tribe or Inter-Tribal Organizations, or by appropriate Board action. In the event that the original Tribal or Inter-Tribal Organization which has made an appointment to the Board is no longer a functioning organization the Board is authorized to make an appointment of a qualified person to the Board from the appropriate geographical area until such time as a Tribal or Inter-Tribal organization from a geographical area is approved by the Board as an appointing entity. The 12 Regions are Alaska, Eastern, Eastern Oklahoma, Great Plains, Midwest, Navajo, Northwest, Pacific, Rocky Mountain, Southern Plains, Southwest and Western.

B. **One to be selected by the four Tribes of Kansas.**

C. **One to be President of the Student Senate** of Haskell Indian Nations University.

D. **One to be the Representative** of the Haskell Alumni Association.

E. Resignation. Any Regent may file a resignation, in writing to the Board of Regents, which shall become effective upon the date it is filed. A copy of the resignation shall be furnished by the Regent to the Tribes or Inter-Tribal organizations of the area represented by them.

F. Suspension or Revocation of Membership. Any Regent may have his membership suspended or revoked, for any cause determined by the Board of Regents to be detrimental to the best interests of Haskell Indian Nations University. Should any member of the Board of Regents be absent from two successive meetings of the Board without an alternate, officially designated by the Regent, being present or without a cause acceptable to the Board of Regents, the position may be declared vacant by the Board of Regents. Before any action shall be taken, the Tribes or organizations of the area represented by the Regent shall be given written notice by the President of the Board of Regents of the specific charges preferred at least 15 days before the hearing at which the Regent is asked to appear in person or by representation. The decision of the Board of Regents shall be by a majority vote of the Board. Any Regent whose membership is suspended or revoked may be reinstated by the affirmative vote of a majority of the Board of Regents upon written application of the Regent or motion of a Board member for reinstatement of membership.

I. Each Board member has the obligation to insure that an alternate will attend any meeting that the Board member will be unable to attend.

G. Any vacancy in the membership on the Board of Regents shall be filled for the remainder of the term in the same manner as the Regent was selected originally for

membership unless an official alternate has been selected and qualified who shall then fill the vacancy. If, for any reason, no action is taken to fill a vacancy on the membership of the Board of Regents, within ninety (90) days after notification of the vacancy, then such vacancy may be filled by the Board of Regents by appointing a Regent from the Tribes or Inter-Tribal organization(s) making the original selection until such time as the vacancy is filled according to this section.

H. Prior to the acceptance of a new member of the, the prospective member shall submit appropriate authorizing documents to the full Board who shall vote on the admission of the prospective member after reviewing the authorizing documents. Such documents may include letters of support from Tribes in the area to be represented by a Board member and such other documents as required by Article II, section J.

I. Each designating body which has made an appointment to the Board shall execute a letter to be presented to the Board from its appointee stating that the appointing body agrees that its representative shall be bound by this Constitution and By-Laws and all other applicable standards.

ARTICLE III EXECUTIVE BOARD MEMBERS

Section I.

The Board of Regents, Haskell Indian Nations University, may have Executive Board Members to carry out any specific authority delegated by the Board of Regents.

Section 2.

The Executive Board Members shall consist of the four elected officers of the Board of Regents and one member of the board of Regents appointed by the President of the Board of Regents.

Section 3.

The President, Vice-President, Secretary and Treasurer of the Board of Regents shall be the President, Vice-President, Secretary and Treasurer of the Executive Board Members

Section 4.

No Board members shall serve in their respective office for more than two consecutive two full-year terms. Board members shall hold office until their successors are elected and qualified.

Section 5.

Should a vacancy occur on the Executive committee prior to expiration of a specified term of office, the President of the board of Regents shall appoint a replacement from the

remaining members of the Board of Regents for this vacancy to serve the remainder of the term.

Section 6.

Should a member of the Executive Committee be unable to attend a meeting of the Committee, the President of the Board of Regents shall designate a member of the Board of Regents to serve as an alternate for that particular meeting in order to assure the presence of a quorum for that Executive Committee meeting.

**ARTICLE IV
NOMINATIONS AND ELECTION**

Section 1.

The officers of the Board of Regents shall consist of a President, Vice-President, Secretary and Treasurer who shall be elected for terms of two years as provided herein.

Section 2.

Nominations. Nominations of Candidates shall be by the Board of Regents, nominated from the floor, seconded and the nomination accepted by the nominee who must be present/virtual .

Section 3.

Voting at any officer election shall be by in person/virtual.

Section 4.

The person receiving the majority number of votes cast for each contested office shall be declared elected.

In the event no candidate receives a majority of votes cast, there shall be a run-off between the two candidates receiving the most votes.

Section 5.

Any Regent may hold office and any Regent or designated alternate, in their absence, whose proper credentials, have been entitled to vote.

Section 6.

The first election of the Officers of Board of Regents and members shall be held in May, 1989, and bi-annual meeting thereafter, when required, or in case of a vacancy or expiration of term of office.

**ARTICLE V
VACANCIES AND REMOVAL FROM OFFICE**

Section 1.

If an elected official of the Board of Regents or member shall be unable to perform the duties of his/her office for whatever reason, the position shall be declared vacant and the

The Board of Regents shall designate a time to hold a special election to fill the vacancy.

Section 2.

The Board of Regents, may by eight or more affirmative votes of the Board of Regents, remove any officer or member for cause. Before any action of removal is taken, a written notice shall be furnished to the officer or member and the officer or members appointing body stating the charges preferred at least ten days before the meeting of the Board of Regents at which an opportunity will be given to the individual to appear and answer any and all charges against him/her . The decision of the Board of Regents shall be final and non-appealable. Upon the proper removal of a member from the Board the appropriate alternate shall be deemed to have succeeded to said position for the remainder of the removed members term. In the event there is no authorized alternate available appointing body shall have ninety (90) days from notice from the Board that a vacancy exists to appoint a new member to the Board.

Section 3.

The Board of Regents may, in the event an appointing entity fails to appoint a member pursuant to Article V, Section 2., appoint a qualified individual to serve the remainder of the term.

ARTICLE VI POWERS OF THE BOARD OF REGENTS

The Board of Regents shall exercise the following powers and all other powers which may be delegated to it from 62 BIAM 3.1E (A) (10), except as may be limited by law, this Constitution and By-Laws or Articles of Incorporation, provided that any actions of the Executive Committee acting under delegation of authority by the Board of Regents shall be subject to review.

- A. To organize and establish its own procedures for conducting business of the Board.
- B. To employ and supervise such staff as may be employed by appointment or contract as may be necessary, and to fix the salaries of the Officers, Regents, and employees.
- C. To appoint such committees and prescribe the duties of any persons appointed as Trustees.

D. To adopt an annual budget for operating expenses and to authorize the expenditure of funds within the limitations of the budget.

E. To hold, manage and administer any and all real and personal property of every kind and description acquired by the Board of Regents, and to use and apply the whole or any part of the income thereof exclusively for the purpose of the Board of Regents.

F. To accept and receive by gift, devise, bequest, or otherwise, for the uses and purposes of the Board of Regents, any property, real, personal, or mixed of any kind, nature, and description.

G. To acquire by purchase, lease or otherwise, to hold, own, maintain, and improve, and to sell, exchange, mortgage or otherwise lease, license or otherwise dispose of such real, personal property, or other assets of the Board of Regents as may be necessary to further accomplish the tax-exempt purpose of the Board of Regents.

H. To invest and reinvest its funds and assets, subject to the limitations and conditions contained in any gift, devise, bequest or grant.

I. To make and enter into contracts and agreements of every kind and description necessary to further the purposes of the Board of Regents, and a Memorandum of Understanding with the President of Haskell Indian Nations University, including among other things, the working relationship between the President and the Board of Regents in the operation of Haskell Indian Nations University.

J. To borrow money for the corporate purposes of the Board of Regents.

K. To remove any officer or member for cause.

L. To act as Trustee of Trust Funds and of Trusts created solely for charitable and educational purposes as shall be in furtherance of the tax-exempt purposes and aims of the Board of Regents.

M. To exercise all rights and privileges appurtenant to any securities or other property held by the Board of Regents, including the right to vote any shares of stock which may be held by the Board of Regents.

N. To do any and every act or thing necessary possible for the fulfillment of purposes of the Board of Regents which the Board may lawfully do or perform, including the awarding of appropriate

degrees and certificates upon satisfactory completion of courses of study, and to award credit hours and certificates for satisfactory completion of approved extension courses.

O. Said Board of Regents is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making or distribution or organizations that qualify as exempt organizations under Section 501 (c)(3) Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

P. No part of the net earnings of the Board of Regents shall ensure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Board of Regents 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 Article VI hereof. No substantial part of the activities of the Board of Regents shall be carrying on or intervene in (including the publishing or distribution statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Board of Regents shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under

Section 590 (c) (3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section

107 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the board of Regents shall determine. Any such assets not so disposed of shall be transferred to the National Haskell alumni association, exclusively for the purpose of the Association or to such organization or organizations, as said National Haskell Alumni Association shall determine, which are organized as non-profit organizations and operated exclusively for charitable, educational, or scientific purposes.

Q. To take any other action necessary to accomplish the purposes of the Board of Regents.

ARTICLE

VII

TRUSTES

Section I.

Trustees. The President of the Board of Regents with the consent of the Board of Regents may appoint as Trustees individuals who would support the Board of Regents and Haskell Indian Nations University by promotional recruitment, fund raising, and any other activities that would benefit the students of Haskell Indian Nations University.

ARTICLE VIII

SPECIAL COMMITTEES

Special Committees appointed by the Board of Regents shall carry out the following powers and all other powers delegated or assigned to it by the Board of Regents in the resolution creating such special committees.

- A. To conduct meetings for the purpose of reviewing and taking action on such matters as may be delegated to the committees by the Board of Regents.
- B. To maintain liaison with the Administration and Student Senate of Haskell Indian Nations University and appropriate officials of the Bureau of Indian Affairs in carrying out its functions.
- C. To carry out its administrative duties and responsibilities.

**ARTICLE IX
POLITICAL
ACTIVITY**

Section I.

The Board of Regents shall not engage in any partisan political activity.

**ARTICLE X
NON-PROFIT ORGANIZATION**

Section I.

The Board of Regents of Haskell Indian Nations University shall be non-profit and not afford pecuniary gain incidentally or otherwise to its members.

**ARTICLE XI
REVIEW OF
DIRECTOR, BIE**

Section I.

This Constitution and By-Laws, together with any amendments, may be reviewed by the Director, Bureau of Indian Education, Bureau of Indian Affairs.

**ARTICLE
XII
AMENDM
ENTS**

Section I.

This Constitution may be amended at any annual meeting or general meeting of the Board of Regents, or at a special meeting called for that purpose by an affirmative vote of eight (8) members or more of the Board of Regents present and voting.

**BY-LAWS OF THE BOARD OF REGENTS HASKELL INDIAN
NATIONS UNIVERSITY ARTICLE I
DUTIES OF OFFICERS**

Section 1.

President. The President of the Board of Regents and Board of Directors and Executive Committee, Haskell Indian Nations University, shall preside over all meetings of the Board of Regents and exercise all the powers of the President of the Board of Regents and any authority delegated to him by the Regents. The President of the Board of Regents will serve as ex-officio member of all committees. The President will create the agenda for all meetings.

Section 2.

Vice-President. The Vice-President shall assist the President when called upon to do so and in the absence of the President, he shall preside and carry out all the duties of the President of the Board of Regents.

Section 3.

Secretary. The Secretary shall keep a record of all proceedings of the Board of Regents and Executive committee and shall maintain all correspondence and files of both board of Regents and Executive Committee. The Secretary shall handle all documents/files of Haskell Board of regents and, shall keep an accurate record of such files, minutes, shall report all documents and their custody at all meetings of the Board of Regents. The Secretary will work with Haskell's President's Secretary on all related matters.

Section 4.

Treasurer. The Treasurer shall handle all funds of Haskell Board of regents and, shall keep an accurate record of such funds, shall report all receipts and expenditures, and the amount and nature of all funds in their custody at all meetings of the Board of Regents. There shall be no expenditure of funds made except as provided in; the approved annual budgets, as authorized by the Board of Regents, and the books and records shall be audited once each year. The Treasurer shall be bonded in an amount satisfactory to the Board of Regents. The Treasurer will work with Hasekl's CEO on all related matters.

Section 5.

Appointive Staff. The duties of all appointive staff or committees shall be described in the Resolutions of the Board of Regents appointing or creating such staff or committee.

**ARTICLE I
MEETINGS
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Section 1.

Regular Meetings. The Board of Regents shall have four (4) quarterly official meetings, in person/Zoom/virtual meetings each year one of which will be in May of each year at Haskell Indian Nations University, and another each year at the time and place specified by the Board of Regents.

Section 2.

Special Meetings. (as necessary virtual/zoom) Special Meetings of the Board of Regents may be held at the call of the President of the Board of Regents as authorized by the Board of Regents or upon petition of eight Regents who are qualified members of the Board of Regents. Special meetings may be conducted by teleconference or other electronic means with official business being conducted after the quorum requirement is met.

Section 3.

The Executive Committee shall meet at the call of the President of the Board of Regents. Notices and minutes of all meetings of the Board of Regents and Executive Committee shall be sent to all members of the Board of Regents.

Section 1.

ARTICLE III QUORUM

Annual and Special Meetings of the Board of Regents. A quorum of any meeting of the Board of Regents shall consist of not less than eight (8) Regents in good standing.

Section 2.

A quorum of any meeting of the Executive Committee shall consist of not less than three (3) members of the Committee.

Section 3.

No official business of the Board of Regents or Executive Board shall be conducted unless a quorum is present which shall be reflected in the minutes.

ARTICLE IV ORDER OF BUSINESS

Section 1.

Order of Business. The Order of Business shall be conducted under parliamentary procedures governed by Roberts Rules of Order.

ARTICLE V SALARIES AND EXPENSES

All members and officers of the Board of Regents and committee members may be paid compensation and reasonable expenses for attending meetings \$290.00 business of the Board of Regents and special committees under prior authorization of the President of the Board of Regents.

ARTICLE VI CODE OF ETHICS

Section I.

This Code of Ethics shall apply to anyone who is a member of the Board of Regents, officer or employee thereof, consultant, or anyone associated with the Board of Regents in any official capacity and shall be as follows:

- A. Uphold the integrity and independence of the Board of Regents and should observe a high standard of conduct.

B. Avoid impropriety and the appearance of impropriety and act in a manner that promotes public confidence in the honesty and impartiality of the Board.

C. Perform their duties impartially and diligently.

D. Work toward improvement of the operations of the Board of Regents.

E. Regulate their activities to minimize the risk of conflict of interest.

F. Refrain from political activity inappropriate to the office or position held.

G. Respect the Rights of Privacy of students and staff and treat everyone with courtesy and respect.

H. No person shall speak for the Board of Regents unless authorized to do so.

I. Conduct all meetings of the Board of Regents as open meetings except that meetings may be closed by unanimous vote for discussion or action on sensitive personal issues.

ARTICLE

VII

AMENDM

ENTS

Section 1.

Amendments. Amendments to these By-Laws may be made at any regular meeting of the Board of Regents, or at a special meeting called for that purpose, by an affirmative vote of eight (8) Members or more of the Board of Regents present and voting.

CERTIFICATE OF ADOPTION

Pursuant to Article VII of the By-Laws of the Board of Regents of Haskell Indian Nations University, the attached amended Constitution and By-Laws were adopted by motion of the Board of Regents at a meeting of the Board of Regents at Haskell Indian Nations University, Lawrence, Kansas on November 5, 1982, amended December 14, 1988, amended May 18, 1995, amended May 5, 1999, amended, October 9, 2014.

CERTIFICATE OF ADOPTION

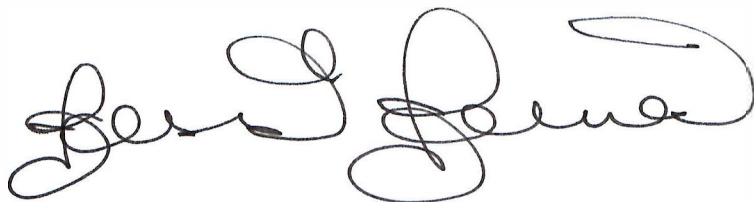
Pursuant to Article VII of the By-Laws of the Board of Regents of Haskell Indian Nations University, a resolution was adopted by motion of the Board of Regents at a meeting of the

Board of Regents at Haskell Indian Nations University, Lawrence, Kansas on October 9, 2014, to permit telecommunication devices and technology to enhance communications as needed. Resolution was adopted at the meeting of the Board of Regents at Haskell Indian Nations University, Lawrence, Kansas on October 9, 2014, to change the quorum requirement from nine (9) members to eight (8) members present at a meeting or on a teleconference meeting.

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President
National Haskell Board of Regents



Secretary
National Haskell Board of Regents