

**BLACKFEET COMMUNITY COLLEGE  
BOARD OF TRUSTEES  
BY-LAWS**

**ARTICLE 1  
PURPOSES AND POWERS OF THE BOARD**

Section 1: As specified in the Charter, granted by the Blackfeet Tribal Business Council (hereinafter the Tribal Council), the Board of Trustees (hereinafter the Board) is organized to serve Blackfeet Community College (hereafter the College) with the following duties:

- 1.1. To serve as the governing body of the College and adopt policies, consistent with applicable Tribal and Federal laws, to govern the administration and management of the College
- 1.2. To govern through policy, fiduciary oversight, strategic direction and evaluation, while delegating day-to-day administration and operational authority to the College President, who is accountable for implementing Board decisions and leading the institution.
- 1.3. To approve the employment and termination of College employees.
- 1.4. To oversee and monitor institutional outcomes of the College including institutional planning and development; oversight of financial resources; compliance with accreditation; oversight of operations and evaluations of program effectiveness.
- 1.5. To periodically review and approve the mission and goals of the College pursuant to the principles adopted by the Northwest Commission on Colleges and Universities (NWCCU).
- 1.6. To comply with all requirements and guidelines of the Department of Interior and other federal and/or private funding sources to maximize eligibility for funding opportunities.
- 1.7. To participate, as a full partner with other tribal organizations in the development, growth and improvement of higher education, creation of educational opportunity, growth of economic development opportunities and fundraising efforts on and around the Blackfeet Indian Reservation.
- 1.8. To provide the Tribal Council, on an annual basis, a written report by the College President and Board Chair that contains student enrollment, financial status and new programs of study.
- 1.9. To execute the purposes and powers as stated in the Charter, as amended.
- 1.10. To delegate any of its powers to the College President as it may determine appropriate from time to time as specified in these ByLaws.

## **ARTICLE II**

### **BOARD MEMBERSHIP**

Section 1: Authority. The College shall be governed exclusively by or under the direction of its Board.

Section 2: Number of Board Trustees. The Board shall consist of six (6) members, five (5) voting members and one (1) non-voting member as set forth in Sections 3 and 4.

Section 3: Voting Trustees. The Tribal Council shall appoint Board Trustees, pursuant to Tribal processes and policies, to represent the following regions of the Blackfeet Indian Reservation following the terms of the initial Board seated upon ratification of its Charter:

- Position 1 – Browning
- Position 2 – Old Agency
- Position 3 – Browning #2
- Position 4 – Seville
- Position 5 – Heart Butte

Section 4: Non-Voting Member. The President of the Student Senate shall serve as a non-voting member of the Board to represent the interests of the students. The Student Senate President must be an enrolled full-time student at the College and elected by the College's student body.

Section 5: Board Member Terms. The initial Board seated at ratification of the College's Charter shall serve five (5) year terms. Subsequent Board Member terms shall be five (5) years with all Board Member terms commencing and ending simultaneously.

Section 6: Vacancies. Upon expiration of a term or a vacancy, Board Members shall serve until replaced by the Tribal Council. Upon expiration of a five (5) year term, the Tribal Council shall advertise and appoint a Board Member to ensure the College has the required number of Board Members. A Board member shall continue to serve until formally replaced by the Tribal Council. If a Board Member is physically unable to attend board meetings, resigns or dies, the Board may appoint an interim Board Member until the position is filled by the Tribal Council.

Section 7: Residency. Board Members shall reside within the legally described boundaries of the Blackfeet Indian Reservation. A Board Member is no longer eligible to serve if he/she moves off the Blackfeet Indian Reservation.

Section 8: Recommendation for Removal. The Board may recommend a Board Member for removal by a vote of four (4) out of the total five members if the Board determines the Board

Member no longer serves the best interests of the College. Upon a vote for removal, the Board Chair shall notify the Tribal Council of the Board's recommendation to remove and replace the Board Member pursuant to the Tribal Council's board selection policies.

Section 9: Board Honorariums. A Board Member may elect to receive an honorarium from the College for Board meeting attendance and representation of the College in various forums as determined appropriate and relevant to the mission and objectives of the College by the College President.

Section 10: Board Member Travel. Board Members will be reimbursed for travel expenses for College related travel pursuant to the College's applicable travel policies. Board Members shall comply with College requirements regarding submission of receipts and trip reports.

Section 11: Board Member Authority. No Board Member shall act on behalf of the College independent of the Board unless such action has been authorized by Board action. Board Members may not individually obligate the College in any manner.

Section 12: Board Member Conduct.

(a) A Board Member shall perform his or her duties in good faith, in a manner the Board Member believes to be in or not opposed to the best interests of the College, and with such care as an ordinarily prudent person would use under similar circumstances in a similar position or in accordance with an adopted Board Code of Conduct. In performing such duties, a Board Member shall be entitled to rely on factual information, opinions, reports or statements, including financial statements and other pertinent data in each case prepared or presented by:

- One (1) or more officers or employees of the College;
- Legal counsel, public accountants or other professionals retained by the College; or
- A Committee of the Board upon which the College President does not serve.

(b) A Conflict of Interest may exist when a Board Member has a material personal interest in a proposed transaction involving the organization. When a Board Member has a personal interest in a matter being considered by the organization, the director shall disclose the conflict before the Board discusses the matter. The Board Member shall not vote or use his/her personal influence on the matter and will not be present when the matter is discussed by the Board. The minutes of the meeting will reflect that a disclosure was made, and the abstention from discussion and voting. A material personal interest shall be defined as:

- Receipt of a contract/compensation from the organization that is outside the usual compensation and benefits awarded to all Board members,
- A family member of a Board member receiving employment, a contract or compensation from the organization. For this policy, a relative includes:

- o Immediate Family: Grandparents, father, mother, son, daughter, brother, sister, spouse, grandchildren or legal dependents.
- o Extended Family: uncles, aunts, first cousins, nephews, nieces, in-laws (father-in-law, mother-in-law, etc.), or step/half relations (stepmother, half-brother, etc.).
- o Other Relationships: Domestic or common-law partners, or individuals residing in the same household in a familial capacity.

(c) The vote of a majority of the disinterested Board Members participating in the meeting and constituting a quorum, will be required for approval of the transaction. The minutes shall reflect the disclosure of the conflict of interest, that the interested Board Member abstained from discussion and voting and was not present during the Board's consideration of the transaction.

(d) These procedures shall apply to transactions approved after the date of adoption of these ByLaws, will not apply to reimbursement of expenses actually incurred by any Board Member or an honorarium received in the course of performing his or her duties; and may be waived in any particular case by vote of a majority of the full Board for good cause shown.

## **ARTICLE III**

### **OFFICERS**

Section 1: Board Officers. The Officers of the Board are the Board Chair and Vice-Chair.

Section 2: Upon expiration of the current Board officer terms, the Board shall elect a Chair and Vice-Chair from its membership each January to serve a one (1) year term. Officers may be subsequently re-elected. Election of officers shall be conducted during a regularly scheduled meeting in open session and by voice vote unless a secret ballot vote is requested by one member.

Section 3: The Board shall designate a Secretary who shall be present for all Board meetings and record meeting minutes. The Board shall designate the College President to serve as Secretary and they may delegate secretarial duties of such office to an appropriate College staff person.

Section 4: Board Chair Duties. The Board Chair shall preside at all Board meetings; call special meetings as required; sign all meeting minutes upon Board approval; execute all contracts upon Board approval; and represent the College at Tribal, State and National events or functions as appropriate.

Section 5: Board Vice-Chair Duties. The Board Vice-Chair shall preside and perform all duties of the Chair in the absence of the Chair.

Section 6: Secretary Duties. The Secretary shall keep all meeting minutes and transmit minutes to Board members; maintain all official records of the Board; transmit the Board agenda to Board members; and post meeting agendas electronically and in public places to inform the public of Board meetings.

## **ARTICLE IV**

### **MEETINGS**

Section 1: Meetings. The Board shall meet once per month at a regularly scheduled meeting. Special meetings may be called by the Board Chair, or by the Board Chair upon request of the College President, or upon receipt of a written request signed by at least three Board Members. The Board Chair may also call for Emergency meetings in the event of a public emergency such as fire, flood or earthquake or an incident that poses a risk of harm to the College.

Section 2: Meeting Notice.

2.1 Regular Meeting Notice shall be delivered to Board Members at least three (3) days in advance of the regular meeting. The notice shall include an agenda and any supporting documents of agenda items. Notice may be delivered in person or electronically. The College shall provide public notice of all regular meetings by posting meeting notices and agendas to the College community and other appropriate public sites not less than three (3) days prior to the meeting.

2.2 Special Meeting Notice shall be provided to the Board Members at least twenty-four (24) hours prior to the special meeting with an agenda and supporting documents. Notice may be delivered in person or electronically. The College shall provide public notice of all special meetings by posting meeting notices and agendas to the College community and other appropriate public sites not less than twenty-four (24) hours prior to the meeting.

Section 3: Board Action. Each Board Member shall have the right to one vote and proxy voting shall not be allowed. Formal actions of the Board shall require a majority vote of the quorum of Board Members present both in-person and/or virtually.

Section 4: Quorum. Three (3) members of the Board shall constitute a quorum. In the absence of a quorum, the Board members present cannot conduct College business other than to take reasonable steps to obtain a quorum.

Section 5: Meetings Open to Public. All meetings of the Board shall be open to the public with a virtual option. The Board Chair may call for a closed session to discuss individual personnel compensation, personnel actions, unless the subject employee chooses to discuss the matter in public and anticipated or current litigation. Should the Board Chair refuse to call an executive session, a Board Member may make a motion to call for a closed session for the same reasons listed above. Upon a second of the motion and affirmative vote, a closed session will be held. The Board may take no formal action in a closed session including adjournment of the meeting.

Section 6: Agenda. The Board Chair and College President shall develop regular and special meeting agendas. Requests from other Board Members, the College Administration, or members of the public to place items on the agenda must be submitted seven (7) days prior to the meeting with all supporting documents.

6.1 Each regular and special Board meeting agenda shall include:

1. Call to Order
2. Roll Call
3. Smudge/Invocation
4. Approval of the Agenda
5. Public Comment
6. Approval of the Minutes
7. Student, Faculty, Staff and Alumni Recognition
8. Program Updates
9. Action Items
10. New Business
11. Unfinished Business
12. Fiscal Report
13. Personnel/Legal
14. President's Report
15. Vice President's Report
16. Adjournment

Section 7: Meeting Procedures. The Board shall utilize the following procedures to conduct business at Board meetings:

7.1 The Board Chair shall call the meeting to order at the scheduled meeting time.

7.2 The Board Chair shall entertain motions from Board Members. Upon a motion, the Board Chair shall call for a second to the motion. If there is no second to the motion, the

motion fails and the item of business dies. Upon a second to the motion, the Board Chair may ask for discussion prior to calling for a vote. If no discussion is offered, the Board Chair may call for the vote. If discussion ensues, a Board Member may call for the vote on the motion at any time and the Board Chair can choose to end discussion and call for a vote.

7.3 All votes shall be by voice vote unless a Board Member requests secret ballot voting. The Secretary of the Board shall conduct the secret ballot vote.

7.4 The Board Chair may participate in all discussion and voting on matters before the Board.

7.5 The Board shall only consider items on the published agenda unless exigent circumstances justify why the item cannot be considered at a subsequent meeting. Prior to consideration of the new item, the Board must by a quorum vote approve additions of the new item to the agenda. If the Board does not approve addition of the item, it can be added to the agenda of a subsequent meeting.

7.6 Any agenda item that has received a motion and second that results in extended deliberation may be tabled to a subsequent meeting upon consent of the maker of the motion.

7.7. A Board Member may motion to table (delay consideration) of an agenda item prior to deliberation. Upon a quorum vote to table an agenda item, the item shall be included on the agenda of a subsequent meeting.

7.8 All Board meetings shall be adjourned by motion and affirmative action of the Board.

7.9 The Secretary shall prepare meeting minutes that shall be transmitted to the Board for approval at the next regular Board meeting. Actions taken at Board meetings shall be immediately effective.

7.10 Approved minutes shall be available to the College community and public. The College may allow members of the public to view the minutes at the College or pay for the cost of copies.

## **ARTICLE V**

### **AMENDMENTS**

Section 1: Proposed changes to these ByLaws must be presented to the Board for review, discussion and approval vote on such changes. Notice of the Presentation of ByLaw changes at a regular Board meeting must be included in the published agenda with a draft of the actual proposed changes. At such a presentation, comments from the public shall be heard regarding the proposed ByLaw changes.

Section 2: At a meeting subsequent to the presentation of proposed ByLaw changes, the Board must adopt such changes pursuant to the meeting process above, but such changes shall only be valid upon a four-fifths (4/5) vote of the Board Members.

Section 3: Upon passage of ByLaw changes, such changes shall become immediately effective.

## RATIFICATION OF THE BY-LAWS

These By-Laws shall be declared adopted by the Board when passed by four-fifths (4/5) vote of the full membership of the Board at a duly notice meeting and shall supersede any and all previous action.

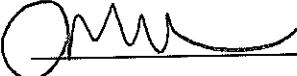
These revised By-Laws of the Blackfeet Community College were approved by the Board at a duly-noticed and called meeting of the Board on the 21st day of January, 2026, with 5 members present and 5 members voting in favor of the By-laws.



Board Chair

1-21-26

Date



Board Secretary

1-21-26

Date