

FOND DU LAC ORDINANCE #15/93, as amended

**CHARTER AND ARTICLES OF INCORPORATION
OF THE
FOND DU LAC TRIBAL COLLEGE**

Adopted by Resolution #1302/93 of the Fond du Lac Reservation Business Committee on September 28, 1993.
Amended by Resolution #1380/93 of the Fond du Lac Reservation Business Committee on December 9, 1993.
Amended by Resolution #1097/94 of the Fond du Lac Reservation Business Committee on March 16, 1994.
Amended by Resolution #1007/96 of the Fond du Lac Reservation Business Committee on January 9, 1996.
Amended by Resolution #1237/04 of the Fond du Lac Reservation Business Committee on September 21, 2004.
Amended by Resolution #1099/06 of the Fond du Lac Reservation Business Committee on April 10, 2006.
Amended by Resolution #1127/06 of the Fond du Lac Reservation Business Committee on May 17, 2006.
Amended by Resolution #1091/18 of the Fond du Lac Reservation Business Committee on April 17, 2018.

FOND DU LAC ORDINANCE #15/93, as amended
CHARTER AND ARTICLES OF INCORPORATION
OF THE
FOND DU LAC TRIBAL COLLEGE

Pursuant to the authority granted by Article VI of the Revised Constitution of the Minnesota Chippewa Tribe, and as recognized under Section 16 of the Indian Reorganization Act, 25 U.S.C. § 476, the Fond du Lac Reservation Business Committee, as the Governing Body of the Fond du Lac Band of Lake Superior Chippewa, does hereby charter and incorporate the Fond du Lac Tribal College as a nonprofit educational institution wholly owned by the Fond du Lac Band and authorized to engage in those activities prescribed herein.

- I. **ESTABLISHMENT; CHARTER.** The Fond du Lac Tribal College is hereby established, chartered and incorporated as a nonprofit educational institution wholly owned and operated by the Fond du Lac Band of Lake Superior Chippewa. This Charter replaces the Charter which was previously granted by the Reservation Business Committee on June 6, 1989.

- II. **STATUS.** The Corporation is an agency of the Fond du Lac Band, and shall be imbued with all privileges and immunities of the Band consistent with the provisions of this Charter.

- III. **DURATION.** The duration of the Corporation is perpetual.

- IV. **STOCK.** The Corporation shall have no capital stock.

- V. **PURPOSE.** The purpose for which the Corporation is organized is to provide post-secondary educational services to members of the Fond du Lac Band, and to other eligible Indians and non-Indian residents of the community through the administration and operation of the Fond du Lac Tribal College in a manner which is consistent and reflective of the traditions, customs and values of the Ojibwe people and responsive to the social and economic needs of the greater Fond du Lac community.

VI. GOVERNANCE AND AUTHORITY OF THE BOARD OF DIRECTORS. The Reservation Business Committee hereby establishes the Fond du Lac Tribal College Board of Directors as the governing body of the Corporation and delegates the authority to the Board of Directors to establish all rules and regulations, consistent with the provisions of this Charter, as are necessary to achieve the purposes of the Corporation, which shall include the following specific powers:

1. To enter into agreements and to incur liabilities appropriate to the purposes of the Corporation, including contracts for services with any public or private entities in connection with, or incidental to, the accomplishment of any one or more of the purposes of the Corporation, in accordance with the laws of the Fond du Lac Band and other applicable law.
2. To acquire and hold, real or personal property by purchase, lease, gift, devise, bequest, or otherwise; and to sell, convey, pledge, encumber, lease or otherwise dispose of all or any part of its assets, in accordance with the laws of the Fond du Lac Band and other applicable law.
3. To establish and maintain such bank accounts as may be necessary and proper to the purposes of the Corporation.
4. To promulgate such rules and regulations as necessary and proper to the purposes of the Corporation.
5. To establish standards for admission, attendance and graduation and to prescribe the course of study to be followed, to charge tuition, board charges, rents, student organization fees or other such fees and charges as necessary to operate the Corporation.
6. To issue, upon the recommendation of the faculty, diplomas to such persons as have satisfactorily completed the required courses of study at the College and to confer the appropriate degrees.
7. To acquire, construct, lease, improve, equip, complete, control, maintain and operate any property suitable for use as an educational facility, including but not limited to classrooms, dormitories, dining halls or offices.
8. Without limitation or restriction upon any of the specified powers and purposes of the Corporation, to engage in the permitted and lawful activity in furtherance of the purposes of the Corporation and as may be incidental, necessary, or convenient in connection with its purposes and which may reasonably be determined by the Board of Directors to further the intention and purposes of the Corporation.

VII. MEMBERSHIP IN THE BOARD OF DIRECTORS.

1. **Selection; Officers.** The Fond du Lac Tribal College Board of Directors shall be composed of seven (7) members, appointed by the Reservation Business Committee, at least six (6) of whom shall be enrolled members of the Fond du Lac Band. The members shall serve four (4) year terms. The Chairperson and Secretary/Treasurer of the Board shall be selected annually from among the Board membership. In addition, the Reservation Business Committee shall appoint one of its own members to serve as an ex officio member of the Tribal College Board.
2. **Removal of Board Members.** A member of the Board of Directors may be removed by the Reservation Business Committee from the Board, with or without cause, whenever such removal is in the best interests of the Corporation.

VIII. RESPONSIBILITIES OF THE BOARD OF DIRECTORS. The Board of Directors shall have the overall responsibility for the operations of the Corporation, which shall include the following specific responsibilities:

1. To report and be responsible to the Reservation Business Committee for the fulfillment of the purposes of the Corporation and of the Corporation. The Board of Directors shall prepare and submit a written Annual Report to the Reservation Business Committee, or as otherwise requested by the Reservation Business Committee, which shall also be delivered verbally by the Chairman of the Board or such other representative as is designated by the Board.
2. To maintain and safeguard the funds of the Corporation in accordance with reasonable and prudent financial accounting standards and practices, and utilize such funds solely for the purposes of the Corporation. The Reservation Business Committee shall notify the Board of Directors as to what accounting firm shall be engaged to perform the annual examination and audit in accordance with the Single Audit Act.
3. To determine the policies and procedures to be followed by the Corporation in accordance with, and in pursuit of, the purposes set forth in this Charter, and to employ or to retain the appropriate, qualified personnel or outside assistance as necessary to define or recommend proper and effective policies and procedures.
4. To administer the routine and special affairs of the Corporation through the employment of qualified and competent educational and administrative personnel, and to extend preference in such employment to qualified Indians in accordance with the requirements of the Indian Self-Determination and Education Assistance Act of 1975, 25 U.S.C. § 450e.

5. To conduct the Corporation's business in an authorized and lawful manner, and to retain qualified and competent legal counsel for consultation and for the representation and promotion of the Corporation's legal positions.
6. To communicate with appropriate committees and representatives of the Reservation Business Committee, United States Congress, and all federal, state and local agencies towards the promotion of the interests and objectives of the Corporation.
7. To hire, evaluate and dismiss the President of the Tribal College.

IX. MEETINGS. The following procedures shall apply to meetings of the Board of Directors:

1. **Regular Meetings.** The Board of Directors shall hold a regular meeting on the first Tuesday of each month, or as otherwise scheduled by a majority of Board members. The Board shall meet no less than once each quarter. The President of the College shall be required to provide a report to the Board at each Regular meeting.
2. **Notice of Meetings.** Notice is not required for regular meetings and may be waived by any Board member for special meetings. The physical presence of a Director at a meeting shall constitute a waiver of notice.
3. **Quorum.** A quorum for any meeting of the Board of Directors shall require four (4) members.
4. **Executive Session.** The Board of Directors may, following the conclusion of regular business at a duly-convened meeting, hold an executive session for the discussion of matters of a confidential or sensitive nature. The Board may require the attendance of the Tribal College President and/or its legal counsel at the executive session. The subject of executive sessions will not be generally disclosed.

X. LIMITATIONS.

1. **Inurement of Income.** No part of the net income of the Corporation shall inure to the benefit of, or be distributable to, any member of the Board of Directors, officers, trustees or other private persons except that the Board of Directors shall be empowered, consistent with the provisions of Article VI herein, be empowered to pay reasonable compensation for services rendered.
2. **Operational Limitations.** Notwithstanding any other provision of this Charter, the Corporation shall not conduct any activity which is itself not permitted to be carried

on by (1) a corporation which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of future applicable tax laws.

3. **Dissolution.** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of any assets still held by the Corporation in a manner consistent with the purposes and responsibilities set forth in this Charter, or to such organization or organizations which are organized and operated exclusively for the charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of future applicable tax laws.

4. **Conflicts of Interest.** No member of the Board shall use his or her membership on the Board for personal gain or to benefit members of his or her immediate family. Use of one's membership on the Board in such a manner shall constitute misconduct, and shall be sufficient grounds for removal as provided under Section VII(2).
 - A. If a Board member's business, relationship to a client, or involvement in another activity constitutes a conflict of interest, then the Board member will (1) disclose to the Board such conflict or potential conflict; (2) remove himself/herself from discussion regarding any issues which involves the Board member; and (3) refrain from voting on any such issue.

 - B. Conflict of interest includes, without limitation:
 - (1) Serving as an officer or director of a corporation that does business with the Fond du Lac Tribal College;

 - (2) Having financial interest in a corporation doing business with the Fond du Lac Tribal College; or

 - (3) Having the potential to have a direct personal benefit from action taken by the Tribal College Board.

 - C. **Disclosure:** Members shall immediately disclose to the Board any conflict of interest that arises. Failure to disclose a conflict shall constitute misconduct, and shall be sufficient grounds for removal as provided under Section VII(2).

 - D. **Solicitation and Vendors:** No Board member shall directly or indirectly solicit any contract between the Tribal College Board and an outside company. No Board member will contact vendors in regards to contracts or purchases.


- XI. SOVEREIGN IMMUNITY.** The sovereign immunity of the Fond du Lac Band of Lake Superior Chippewa shall extend to all official actions of the Corporation, the Board of Directors, and all agents and employees of the Corporation during the course of their official duties. No Director shall be held personally liable, and shall be indemnified against liability by the Corporation, for any action or decision made by that Director in good faith belief that the action or decision was in the best interests of the Corporation and within the scope of their responsibility and authority.
- XII. AMENDMENT OR REVOCATION.** This Charter may be amended or revoked by Resolution of the Reservation Business Committee.

CERTIFICATION

We do hereby certify that the foregoing Ordinance was duly adopted by Resolution #1302/93 of the Fond du Lac Reservation Business Committee, by a vote of 2 for, 0 against, with a quorum of 3 being present at a Special Meeting of the Fond du Lac Reservation Business Committee held on September 28, 1993 on the Fond du Lac Reservation, and subsequently amended by Resolution #1380/93 on December 9, 1993; by Resolution #1097/94 on March 16, 1994; by Resolution #1007/96 on January 9, 1996; by Resolution #1237/04 on September 21, 2004; by Resolution #1099/06 on April 10, 2006; by Resolution #1127/06 on May 17, 2006; and by Resolution #1091/18 on April 17, 2018.



Kevin R. Dupuis, Sr., Chairman



Ferdinand Martineau, Jr., Sec./Treas.

laws:9315 (092893;120993;031694;010996;092104;041006; 051706; 041718)