



# SINTE GLESKA UNIVERSITY

P.O. BOX 105  
ROSEBUD SIOUX RESERVATION  
MISSION, SOUTH DAKOTA 57555-105

ACCREDITED BY  
THE HIGHER LEARNING COMMISSION  
1983

ESTABLISHED IN DECEMBER 1970

## BY-LAWS SINTE GLESKA UNIVERSITY, INC.

These By-laws set forth the rules and guidelines for the internal governance and control of Sinte Gleska University, Inc. The provisions of the Sinte Gleska University, Inc. Corporate Charter take precedence over any inconsistent rules and guidelines set forth herein.

### ARTICLE ONE

#### OFFICES

The principal office of the University shall be located on the Rosebud Sioux Indian Reservation, Mission, South Dakota. The Board of Regents shall have the power and authority to establish and maintain branch or subordinate offices at any other locations it deems appropriate.

### ARTICLE TWO

#### MEMBERSHIP

##### Section One. Requirements for Membership.

The membership of the Corporation shall consist of all persons at least eighteen (18) years of age who are Rosebud Sioux Tribal members under Article Two of the Rosebud Sioux Tribe's Constitution, all full- or part-time students of Sinte Gleska University, and all staff and faculty of Sinte Gleska University.

##### Section Two. Classification of Members.

Corporation Membership shall be of two classes, as follows:

1. Class One shall consist ,of all persons at least eighteen (18) years of age who are or qualify as Sicangu Lakota Oyate members under Article Two of the Rosebud Sioux Tribe's Constitution. Class One members may vote on all matter to be decided by the Corporate membership.
2. Class Two shall consist of three categories:

- a. All full- or part-time students of Sinte Gleska University;
- b. All staff of Sinte Gleska University; and
- c. All faculty of Sinte Gleska University.

Class Two members shall vote only in elections to select a Regent for their category.

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  - a. All full- or part-time students of Sinte Gleska University;
  - b. All staff of Sinte Gleska University; and
  - c. All faculty of Sinte Gleska University.

Class Two members shall vote only in elections to select a Regent for their category.

**Section Three. Immunity of Corporate Members.**

Members of the Corporation shall not be liable in any way for any obligations, debts, or conduct of the Corporation.

**ARTICLE THREE**

**MEMBERSHIP MEETINGS**

**Section One. Membership Meetings.**

Members shall meet annually on the same day and same place as the annual Sinte Gleska University graduation. The purpose of the annual meeting shall be to disseminate the annual, financial, and Board of Regents reports and to transact such other business as may properly come before the meeting.

Additional meetings of Corporate members may be called from time to time by the Board of Regents or by submission of a petition calling for a meeting and setting out the specific business to be considered, signed by at least two hundred-fifty (250) individual Class One members.

The petition must be delivered to the Chair of the Board of Regents or, in the Chair's absence, to the Vice Chair, who shall within fifteen (15) working days after receipt of a valid petition set a date, time, and place for the meeting and cause notice of the meeting to be given to the members as provided in Section Two of this Article. Failure of the Chair or Vice Chair to give proper notice of a meeting called by the members through a petition may result in removal from the Board as provided by the Board of Regents Policies and Procedures Handbook.

**Section Two. Notice of Meetings.**

Written notice of all meetings of the Corporate members shall be posted not less than fifteen (15) working days before the day on which the meeting is to be held.

The Chair or Vice Chair of the Board of Regents shall cause written notice of properly called meetings to be posted on conspicuously located bulletin boards in each community within the four (4) regions of the Sicangu Oyate. Notice may additionally be given by such other means as the Board of Regents may direct. Such notice shall state the date, time, and place of the meeting and the authority pursuant to which the meeting is called.

**Section Three. Quorum.**

A quorum at any meeting of Corporate members is one hundred-fifty (150) Class One members.

**Section Four. Conduct of Meetings.**

The Chair of the Board of Regents or, in the Chair's absence, the Vice Chair shall preside at any meeting of the Corporate members. Unexcused absence of the Chair or Vice Chair at any duly called meeting of the members may result in removal from office. In the absence of both the Chair and Vice Chair at a duly called meeting, the meeting shall not be convened. Rules of Order as outlined in the Board of Regents Policies and Procedure Handbook will be used to conduct the meeting.

**Section Five. Voting.**

All matters coming properly before any meeting of the Corporate members shall be decided by the affirmative vote of a majority of the Class One voting members present at the meeting. Each Class One member present at a meeting of the Corporation may cast one (1) vote on any and all matters voted upon. Voting by proxy is prohibited.

**ARTICLE FOUR**

**BOARD OF REGENTS**

**Section One. Number, Composition, and Representation.**

The Board of Regents shall consist of seven (7) voting Regents, one (1) non-voting Regent, all of whom shall be members of the Rosebud Sioux Tribe, and such honorary non-voting Regents as may be appointed from time to time. Voting and non-voting Regents must be Class One members who satisfy the requirements set forth below in Section Two of Article Three of these by-laws.

Regents shall represent the following constituencies in the number provided:

1. One (1) voting Regent shall be appointed from the Sinte Gleska University Student Association;
2. One (1) voting Regent shall be appointed from the staff and faculty of Sinte Gleska University;
3. Four (4) voting Regents shall be appointed from the four (4) regions of the Sicangu Oyate; one (1) from each region;
4. One (1) voting Regent shall be appointed from the Elder Members of the Sicangu Oyate;
5. One (1) non-voting Regent shall be the Chair of the Sicangu Oyate Okolakiciye Education Committee or his designee.

**Section Two. General Eligibility Requirements.**

Any person serving on the Board of Regents:

1. Must be an Alumni of Sinte Gleska University at the BA or MA degree level;
2. Must be fiscally responsible in terms of financial debts (i.e. travel, unpaid salary advances, tuition & fees, etc.) from Sinte Gleska University or any other institution or tribal entity involved with Sinte Gleska University;
3. Must be dedicated to and believe in the concept of tribal colleges/universities;
4. Must be an enrolled member of the Rosebud Sioux Tribe;
5. May not have been involved or currently involved as a plaintiff in litigation against the Rosebud Sioux Tribe or any other entity;
6. Any individual cannot have been charged and convicted of a Class III felony;
7. Bi-lingual or bi-cultural knowledge preferred;
8. Leadership and work experience in the community or Tribe;
9. Cannot have been removed from any RST Board;
10. Not employed in any organization or privately-owned business that is in competition with Sinte Gleska University;
11. May not be an Officer of the Corporation as provided by Article Four, Section One of these By-laws, except the President; and

12. Must satisfy all other requirements of these By-laws to be seated as a Regent.

**Section Three. Student Regents.**

Regents representing the student body of Sinte Gleska University must meet the general requirements set forth in Section Two of this Article and must, at the time of nomination and throughout the term of service:

1. Be enrolled as a student at Sinte Gleska University;
2. Maintain student status.
  - a. As a full-time student enrolled in courses totaling at least twelve (12) credit hours; or
  - b. As a part-time student enrolled in courses totaling at least six (6) credit hours; and
  - c. Student Regents may not serve as full-time University staff during their tenure as a Student Regent;
3. Have a minimum 2.5 cumulative grade point average (GPA) on a 4.0 scale.

The Student Regent shall be appointed for a term of one academic year, beginning on October 2<sup>nd</sup> and ending on September 30<sup>th</sup> of the following year. The Student Regent shall serve until the earlier of the following: the Student Regent's status as a full-time student has changed due to completion of the Student Regent's course of study; or departure from the University.

The Student Regent shall meet with the student body at least four (4) times during each semester of the Student Regent's term on the Board to report and hear concerns and shall support by their votes the consensus of the student body as reflected by the minutes and actions taken by the Sinte Gleska University Student Association.

**Section Four. Staff/Faculty Regents.**

Regents representing the staff/faculty of Sinte Gleska University must meet the general eligibility requirements set forth in Section Two of this Article and must, at the time of appointment and throughout the term of service, be a full-time employee of Sinte Gleska University. Full-time Staff and Faculty are all employees except Corporation Officers.

Staff/Faculty Regents shall be appointed for a term of one year, beginning on October 2<sup>nd</sup> and ending September 30<sup>th</sup>, and shall serve until the earlier of the following: their status as a full-time employee has changed by mutual agreement; or the employee has left the University and/or a successor is appointed and seated to fill the remainder of their term and/or a successor is appointed and seated.

The Staff/Faculty Regent shall meet with employees at least four (4) times during each term on the Board to report and hear concerns and shall support by his or her votes the consensus of the employees as reflected by the minutes and actions taken by the Sinte Gleska University staff/faculty.

**Section Five. Regional Regents.**

Four (4) regions of the Sicangu Oyate are hereby established as set forth hereafter for the purpose of appointing Regents to the Sinte Gleska University Board of Regents:

Region One shall consist of the St. Francis, Two Strike, Spring Creek, Upper Cut Meat, and

Grass Mountain Communities;

Region Two shall consist of the Rosebud, Soldier Creek, He Dog, Parmelee, Black Pipe, and Corn Creek Communities;

Region Three shall consist of the Antelope, Ring Thunder, Horse Creek, and Swift Bear Communities; and

Region Four shall consist of the O’Kreek, Butte Creek, Ideal (Winner), Bull Creek, and Milk’s Camp Communities.

The Regents representing each of the regions set forth above must meet the general requirements set forth in Section Two of this Article and must, at the time of nomination and throughout the term served:

1. Be a resident of the region they represent on the Board of Regents; and
2. Not be a student, staff member, faculty member, or Officer of Sinte Gleska University.

Only Class One members of the Corporation residing within the region are eligible to nominate candidates.

Regents shall be recommended for appointment by the President and President’s Management Team. The Board of Regents will approve all appointments to the Board.

Regional Regents shall meet at least once with the membership of each community and hold one (1) at-large regional Regent meeting during each term on the Board to report and hear concerns and shall support by their votes the consensus of their region as best discerned from the minutes and action taken by the Communities comprising the region.

To insure continuity of leadership on the Board of Regents, terms of regional Regents on the Board shall be staggered as follows:

1. Regional Regents appointed to represent Region One and Three above in the first appointments under these By-laws shall serve a term of two years or until their successors are seated;
2. Regional Regents appointed to represent Regions Two and Four in the first appointments under these By-laws shall serve a term of four years or until their successors are seated; and
3. All regional Regents appointed after the first appointments under these By-laws shall serve a term of four (4) years or until their successors are seated.

**Section Six. Elder Regents.**

Regents representing the elders of the Sicangu Oyate must meet the general eligibility requirements set forth in Section Two of this Article and must, at the time of appointment, be sixty-five (65) years or older. Only Class One members of the Corporation, sixty-five (65) years or older may be appointed by President and the President’s Management team.

Elder Regents shall be appointed for a term of two (2) years, beginning October 2<sup>nd</sup> and ending on September 30<sup>th</sup>, two (2) years thereafter, and shall serve until a successor is seated.

**Section Seven. Sicangu Oyate Okolakiciye Regent.**

The Chair of the Rosebud Sioux Tribe's Education Committee shall serve as the non-voting Sicangu Oyate Okolakiciye Regent, and the Chair's term on the Board shall coincide with his or her term on the Education Committee.

**Section Eight. Honorary Board of Regents Members.**

The Board of Regents may designate persons as Honorary Regents for such terms as it deems reasonable in recognition of their accomplishment or in anticipation of their contribution to the best interests of the University. Honorary Regents shall not be allowed to vote, but may participate in meetings.

**Section Nine. Appointments to the Board of Regents**

The Sinte Gleska University Board of Regents hereby instructs the President and the President's Management Team to make recommendations to fill vacancies to the Board of Regents. The Sinte Gleska University Board of Regents shall consist of seven (7) voting members and one (1) non-voting member, and such other non-voting honorary members as the Board of Regents selected as outlined in Article IV, Section One of the Sinte Gleska University By-laws. (Amended on 02/2015)

The President and the President's Management Team, under policies and procedures approved by the Board, shall carry out all Board of Regent appointments under these By-laws, including determining eligibility of candidates, reviewing credentials and interviewing candidates and making appointments in accordance with the By-laws. Appointments by the President and President's Management Team are final, with no right to appeal.

The policies and procedures for making appointments to the Board of Regents shall be approved by the Board of Regents. The Board reserves the right to extend or re-appoint any expired term of a Regent as deemed as necessary.

**Section Ten. Terms.**

No Regent eligible to vote on Board decisions shall serve more than two (2) consecutive terms. Thereafter, a former Regent may serve the University as provided by Article Seven, Section Ten, and Article Four of these By-laws.

**Section Eleven. Appointment of Student Regent.**

Appointment for a Student Regent shall be held annually during the third week in September at a date and time determined by the President and President's Management Team.

One week prior to the start of first semester classes, the President and President's Management Team shall give notice of the Student Regent vacancy. The SGU Student Association will submit nominations for full-time students to serve on the Board of Regents. The President and Presidents' Management Team will appoint one member of the SGU Student Association to the Board of Regents the third week of September of each year.

**Section Twelve. Appointment of Staff/Faculty Regent.**

Appointment for Staff/Faculty Regent shall be held annually during the third week of September as determined by the President and President's Management Team.

One week prior to the start of the first semester of classes, the President and President's Management Team shall give notice of the Staff/Faculty Regent vacancy. Staff/Faculty will submit nominations for full-time staff/faculty to serve on the Board of Regents. The President and President's Management Team will appoint one (1) member of the SGU Staff/Faculty to the Board of Regents the third week of September of each year.

**Section Thirteen. Appointment of Regional Regents.**

Notice of expiration of the term of any Regional Regent shall be given by the President and President's Management Team at least ninety (90) days prior to expiration of the term. The notice shall be given by the placing of written notices on conspicuously located bulletin boards in each community within the region and by such other means as the President and President's Management Team deems proper. The notice shall state the term that will expire; the qualifications for the position; and include the deadline for making nominations. Nominations may be made by Class One members, or by the communities which the Regent will represent.

Appointments for Regional Regents shall be made during the third week of September of each year.

**Section Fourteen. Appointment of Elder Regent.**

Notice of expiration of the term of any Elder Regent shall be given by the President and President's Management Team at least ninety (90) days prior to expiration of the term. The notice shall be given by the placing of written notices on conspicuously located bulletin boards in each community within each region and by such other means as the President and President's Management Team deems proper. The notice shall state the term that will expire; the qualifications for the position; and include the deadline for receiving nominations.

The appointment of the Elder Regent shall be made by President and President's Management Team during the third week of September.

**Section Fifteen. Seating of Regents.**

Persons appointed as a Regent shall be seated on the Board of Regents at the first regular monthly meeting following their appointment to the Board of Regents.

**Section Sixteen. Officers of the Board of Regents.**

The Board of Regents shall select a Chair and a Vice Chair from among the one (1) RST Education Committee Regent, one (1) Elder Regent and the four (4) Regional Regents. The selection shall take place at the November meeting of the Board of Regents. The Chair and Vice Chair shall serve terms of two years, commencing on the date of their selection, and shall serve until their successors are seated, or until such time as a new Chair and Vice Chair are selected. |

If the Chair or Vice Chair ceases to be a member of the Board of Regents, the remaining



members of the Board shall select a replacement from the remaining Elder and Regional Regents to serve the balance of the term.

Sinte Gleska University shall provide an Executive Secretary to the Board of Regents. Who shall act at the Board's direction and serve at the Board's pleasure.

**Section Seventeen. Removal of Appointed Regents.**

Any appointed Regent shall be automatically removed from office upon the commission of any of the following acts:

1. Theft or misuse of University money or property;
2. Conviction of a felony, a Class A crime under the Rosebud Sioux Tribe's Law and Order Code, or a misdemeanor involving moral turpitude;
3. Maintenance of a lawsuit against the University.

Any appointed Regent may be removed from office upon the commission of any of the following acts:

1. Malfeasance of misfeasance as a Regent while in office. Including failure to attend meetings;
2. Commission of any act bringing shame upon or causing embarrassment to the University; or
3. Failure to represent the interests of his or her constituency, as required by these By-laws.

The removal process for any appointed Regional Regent, Elder Regent, Student Regent, or a Staff/Faculty Regent may begin with a petition process with the submission of the petition to the Board:

1. Petitions to remove a Student Regent must be signed by two-hundred (200) students;
2. Petitions to remove a Staff/Faculty Regent must be signed by seventy (70) staff/faculty members;
3. Petitions to remove an at-large Regional Regent must be signed by four hundred (400) members of the Corporation;
4. Petitions to remove an Elder Regent must be signed by twenty-five (25) Corporate members who are sixty-five (65) years of age or older.

The removal of any Regent may be instituted by motion of the Board.

The petition or motion shall specify the grounds for removal.

Upon submission of a petition, the Executive Secretary to the Board of Regents shall verify the signatures and, if the petition is in proper order, submit the petition to the Board of Regents within five (5) working days thereafter.

A Grievance Committee shall be appointed by the Board of Regents to consider any petition or motion to remove a Regent, as provided by the Board of Regents Policies and Procedures Handbook. The decision of the Grievance Committee shall be final.

**Section Eighteen. Vacancies.**

If a vacancy on the Board is created by a change in the Student Regent's status as a full-time student or departure of the Student Regent from the University, at the Board's discretion, the Board may

appoint a successor to the said Student Regent or, the Board may choose to leave the Student Regent's position vacant until the next student election. Vacancies may also result due to the resignation, death, or removal of a Regent, or if a Regent becomes disqualified according to these By-laws, the Board of Regents shall call a special meeting no more than thirty (30) days after the vacancy occurs. At the special meeting, the Board shall appoint another person to serve as a Regent for the unexpired term of his or her predecessor, where the unexpired term is of two (2) years or less in duration. Any person appointed to fill a vacancy on the Board must meet the eligibility requirements

of these By-laws. Where there is an unexpired term vacant on the Board which is of more than two (2) years in duration, the President and President's Management Team shall fill the vacancy on the Board no more than thirty (30) days after the vacancy occurs.

An oral or written resignation submitted in accordance with the provisions of the Board of Regents Policies and Procedures Handbook shall be effective immediately upon submission without requirement of further action.

**Section Nineteen. Immunity of Regents.**

Regents acting within the scope of their position and duties, shall not be liable in any way for any obligations, debts, or conduct of the Corporation.

Any individual Regent, or the Regents, as a whole, shall be immune from suit and indemnified for any damages incurred, arising out of any action taken in good faith on the part of the University and they shall not be liable in any way for any obligations, debts, or conduct of the University, its agents or employees.

(Amendment to Article 4, in its entirety was enacted by Resolution no. 2009-05).

**ARTICLE FIVE**

**BOARD OF REGENTS**

**DUTIES AND RESPONSIBILITIES**

**Section One. General.**

The Board of Regents is responsible for the general governance of the Corporation, to include upholding and supporting the Sinte Gleska University Mission Statement, the Goal Statement, and the Preamble for the By-laws; and enhancing the organization's public image. This responsibility and authority may be exercised only by the Board as a unit. Individual Regents are without power to act separately in connection with Corporation business.

Major activities within the purview of the Board of Regents include participation in planning for the University; ensuring adequate resources by participating in fundraising activities; approval and adoption of institutional policies; approval of the organizational management structure; approval of the annual University budget; approval of financial depositories of the University and persons authorized to sign checks for the University; assessing its own performance; and other duties as specified in the Board of Regents Policies and Procedures Handbook.

The fiduciary nature of the role of the Board requires that every Regent perform his or her responsibilities

and duties in a manner that places the interests of the corporation and the members of the Corporation above any other consideration.

**Section Two. Selection of the Wounspe Itancan ici Nunpa (President).**

The Board of Regents will ensure that the selection will be accordance with the appropriate spiritual and cultural practices of the Sicangu Lakota Oyate and will be considered binding.

**Section Three. Installation of the Wounspe Itancan ici Nunpa (President).**

The Board of Regents will ensure that the installation of the Wounspe Itancan shall be in accordance with appropriate Sicangu Lakota spiritual and cultural ceremonies.

**Section Four. President's Performance Review.**

The Board of Regents will conduct an annual review of the Wounspe Itancan ici Nunpa (President) in accordance with Sinte Gleska University Administrative Policies and Procedures Handbook.

**Section Five. Selection of a Wounspe Itancan Tokahe (Chancellor).**

The Board of Regents may designate and/or select a Chancellor to act as ambassador to promote the vision of Sinte Gleska University Founders' and the wishes of the Sicangu Lakota Oyate in fulfilling the needs of Sinte Gleska University.

**Section Six. Transition of Leadership.**

The transition of leadership shall only be done with appropriate Sicangu Lakota spiritual and cultural ceremonies.

**Section Seven. Delegation of Authority.**

As the Corporation's governing body, the Board of Regents delegate's responsibility for day-to-day management and leadership of the Corporation to Officers of the University who shall be responsible for implementation of the policies and directives adopted by the Board, as provided in these By-laws.

**ARTICLE SIX**

**MEETINGS OF REGENTS**

**Section One. Regular Meetings**

Meetings of the Board of Regents for the conduct of regular business shall be held at the Sinte Gleska University Administration Building on a monthly basis at a day and time agreed upon by the majority of the Regents as a result of a poll conducted by the Executive Secretary; or at such other time and place as the Board authorizes.

## **Section Two. Special Meetings**

Special meetings of the Board of Regents may be called by the Chair or by any three (3) Regents upon written request to the Chair, or in the Chair's absence the Vice Chair, setting forth the business to be considered. Within five (5) days after receipt of a request, written or oral notice shall be given to the Board of the date, time, and place of the meeting and the business to be conducted at the meeting. No business other than that set forth in the notice of special meeting may be transacted.

## **Section Three. Notice and Waiver.**

At least twenty-four (24) hours notice of a special meeting shall be given to the Regents. Notice shall be in writing and personally delivered or mailed, unless circumstances permit only oral notice.

Notice is not required for regular meetings, unless the Board changes the date, time, and place of the meeting, in which case notice shall be given in the same manner as notice of special meetings, except that the business to be considered need not be set forth.

Notice of any special meeting is not required if all Regents sign a waiver of notice and consent to the meeting, which shall be entered into and made a part of the Corporation minutes.

Any objection to meetings based on insufficient notice or absence of waiver and consent shall be entered into and made a part of the Corporation minutes.

## **Section Four. Quorum.**

A majority of voting Regents constitutes a quorum for the transaction of any business properly before the Board of Regents. However, no meeting can be held unless either the Chair or Vice Chair is present.

## **Section Five. Procedure.**

The Chair or Vice Chair shall preside at meetings of the Board of Regents, and the Executive Secretary or some other suitable person appointed by the Board shall record minutes of meetings. Rules of Order shall be used to conduct meetings.

## **Section Six. Voting.**

Each voting member of the Board of Regents may cast one (1) vote on all business that is properly brought before the Board. All business shall be decided by the affirmative vote of a majority of the voting Regents. Voting by proxy is prohibited.

## **Section Seven. Recess.**

The Board of Regents may recess any of its meetings from day to day without further notice.

## **Section Eight. Annual Meeting.**

There shall be an annual meeting for the purpose of electing officers of the Board of Regents on a day and time selected by the Board.

**Section Nine. Action by Written Resolution.**

When circumstances arise which require action by the Board of Regents and a sufficient number of Regents cannot be present at a meeting of the Board of Regents to consider such action, the action can be taken in writing by resolution specifically setting forth the action to be implemented and the action shall be deemed adopted by the Regents provided the resolution is signed by individual Regents in a number that constitutes at least a quorum.

**ARTICLE SEVEN**

**OFFICERS OF THE CORPORATION**

**Section One. Officers.**

Officers of the Corporation shall include the President, a Chancellor, one or more Vice Presidents, and a Chief Financial Officer.

**Section Two. Authority of Officers.**

The President shall be the Chief Executive and Administrative Officer of the Corporation.

The Vice President(s) and the Chief Financial Officer shall be appointed by the President following consultation with and

advice from faculty and staff as provided by the Sinte Gleska University Administrative Policies and Procedures Manual. The Officers herein shall have the powers and shall discharge all duties as necessary to serve the mission and purposes of Sinte Gleska University.

**Section Three. Duties of the President.**

1. Shall be responsible for the day-to-day management, supervision and leadership of the University;
2. May hire and terminate employees of Sinte Gleska University;
3. May establish special committees with definite terms whose members shall serve without compensation; and
4. Shall have the powers and shall discharge the duties customarily and usually held and performed as necessary to serve the mission and purposes of Sinte Gleska University.

Under the direction of the President and in communication and concert with each other and the involvement of the communities and school systems, the Officers of the Corporation shall direct the implementation of institutional policies and directives adopted by the Board of Regents. Officers shall perform their respective roles in a manner that advances the mission and goals of the University and ensures the integrity and continuity of its operation.

**Section Four. Salaries.**

The compensation of the Officers shall be fixed by the Board of Regents.

**Section Five. Immunity of Officers.**

Officers of the Corporation shall not be liable in any way for obligations, debts, or conduct of the

Corporation.

## **ARTICLE EIGHT**

### **COMMITTEES**

The Board of Regents may establish special committees or study groups to advise the Board on necessary matters. The Board shall determine the duties, powers, composition, and terms of office of such committees or groups unless otherwise specified by Board action.

Each committee or study group shall be governed in its proceedings by these By-laws and directions given by the Board.

## **ARTICLE NINE**

### **BUSINESS AFFAIRS**

#### **Section One. Depositories.**

All funds of the Corporation shall be deposited in such financial institutions as required by Tribal or Federal law or regulation and approved by resolution of the Board of Regents. Reasonable and prudent care shall be exercised over all assets and funds of the Corporation.

#### **Section Two. Signatures.**

Checks, drafts, and other financial documents shall be signed by such Officers, staff, or other persons as designated by resolution of the Board of Regents.

#### **Section Three. Loans and Indebtedness.**

The Corporation shall not issue any loans or advances, unless authorized by resolution of the Board of Regents. No loan shall be made to any Regent or Officer of the Corporation. Payment of salaries under policies approved by the Board shall not be deemed loans or advances.

The Corporation shall not execute any note or other evidence of indebtedness unless authorized by resolution of the Board of Regents. Any such authorization may be general or specific, may be directed to a specific Officer, or may include authorization to pledge property owned by the Corporation as security or collateral.

Board of Regents authorization of routine business in the normal course of operations is not required, though such transactions may legally obligate the Corporation or result in debt.

#### **Section Four. Expenditures.**

Approval of the annual institutional budget by the Board of Regents shall constitute general authorization for expenditure of funds.

#### **Section Five. Contracts.**

Only Officers of the Corporation, or other persons specifically authorized by resolution of the Board of Regents, may enter into contracts on behalf of the Corporation. Any contract or instrument

executed and delivered in the name of the Corporation by persons other than an Officer or person specifically authorized by resolution is void.

In the event that the Board authorizes persons other than an Officer of the Corporation to execute a contract or other document creating an obligation on behalf of the Corporation, the President and Chief Financial Officer shall be immediately provided with a copy of the resolution and notified of the person authorized and the nature and details of the contract or document.

**Section Six. Fidelity Bonds.**

The Chair or Vice Chair, President, Vice President(s), Chief Financial Officer, and any other employee who handles funds of the Corporation in any manner, and any other Officers, Agents, and employees of the Corporation specifically designated by the Board of Regents, shall execute fidelity bonds in favor of the Corporation in such amount as directed by the Board. Each such fidelity bond shall be executed by the Officer, Agent, or employee as principal and by a corporate surety company approved by the Board, provided, however, that in the case of employees blanket bonds may be employed in lieu of individual bonds. The Corporation shall pay all premiums for required fidelity bonds.

**Section Seven. Books and Records.**

The Corporation shall keep complete and correct books and records of account and shall also keep minutes of the proceedings of its Members, Board of Regents, committees, and groups.

**Section Eight. Corporate Seal.**

The Board of Regents shall adopt a corporate seal, which shall be circular in form and shall have inscribed thereon the name "Sinte Gleska University" and the words "Corporate Seal." The seal shall be stamped or affixed to such documents as may be presented by law or custom or by the Board of Regents.

**Section Nine. Gifts.**

The Board of Regents may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation.

**Section Ten. Intellectual and Other Property Rights.**

All intellectual and other property, including but not limited to drawings, pictures, logos, emblems, textbooks, novels, productions, songs, poems, artwork, curriculum, films, recordings, publications, magazines, anthologies, treatises, plays, movies, narratives, inventions, and scientific, archaeological, or cultural discoveries, in whatever form and wherever found, generated by the University or any person in its employment, shall be the exclusive property of the University and no reproduction, sale, or use of said property in any manner shall be permitted except under policies and procedures adopted by the Board of Regents.

**ARTICLE TEN**

**INDEMNIFICATION OF REGENTS AND OFFICERS**

Each Regent, Officer, or employees of the Corporation, now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which that person has or shall become subject by reason of serving or having served as such Regent, Officer, or employee, or by reason

of any action alleged to have

been taken, omitted, or neglected by such a person as Regent, Officer, or employee; and the Corporation shall reimburse each person for all legal expenses reasonably incurred by him/her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against nor reimbursed for any expense incurred in connection with any claim or liability arising out of that person's own willful misconduct or gross negligence.

The amount to be paid herein is contingent on availability of funds and may be satisfied by insurance purchased by the Corporation and shall not exceed actual, reasonable, and necessary expenses incurred in connection with the matter involved.

#### **ARTICLE ELEVEN**

##### **DISSOLUTION**

If the Corporation is dissolved, its assets shall be liquidated, its debts paid, and its remaining assets, if any distributed to the Sicangu Oyate for educational purposes, all consistent with its Corporate Charter.

#### **ARTICLE TWELVE**

##### **AMENDMENTS TO THE BY-LAWS**

The Board of Regents may amend these By-laws at a regular or special meeting or at a corporate meeting called for that purpose and approved by a vote of eligible voters. Any amendments must be consistent with the Corporate Charter.

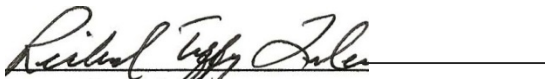


**BY-LAWS**

**SINTE GLESKA UNIVERSITY**

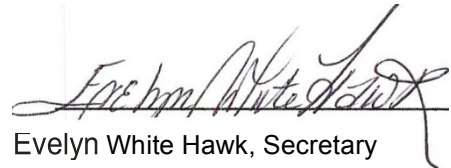
**CERTIFICATION**

I, hereby certify that at a duly called meeting of the Sinte Gleska University Board of Regents held on February 20th, 2015 of which a quorum was present ,that amendments to the By-laws were adopted pursuant to SGU Resolution No. 2015-01 by a vote of five (5) in favor, zero (0) opposed, zero (0) abstaining,motion.



Richard "Tuffy" Lunderman, Chairman  
SGU Board of Regents

ATTEST:



Evelyn White Hawk, Secretary  
SGU Board of Regents

SEAL

