

**RESTATED BYLAWS
OF
AMERICAN INDIAN HIGHER EDUCATION CONSORTIUM**

ARTICLE I

Name and Purpose

Section 1.01. Name. The name of AIHEC shall be American Indian Higher Education Consortium (hereinafter, AIHEC).

Section 1.02. Purpose. The purpose of AIHEC shall be to strengthen and sustain sovereign Tribal nations through excellence in Tribal higher education.

ARTICLE II

Offices

Section 2.01. Principal Office. The principal office of AIHEC shall be 121 Oronoco Street, Alexandria, Virginia 22314, or such other place as designated by the Board of Directors (hereinafter, the Board).

ARTICLE III

Board of Directors

Section 3.01. Power of the Board. The business and affairs of AIHEC shall be under the direction of a Board and the management of a Chief Executive Officer (hereinafter, CEO).

Section 3.02. Directors. The Board shall be composed of one representative from each Regular Member, who shall be the president or acting/interim president of the Regular Member.

Section 3.03. Term, Removal, and Vacancies.

3.03.01 Term. The initial directors were those persons named in the Articles of Incorporation. Each director will serve as long as such director holds the position of president of the Member.

3.03.02. Removal. If a director is no longer the president of the Member, such director shall cease to be a director and a vacancy on the Board will occur.

3.03.03. Resignations. A director may resign at any time by delivering written notice to the Board through the Chair. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date, and unless otherwise specified therein, no acceptance of such resignation is required.

3.03.04. Vacancies. Any vacancy on the Board caused by a vacancy in the presidency of a Regular Member shall remain vacant until the affected member institution designates a new, acting, or interim president. Upon designation by the Member of a new, acting, or interim president, such individual shall fill the vacant directorship.

Section 3.04. Fiduciary Responsibilities. Each director shall act as a guardian of AIHEC's mission and steward of AIHEC's resources. Each director shall be governed by and comply with the Code of Conduct adopted by the Board. Each director shall actively participate in meetings and activities of the Board, which shall include serving on at least one committee of the Board. The creation of, delegation of authority to, and action by a committee does not absolve any director of his or her fiduciary responsibilities as a director of AIHEC.

Section 3.05. Compensation of Directors. A director shall not receive compensation for attendance at meetings of the Board. Directors may receive reimbursement for costs incurred, including traveling expenses, for participation in requested AIHEC events.

ARTICLE IV

Membership

Section 4.01. Membership. AIHEC shall have six classes of membership: Regular Member, Associate Member, International Member, Organization Member, Developing Member, and Founding Member.

Section 4.02. Regular Member. A Regular Member shall be a Tribally or Federally-chartered institution of higher education that has been determined by the Board to meet each of the following criteria:

- a. Is a subdivision of a Federally recognized American Indian Tribal government, including an Alaska Native Village or Alaska Native Corporation, and has been chartered, sanctioned, or formally

established by such Federally recognized Tribal government, including an Alaska Native Village or Alaska Native Corporation; or is chartered by the Federal government for the purpose of providing higher education opportunity specifically to American Indians and Alaska Natives;

- b. Has a governing board that is composed solely of American Indian or Alaska Native members, except in those cases where the charter of the institution authorizes a majority of such members;
- c. Primarily serves an American Indian or Alaska Native community or communities;
- d. Has a majority of full-time equivalent American Indian or Alaska Native students;
- e. Has demonstrated that it is fulfilling the purpose of advancing American Indian and Alaska Native higher education and the goals for which it was established and is adhering to an educational plan of operation;
- f. Is accredited or a candidate for accreditation by an institutional accrediting association recognized by the U.S. Secretary of Education; and
- g. Has made application as outlined in section 4.08 of these Bylaws.

Regular Members shall have voting rights and have a representative on the Board as defined in section 3.02, who may hold office in AIHEC, and have other rights and responsibilities as specified in these Bylaws and the AIHEC Membership Handbook.

Section 4.03. Associate Member. An Associate Member shall be a Tribally or Federally-chartered institution of higher education that has been determined by the Board to meet each of the following criteria:

- a. Is a subdivision of a Federally recognized American Indian Tribal government, including an Alaska Native Village or Alaska Native Corporation, and has been chartered, sanctioned, or formally established by such Federally recognized Tribal government, including an Alaska Native Village or Alaska Native Corporation; or is chartered by the Federal government for the purpose of providing higher education opportunity specifically to American Indians and Alaska Natives;
- b. Has a governing board that is composed solely of American Indian or Alaska Native members, except in those cases where the charter of the institution authorizes a majority of such members;
- c. Primarily serves an American Indian or Alaska Native community or communities;
- d. Has a majority of full-time equivalent American Indian or Alaska Native students;

- e. Has demonstrated that it is fulfilling the purpose of advancing American Indian and Alaska Native higher education and the goals for which it was established and is adhering to an educational plan of operation;
- f. Is not accredited and not a candidate for accreditation by an institutional accrediting association recognized by the U.S. Secretary of Education; and
- g. Has made application as outlined in section 4.08 of these Bylaws.

Associate Members shall have no voting rights and may not hold office in AIHEC but may have other rights and responsibilities as specified in these Bylaws and the AIHEC Membership Handbook.

Section 4.04. International Member. An International Member shall be an institution of higher education that has been determined by the Board to meet each of the following criteria:

- a. Is located outside of the United States;
- b. Serves primarily Indigenous students from the region of the world in which such institution is located;
- c. Has a majority of Indigenous people on its governing board and has an educational plan of operation to which it is adhering;
- d. Has demonstrated that it has a purpose of advancing Indigenous higher education and is meeting the goals and purposes for which it was established; and
- e. Has made application as outlined in Section 4.08 of these Bylaws.

International Members shall have no voting rights and may not hold office in AIHEC but may have other rights and responsibilities as specified in these Bylaws and the AIHEC Membership Handbook.

Section 4.05. Organization Member. An Organization Member shall be an association or organization composed of institutions of postsecondary or higher education that has been determined by the Board to meet each of the following criteria:

- a. Serves primarily Indigenous people, institutions, or organizations from any region of the world;
- b. Has a majority of Indigenous people on its governing board;
- c. Is incorporated as a non-profit entity that serves the higher education needs of its membership; and
- d. Has made application as outlined in Section 4.08 of these Bylaws.

Organization Members shall have no voting rights and may not hold office in AIHEC but may have other rights and responsibilities as specified in these Bylaws and the AIHEC Membership Handbook.

Section 4.06. Developing Member. A Developing Member shall be a federally recognized American Indian tribe, Alaska Native Village, or Alaska Native Corporation that has expressed to AIHEC an immediate interest in exploring establishing a Tribal College or University that would ultimately meet all of the criteria of an Associate as outline in Section 4.03, and which has made application as outlined in Section 4.08 of these Bylaws. Developing Members shall have no voting rights and may not hold office in AIHEC but may have other rights and responsibilities as specified in these Bylaws and the AIHEC Membership Handbook.

Section 4.07. Founding Member. The following members of AIHEC are designated as the Founding Members: D-Q University, Navajo Community College (Diné College); Oglala Sioux Community College (Oglala Lakota College); Sinte Gleska College (Sinte Gleska University); Standing Rock Community College (Sitting Bull College); and Turtle Mountain Community College. If a Founding Member is deemed ineligible for Regular Membership in AIHEC, such institution shall retain Founding Member status but shall have no voting rights or responsibilities and may not hold office in AIHEC.

Section 4.08. Membership Application Process.

- a. AIHEC shall publish policies and guidelines that provide information on the membership application process for AIHEC. These documents shall be available upon request.
- b. Written application, application fee, and required supporting documents must be submitted to the Chair to initiate the application process.
- c. A site visit, including application review, of the prospective institution will be conducted at such institution's expense prior to consideration for Regular and Associate membership and a report of the visit prepared and presented to AIHEC's Committee on Membership and Accreditation for consideration.
- d. Written notification of an application for membership approved or withheld will be made by the Chair following the meeting at which the application was considered. If membership is withheld, the Chair will give written reasons for either the deferral or denial of the applicant.

Section 4.09. Board Votes on Membership.

4.09.01. Materials. When determining what action to take in response to an institution's application for membership, voting members shall have available to them the materials submitted by the prospective institution, the report of the site visitation team, and the recommendation of AIHEC's Committee on Membership and Accreditation.

4.09.02. Votes. Notwithstanding any other provision of these Bylaws, each vote of the Board to admit, remove, or sanction a Member under this section shall be by an affirmative vote of 75 percent of the directors then holding office.

Section 4.10. Member in Good Standing. Each Member shall be deemed to be a Member in good standing within its relevant membership class and shall retain all the rights and privileges of such membership class until such time as the Member fails to meet one or more of the following requirements:

- a. Adherence to Membership Class Criteria. Each Member shall remain in uninterrupted compliance with each of the criterion set forth in this Article for the relevant class of membership.
- b. Participation in Meetings and Activities. Each Regular Member will be represented at meetings and activities of the Board by the director or other official representative of the Member, who in no case shall be absent from more than 2 (two) consecutive meetings of the Board.
- c. Code of Conduct. Each Member shall comply with the Code of Conduct adopted by the Board.
- d. Reports.
 - i. Submission of Annual Report. Each Regular and Associate Member will file with AIHEC in December of each year an annual report of its operations for the preceding year, which shall be designated by the Board and submitted in a form and manner prescribed by AIHEC. The report shall verify uninterrupted compliance with each of the criterion set forth in this Article for the relevant class of membership; shall be accurate; and shall be signed by the chief executive officer or president of the member.
 - ii. Additional Reporting Requirements. Each Member shall ensure that all other reports required to be submitted to AIHEC, under these Bylaws or by contract, grant, or cooperative agreement with AIHEC, are submitted in a complete and timely manner.
- e. Payment of Fees. Each Member shall pay an annual membership fee in October of each year, which shall be fixed by the Board for each class of membership. The Board may, in its discretion, impose additional fees upon each class of members.

Section 4.11. Sanctions. If a Member fails to comply with any of the requirements set forth in section 4.10 such member shall be deemed a Member Not in Good Standing and shall be subject to any penalties and reapplication process established in these Bylaws or designated by the Board.

Section 4.12. Withdrawal of Membership. Any Member may withdraw from AIHEC at any time by submitting to the Chair, a written statement of withdrawal. All benefits of membership in AIHEC shall cease on the effective date of the withdrawal, and all monies, property, contracts, and other assistance shall be returned to AIHEC or canceled. AIHEC may require an audit of the withdrawing member if it deems an audit is necessary for any reason concerning financial fiduciary relationships to AIHEC. AIHEC shall pay all costs associated with any such audit.

Section 4.13. Record of Member Status. AIHEC shall maintain a current and complete online directory of Members by class.

ARTICLE V

Board Meetings

Section 5.01. Meetings. The Board shall meet three times each year, in the spring, summer, and fall. The meeting of the Board held in the fall of even numbered years shall be for the purpose of electing officers and committee chairs and for the transaction of such other business as may come before the Board.

Section 5.02. Special Meetings. Special meetings of the Board may be called at any time by the Chair or, in his or her absence, by the Vice-Chair, or by 33 percent of the directors, and may be held at such time and place as the notice or waiver thereof may specify.

Section 5.03. Electronic Meetings. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, a meeting of the Board may be convened and conducted by electronic means. A director may participate in a meeting of the Board by electronic means provided that all persons participating in the meeting can communicate with each other. Participation in a meeting by such means shall constitute attendance at the meeting.

Section 5.04. Meeting Notice.

5.04.01. Notice Required. Notice, which may be electronic, stating the place, day, and hour of a meeting of the Board shall be delivered to each Regular Member as follows: for regular meetings of the Board, not less than 10 or more than 45 business days before the date of the meeting; for special meetings of the Board, not less than 3 (three) nor more than 5 (five) business days before the date of the meeting. Notice of a special meeting of the Board shall include the purpose or purposes for which the meeting is called.

5.04.02. Non-compliance. Any Regular Member in attendance at a meeting may raise an objection that the requirements of this section have not been met. If the chair determines that the objection has merit, the chair shall adjourn the meeting until such time as the requirements are met.

5.04.03. Record Date. The record date for determining directors entitled to notice of, or to vote at, a meeting of the Board is the close of business on the day before the deemed delivery date of the notice to members.

5.04.04. Reconvened Meetings. If a meeting of the Board is adjourned to a new date, time, or place certain, additional notice need not be given of that new date, time, or place. However, notice of the new meeting shall be given to those deemed to be Regular Member subsequent to the initial meeting record date.

Section 5.05. Waiver of Notice. A director may waive any notice required by law or these Bylaws before, during, or after the date and time of the meeting that is the subject of such notice. The waiver shall be in writing, shall be signed by the director entitled to such notice, and shall be delivered to AIHEC to be filed with the minutes of the meeting or the corporate records. A director who attends or participates in a meeting waives objection to lack of notice or defective notice of the meeting unless the director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 5.06. Quorum. A quorum at all meetings of the Board shall consist of a majority of the number of Regular Members.

Section 5.07. Procedure. Robert's Rules of Order, revised edition, shall provide the guiding framework for the conduct of all meetings of the Board unless provisions inconsistent therewith shall be set forth in the

Articles of Incorporation or these Bylaws, in which case the Articles of Incorporation or these Bylaws shall control.

Section 5.08. Proxy Authorization. Each director may authorize another director to act for such director by proxy for the purposes of establishing a quorum as specified in the laws of the state or Tribe in which AIHEC is incorporated. No other proxy authorizations may be granted by a director. Each proxy authorization must be through a written document.

Section 5.09. Executive Session. The Chair may declare an executive session and a director may offer a privileged motion to go into executive session during a meeting of the Board. Only directors may be present during an executive session, except that the Chair may invite additional attendees as deemed necessary. Sanctions may be imposed on a director if such director violates the confidentiality of an executive session. Any other individual permitted to attend an executive session is honor bound not to divulge anything that occurred during such executive session.

Section 5.10. Actions Outside of a Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at a meeting of the Board may be completed by electronic means unless one or more directors objects in writing to the action proposed within 1 (one) business day following the initial notice. Such action shall be recorded in the minutes of the next board meeting.

ARTICLE VI

Committees

Section 6.01. Executive Committee. The Board may create an Executive Committee to handle and manage the affairs of AIHEC between meetings of the Board. The Executive Committee shall consist of not less than five directors and shall include the officers of the Board and the elected chairs of the Standing Committees. Only directors representing Regular Members shall be eligible to serve on the Executive Committee. The Executive Committee shall be empowered to do any and all things, not otherwise prescribed by law, the Articles of Incorporation, or these Bylaws, which the Board might do. All actions

taken by the Executive Committee between meetings of the Board must be reported to the Board at its next regular meeting.

Section 6.02. Standing Committees. The Board shall create and maintain a Committee on Finance and Audit, Committee on Membership and Accreditation, Committee on Governance, Committee on Student Activities, and Committee on Research. The Committee on Governance shall be composed of the members of the Executive Committee and committee chairs.

Section 6.03. Other Committees. The Board may designate and maintain one or more committee(s) in addition to the Standing Committees.

Section 6.04. Authority and Power of Committees. Each committee shall have and may exercise, to the extent specified by the Board, all the powers and authority of the Board in the affairs of AIHEC. No committee, including the Executive Committee, shall have the power and authority to amend the Articles of Incorporation, adopt an agreement of merger or consolidation, authorize the sale, lease, or exchange of all or substantially all of AIHEC's property and assets, dissolve AIHEC or revoke a resolution dissolving AIHEC, or amend or repeal these Bylaws.

Section 6.05. Committee Membership. Each committee of the Board shall consist of three or more directors. Subject to section 7.05, the members of each committee shall elect a chair for a period of two years at the fall meeting of each even numbered year.

Section 6.06. Committee Rules. Unless the Board otherwise provides, each committee may establish its own rules for conducting business. Each committee shall otherwise conduct its business in the same manner as the Board conducts its business under Article IV of these Bylaws, except as stated in this Article.

Section 6.07. Quorum. Unless the Board otherwise provides, a majority of the members then serving on the committee shall constitute a quorum for the transaction of business, and the act of the majority of the committee members present at the meeting at which a quorum was established shall be the act of such committee.

Section 6.08. Process. Each committee may:

- a. Take action without a meeting if all members of the committee consent to the action in writing signed by each member of the committee, either before or after the action taken;
- b. Permit any member of the committee to participate in any meeting of the committee by electronic means, provided all persons participating in the meeting can communicate with each other; and
- c. Establish subcommittees and working groups.

Section 6.09. Motions and Resolutions. Any motion or resolution adopted by a committee shall be transmitted to the Governance Committee for consideration. If approved by the Governance Committee, the committee chair shall report the motion to the Board at its next meeting, to be filed with the corporate records.

Section 6.10. Committee Records. Each committee shall keep a written record of its proceedings, which shall include all motions and resolutions.

Section 6.11. Compensation of Committee Members. Committee members shall not receive compensation by AIHEC for attendance at committee meetings of the Board. Committee members may receive reasonable traveling expenses for participation in AIHEC requested events.

ARTICLE VII

Officers, Agents and Employees

Section 7.01. Officers. The officers of the Board shall be Chair, Vice-Chair, Secretary, Treasurer, and Member-at-Large, who shall be the immediate past Chair, for a minimum of one term. Except as permitted in section 7.05, no officer shall concurrently hold an additional office within AIHEC. An officer must also be a director of AIHEC and must have served a minimum of one year as president of a Regular Member. The Board may, by resolution or amendment to these Bylaws, establish additional officers as it may deem necessary.

Section 7.02. Election of Officers. The officers of AIHEC shall be elected for a term of two years by the Board at the fall meeting of each even numbered year. In electing the officers, if not by acclamation, the

Board may vote by confidential ballot. The officers shall hold office and serve at the pleasure of the Board. Officers may be eligible for immediate reelection, except that the Chair shall serve no more than two consecutive terms.

Section 7.03. Other Officers and Agents. The Board may appoint such other officers and agents as it may deem necessary to conduct the affairs of AIHEC. Any officers or agents of AIHEC shall hold office at the pleasure of the Board and shall have such authority and perform such duties as may be prescribed by the Board.

Section 7.04. Vacancies. Should any office of AIHEC other than the Chair become vacant, or be declared vacant for any reason, the Chair shall appoint a successor who shall serve until the next meeting of the Board at which time the Board shall appoint a successor to fill the vacancy until the next scheduled election of officers. In the event the office of Chair is declared or becomes vacant, the Vice-Chair shall serve the unexpired term of the Chair.

Section 7.05. Duties of the Officers. The officers of AIHEC shall have such authority and shall perform such duties as are customarily incidental to their respective offices and such other further duties as are prescribed in these Bylaws and as may be from time to time required of them by the Board. They will perform the following functions:

- a. The Chair shall be the presiding officer of the Board and shall preside at all meetings of the Board, the Executive Committee, and the Committee on Governance.
- b. The Vice-Chair shall preside at all meetings in the absence of the Chair.
- c. The Secretary shall certify the minutes of all meetings of the Board and oversee the maintaining all records of AIHEC.
- d. The Treasurer or his or her designee shall collect and receive all monies of AIHEC. The Treasurer or said designee shall be the custodian of all AIHEC monies and shall deposit them in a bank or other depository designated by the Board. The Treasurer shall have the authority to disburse AIHEC funds for duly authorized purposes. The Treasurer or his or her designee shall be responsible for the overall financial operation of AIHEC and shall promulgate bookkeeping

and accounting methods which shall be consistent with requirements of any grants or other donations made to AIHEC. The Treasurer, through his or her designee, shall also be responsible for timely completion of such audits as may be required by AIHEC's grantors or donors or as may be required by AIHEC's Board and of the members. The Treasurer shall chair the Committee on Finance and Audit.

- e. The Member-at-Large shall serve as Peacekeeper at meetings, ensuring compliance with AIHEC meeting protocols and the AIHEC Code of Conduct.

Section 7.06. Compensation of Officers. AIHEC may pay compensation in a reasonable amount to officers and may provide each officer with a standard indemnification insurance policy.

Section 7.07. Removal. Any officer or agent of AIHEC may be removed by the Board whenever in its judgment the best interests of AIHEC will be served thereby; but, such removal shall not affect any officer's position as a director and shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not, of itself, create contract rights.

Section 7.08. Absence, Inability to Act. In the event of absence or inability of any officer to act, the Board may delegate the powers and duties of such officer to any other officer or director whom it may select and whom shall serve until the absent or disabled officer is able to act or a successor officer has been duly elected.

Section 7.09. Resignation. Any officer may resign at any time by delivering written notice to the Board through the Chair. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date, and, unless otherwise specified therein, no acceptance of such resignation shall be necessary.

ARTICLE VIII

Miscellaneous

Section 8.01. Fiscal Year. The fiscal year of AIHEC shall be from October 1 to September 30 or such period as may be fixed by the Board.

Section 8.02. Corporate Seal. AIHEC shall not have a corporate seal. All instruments that are executed on behalf of AIHEC, which are acknowledged and which affect an interest in real estate shall be executed by the Chair or Vice-Chair and the Treasurer. All other instruments executed by AIHEC, including a release of mortgage or lien, may be executed by the Chair or any member of the Executive Committee.

Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agents(s) that are specifically designated by resolution of the Board.

Section 8.03. Checks, Notes, and Contracts. The Board shall, from time to time, determine who shall be authorized on AIHEC's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 8.04. Books and Records. AIHEC shall keep at its office correct and complete books and records of accounts regarding the activities and transactions of AIHEC, minutes of meetings of the Board, records of the proceedings of any committee of the Board, and a current list of the members, directors, and officers of AIHEC and their business addresses. The books, minutes, and records of AIHEC shall be in written or electronic form.

Section 8.05. Board Designated Funds. Upon determination by the Finance and Audit Committee that unrestricted funds are available within AIHEC's operating budget, the Board may designate funds for any purpose and project it deems appropriate, including capital asset purchase and investment. The Board may from time to time implement policies that shall guide the use and allocation of unrestricted funds.

Section 8.06. Amendment of Bylaws. These Bylaws may be altered, amended, or repealed at a regular meeting of the Board or any special meeting of the Board called for that purpose.

Section 8.07. Continuity Waiver During National Emergency. In the case of a national natural or man-made emergency occurring during a board election year, the Board may waive a term limitation, if any, imposed on a sitting officer under section 7.02.

Section 8.08. Official Representative. A Member may designate an official representative to attend a specified meeting or activity of the Board for the sole purpose of determining such Member's presence at

said meeting or activity. Such designation must be submitted to the Chair in writing by the president, or acting/interim president, of the Member prior to the convening of the specified meeting or activity. The representative shall have no right to vote during a meeting of the Board.

Section 8.09. Majority Vote. Each vote of the Board shall be by a majority of the directors then holding office, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. In the case of a tie vote, the issue that is the subject of the vote shall be resolved by the Chair.

Section 8.10. In Writing. Any action required in these Bylaws to be in writing may be by electronic means.

Section 8.11. Dissolution. Upon dissolution of AIHEC, the assets of AIHEC shall be distributed in accordance with the Articles of Incorporation.

Section 8.12. Severability. To the extent that any provision or provisions of these Bylaws shall be determined by a court of competent jurisdiction to be in violation of any statute, rule of law, government regulation or decree, such provision or provisions shall be void and of no effect to the extent, and only to the extent, of such determination, but the remainder of the provisions of these Bylaws shall survive and continue in full force and with full effect.

Section 8.13. Effective Date. These Bylaws shall become effective upon approval by the Board.

I certify that the foregoing is a true and correct copy of the Bylaws of AIHEC, duly adopted by the Board of Directors on the March 23, 2007 at Rapid City, SD, and modified by subsequent action of the Board on October 22, 2008 at Seattle, WA; July 14, 2009 at Bellingham, WA; October 7, 2010 at San Diego, CA; October 25, 2011 at Albuquerque, NM; March 15, 2014 at Billings, MT; October 7, 2016 at New Orleans, LA; October 16, 2020 by zoom web conference; and March 17, 2022 at Washington, DC.

Leander R. McDonald, Secretary

Certified: _____ (date signed)