

TITLE 11 - EDUCATION

CHAPTER 1 - TOHONO O'ODHAM COMMUNITY COLLEGE

Legislative History: The "Charter of the Tohono O'odham Community College," Ordinance No. 98-01, was approved and adopted pursuant to Resolution No. 98-006 on January 13, 1998.

O'odham Nation, and to generally coordinate and regulate all higher education on the lands of the Tohono O'odham Nation.

2.2 Ancillary. To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes herein above set forth, and to do all things incidental thereto or connected therewith, which are not forbidden by law, this Charter for the College or the Constitution of the Tohono O'odham Nation.

3.0 ARTICLE 3: SEAL

3.1 The seal of the College shall bear the full name, "TOHONO O'ODHAM COMMUNITY COLLEGE" and the figure "1998."

4.0 ARTICLE 4: BOARD OF TRUSTEES

4.1 Powers. The affairs of the College shall be managed by the Board of Trustees ("the Board") of the College. The Board shall act only as a Board of Trustees and the individual Trustees shall have no power as such.

4.2 Direction of purposes and exercise of powers by the Board of Trustees. Subject to applicable laws and regulations of the Tohono O'odham Nation or the United States, the Board shall direct the purposes and exercise the following powers and duties:

4.2.1 The Board shall exercise full power and shall be responsible for:

- a. the formulation of all things necessary or desirable as incident to the establishment of the College's organization (the mission and vision of the College), specifying key goals, and ensuring management implements strategies which attain these goals; and
- b. the hiring, evaluating, and removal of the College President; and
- c. the quality of education provided in the College; and
- d. the financial health of the College; and
- e. the effectiveness and the efficiency of the Board itself, and the training and evaluation of individual Board members; and
- f. the custody and management, operation, inventory and

1 maintenance of all lands, buildings and facilities and other assets
2 set aside therefore by the Tohono O'odham Legislative Council, or
3 otherwise acquired; and
4

- 5 g. the taking of any and all usual necessary and convenient actions
6 incidental thereto including, should it be deemed advisable or
7 desirable, the borrowing of funds, and the making of contracts or
8 commitments necessary to the functioning of the College.
9

10 4.2.2 The Board of Trustees shall function in much the same capacity as an
11 elected Board of Directors of a chartered, public service corporation,
12 and shall be responsible for making investment decisions, subject to
13 the limitations contained herein or in any advance of funding; for the
14 establishment and maintenance of effective operating policies for
15 implementation within the first year of operation; the selection of
16 management personnel; and for continued supervision of performance.
17

18
19 4.2.3 The Board of Trustees shall exercise its authorized powers in the best
20 interests of the Tohono O'odham Nation, the College and its students,
21 within the limits of responsible business judgment, fiscal due diligence
22 and with the stipulation that it shall not incur contract obligations in
23 excess of the ability of the College to make payment on the due date.
24 The Board shall appoint, through formal action and such action shall be
25 recorded in written form, two persons, at least one of whom shall be the
26 Chief Financial Officer, who shall be authorized for a specific term to
27 execute all checks, drafts or other orders for the payment of money,
28 contracts, notes, bonds or other evidence of indebtedness, financial
29 instruments and similar documents on behalf of and in the name of the
30 College. No contract or other transaction between the College and any
31 one of the Directors, Officers and/or employees of the College or an
32 elected official or employee of the Nation or any District, or between
33 this entity and any corporation, partnership, firm or other legal entity in
34 which one or more of the foregoing persons has a financial interest,
35 directly or indirectly, shall be valid for any purpose, unless the entire
36 interest of such person(s) is fully disclosed to the Board and the
37 proposed contract or transaction is approved by the affirmative vote of
38 at least a majority of the entire Board who have no interest in the
39 transaction. Under no circumstances are these appointees authorized
40 to bind the entity through contract or otherwise, absent prior formal
41 consent, recorded in writing, by the Board. Such appointments may be

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1 revoked at will through formal Board action.

2
3 4.2.4 Copies of the written minutes of each meeting of the Board of Trustees
4 shall be kept on file in the office of the College and shall be available to
5 the public for inspection at all reasonable times.

6
7 4.2.5 The Chairperson of the Board of Trustees shall, after the completion of
8 an annual fiscal and management audit, make a formal oral and written
9 report to the Chairperson of the Tohono O'odham Nation and to the
10 Tohono O'odham Council, not less often than annually and within 120
11 days of the close of the fiscal year, and in such report shall include a
12 summary of the budget which the Board has approved for the coming
13 fiscal year and an audit of the prior fiscal year.

14
15 4.2.6 The Board of Trustees shall establish in written form, within 180 days
16 from the date the Tohono O'odham Legislative Council approves a
17 Board of Trustees, management and administrative systems, including
18 but not limited to purchasing, accounting, grants and contracts,
19 equipment, personnel, institutional development and/or direct mail fund
20 raising campaigns, financial aid, registration and student policies and
21 procedures for implementation within the first year of operation, giving
22 usual and essential latitude to the College President and the
23 President's delegated employees, but establishing limitations on
24 amounts which may be expended without specific approval of the
25 Board. The Board shall provide copies of all policies and procedures
26 to the Legislative Council, the Chairperson and Vice-Chairperson of the
27 Nation and to each of the Districts within thirty calendar days of
28 acceptance of same by the Board.

29
30 4.2.7 The management and administrative systems, described at Section
31 4.2.6 herein, shall be continuously monitored by the Board through
32 internal reviews and audits and the Board shall have ultimate
33 responsibility to ensure that these systems serve the best interests of
34 the students, the College and the Nation.

35
36 4.2.8 Any and all policies and procedures shall be adopted through formal
37 Board action and may be amended from time to time by such action.

38
39 4.2.9 The Board shall establish and implement sound accounting and
40 financial systems in accordance with generally accepted accounting
41 principles, as set forth in Tohono O'odham Legislative Council

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Resolution No. 94-339.

4.3 Enumerated Powers. Subject to approval by the Tohono O'odham Legislative Council where required and to all applicable laws and regulations of the Tohono O'odham Nation and the United States, and solely in furtherance of the limited purposes set forth in Section 4.2 above, the Board shall have the following powers:

4.3.1 Facilities. The Board shall exercise full authority and shall be responsible for the custody, management and operation of all College property and facilities set aside therefor by the Tohono O'odham Legislative Council, or otherwise acquired; for the lands which have been set aside by the Tohono O'odham Legislative Council with direction to the College to plan, develop and/or operate such lands for College purposes; and for taking of any and all usual, necessary and convenient actions incident thereto.

4.3.2 Capacity to Act. To have the capacity to act and direct the President and employees of the College to act in the same capacity as that of natural persons, but to have authority to perform only such acts as are necessary, convenient or expedient to accomplish the purposes set forth in Section 4.2 above, and such are not repugnant to laws and regulations applicable to the College.

4.3.3 To appoint officers and agents. To elect or appoint officers, agents, teachers, curriculum developers, auditors, and such professional consultants as in the opinion of the Board may be needed from time to time, and to define their duties and fix their compensation. The Board, at College expense, shall require bonding and investigation of all officers, agents or employees responsible for the handling or safeguarding of funds, property or other assets of the College.

4.3.4 To deal in personal property, generally. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, manage, operate, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property and interests therein, and commodities of every kind, character and description necessary or incidental to the purposes set forth in Section 4.2 above.

4.3.5 To deal in intellectual property. To acquire (by application, assignment,

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1 purchase, exchange, lease, hire or otherwise), to hold, own, use,
2 license, lease, and sell, either alone or in conjunction with others, the
3 absolute or any partial or qualified interest in and to inventions,
4 improvements, letters patent and applications therefor, licenses,
5 formulas, privileges, processes, copyrights and applications therefor,
6 trademarks and applications therefor, and trade names, provided that
7 title of all such acquisitions shall be taken in the name of the Tohono
8 O'odham Nation.
9

10 4.3.6 To execute guaranties. To make any guaranty, respecting
11 indebtedness, interest, contracts or other obligations lawfully entered
12 into by or on behalf of the College, to the extent that such guaranty is
13 made in furtherance of the purposes set forth in Section 4.2 and
14 subject to the limitation on waiver of sovereign immunity in Section 14
15 herein.
16

17 4.3.7 To make contracts. To enter into, make, perform and carry out or
18 cancel and rescind, contracts for any lawful purposes pertaining to its
19 business necessary or incidental to the purposes set forth in Section
20 4.2. The Board shall not incur contract obligations in excess of the
21 ability of the College to fully perform when due.
22

23 4.3.8 Depository. To designate and approve all depositories used for the
24 deposit of funds of the College.
25

26 4.3.9 To approve budgets. To give initial approval to the annual College
27 budget, and to take final approval action with reference to the use of
28 funds under the exclusive control of the College for operating and
29 capital addition purposes.
30

31 4.4 Ancillary powers. To have and exercise all powers necessary and convenient to
32 effect any or all of the purposes for which the College is organized.
33

34 4.5 No construction of powers as purposes. The powers enumerated herein shall
35 not be construed as purposes but the College shall have and exercise such
36 powers solely in furtherance of, but not in addition to, the limited purposes set
37 forth in Section 4.2 above.
38

39 4.6 Membership: Composition, Appointment, Number, Qualifications, Term of Office,
40 Removal.
41

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1 4.6.1 Composition of the Board. The Board shall be composed of the
2 persons serving at anytime as members of the Board of Trustees of the
3 College as provided in the charter and this Charter herein and as
4 approved by Ordinance of the Tohono O'odham Legislative Council, as
5 amended; it shall select from its own membership a Chairperson of the
6 Board of Trustees and other officers; and it shall adopt such rules as it
7 may determine necessary for the orderly conduct of its business.

8
9 4.6.2 Appointment. The board shall be composed of candidates
10 recommended by the Education Committee, the Tohono O'odham
11 Legislative Council, the Chairperson of the Nation and the Districts.
12 Within thirty (30) calendar days of a vacancy on the Board, all
13 candidates recommended thereby shall be forwarded to and reviewed
14 by the Chairperson of the Nation together with the Education
15 Committee. Qualified candidates selected by the Chairperson of the
16 Nation and the Education Committee shall be appointed by the
17 Chairperson of the Nation, and then approved by the Tohono O'odham
18 Legislative Council. No employee of the College, or elected official of
19 the Nation or any District shall be eligible to serve as a Trustee.

20
21 4.6.3 Number of Trustees. The Board shall consist of no less than five (5)
22 nor more than eleven (11) persons.

23
24 4.6.4 Qualifications. The members of the Board shall be called Trustees and
25 shall have the following minimal qualifications:

- 26
27 a. Shall be a registered member of the Tohono O'odham Nation who,
28
29 b. Has sufficient experience, and dedication to higher education to
30 make sound judgments concerning the operation of the College;
31 and
32
33 c. Has a minimum of a Bachelor of Arts or Sciences degree from an
34 accredited institution of higher education, except for two Trustees
35 who shall be recognized tribal elders; and
36
37 d. Is a recognized professional within their field of endeavor; and
38
39 e. Has no adverse finding from a background investigation as
40 conducted by the Elections Office. All candidates for the office of
41 Trustee shall be investigated by the Election Office prior to

1 appointment by the Chairperson of the Nation, and any adverse
2 finding will result in the removal of the candidate from
3 consideration for appointment.
4

5 4.6.5 Term. Trustees shall serve staggered terms. Of the initial Trustees,
6 half shall serve a term of two years, half shall serve a term of three
7 years, and, in the event that there exists an odd number of Trustees,
8 those remaining shall serve a term of four years. Thereafter, all terms
9 shall be for four years. Directors shall be eligible for reappointment
10 upon expiration of their terms of office. The term shall run from the
11 date of confirmation by the Tohono O'odham Legislative Council until
12 subsequent candidates have been confirmed through the process of
13 appointment prescribed in Section 4.6.2 above, or in accordance with
14 the requirements for filling a vacancy as set forth in Section 4.6.6
15 below, have been satisfied.
16

17 4.6.6 Removal, Resignation, Attendance and Vacancies.
18

19 (i) Removal. A formal action by a majority of the Board for the
20 removal of a Trustee shall constitute cause for removal. Any
21 Trustee who fails to attend three (3) consecutive properly called
22 and noticed meetings of the Board or who fails to attend two-thirds
23 (2/3) of all Board meetings properly noticed in any fiscal year shall,
24 unless excused from attendance for a justifiable cause, be
25 considered to have resigned his or her trusteeship and may be
26 removed accordingly by the Board through formal action. The
27 Chairperson of the Board shall promptly notify the Chairperson of
28 the Nation concerning any such removal or action.
29

30 (ii) Resignation. Any Trustee may resign at any time by giving written
31 notice of such resignation to the Board Secretary. Any such
32 resignation shall take effect at the time specified therein, or, if no
33 time is stated, then it shall be effective when received. The
34 Chairperson of the Board shall promptly notify the Chairperson of
35 the Nation concerning any such resignation.
36

37 (iii) Vacancies. Any vacancy in the Board of Trustees, either arising
38 from death, resignation, removal, an increase in the number of
39 Trustees, or any other cause, shall be filled for the unexpired
40 portion of the term in the manner prescribed herein for appointment
41 and approval of Trustees.

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1 4.7 Meetings, Voting.
2

3 4.7.1 Annual Meeting. A regular, annual meeting of the Board shall be held
4 at 10:30 a.m. on the second Monday of March in each year, or, if such
5 date shall be a legal holiday on the next succeeding business day at
6 the same time, at the principal office of the College, wherever located,
7 or at such time or place as shall be determined by the Board of
8 Trustees and designated in the Notice or Waiver of Notice of the
9 meeting. Notice of such annual meeting shall be provided to each
10 District thirty days in advance. Such annual meetings shall include
11 and allow for participation by the Chairperson of the Nation, the Tohono
12 O'odham Legislative Council, the Districts and the public.
13

14 4.7.2 Monthly Meetings. There will be monthly meetings of the Board of
15 Trustees unless insufficient business would not warrant a meeting.
16 The Board Chairperson will have the responsibility of determining
17 whether a monthly Board Meeting is not warranted.
18

19 4.7.3 Notice of Monthly Meetings and Agendas. The Trustees will be notified
20 in writing ten days prior to the board meeting; a written, tentative
21 agenda will be included in the notice; the agenda shall be sent with the
22 meeting notification to Trustees, the Chairperson of the Nation, the
23 Legislative Council, the Districts and the public; and the agenda may
24 only be altered by a consensus of Trustees at the meeting. Any
25 Trustee may place an item on the agenda by notifying the Secretary of
26 the Board at least ten days prior to the Board meeting notice
27 requirement. Notice of meetings stating the location, time and date
28 shall be posted at public places within the Nation not less than 5 days
29 nor more than 30 days immediately preceding the meeting, excluding
30 the day of the meeting.
31

32 4.7.4 Waiver of Notice. Any meeting of the Board of Trustees and any
33 action otherwise properly taken thereat shall be valid, if notice of the
34 time, place and purposes of such meeting shall be waived in writing
35 before, at or after such meeting by all Trustees to whom timely notices
36 were not sent as provided in this Charter.
37

38 4.7.5 Quorum. A majority of the Trustees in office, present in person, or
39 through a telecommunications link when required due to exceptional or
40 emergency circumstances, shall be necessary and sufficient to
41 constitute a quorum for the transaction of business at any meeting of

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1 the Board of Trustees. For the minimum number of members (which is
2 five), the quorum shall be three (3), and for the maximum number
3 (which is eleven), the quorum shall be six (6).

4
5 4.7.6 Action by Majority Vote. Except as otherwise expressly required by law
6 or this Charter, the act of a simple majority of the Trustees present at a
7 meeting at which a quorum is present shall be the act of the Board of
8 Trustees. The Board Chairperson has full voting rights in all Board
9 matters.

10
11 4.7.7 Voting on Personnel Selections that involve Relatives of Trustees. If
12 an immediate family member (grandparents, parents, uncles and aunts,
13 first cousins, brothers and sisters) of a Trustee applies for a college
14 position, the Trustee member must remove himself or herself from the
15 deliberation on the selection of a relative applying for a college
16 position. The voting on the selection will be by secret ballot. Each
17 Trustee is under an on-going and continuous affirmative obligation to
18 disclose any official matters involving that Trustee's relatives.

19
20 4.7.8 Proxy Voting Is Not Allowed. The Board of Trustees shall not permit
21 proxy voting, and no one other than the Trustees shall be allowed to
22 vote on issues before the Board meeting.

23
24 4.8 Motions, Minutes, and Records.

25
26 4.8.1 An official written record accurately describing the Board discussion
27 and all formal action of the Board shall be maintained in the form of
28 written minutes.

29
30 4.8.2 Minutes of all Board meetings shall be made available to all Trustees
31 and to members of the public upon request.

32
33 4.8.3 Motions passed by a majority of the Board at a duly constituted
34 meeting and duly recorded in the minutes shall constitute the legal
35 action and legal record of the Board.

36
37 4.9 Committees. The Board of Trustees may, by resolution, passed by
38 majority of the entire Board of Trustees, designate one or more
39 committees, each committee to consist of one or more of the Trustees
40 of the College. The Board of Trustees may designate one or more
41 Directors as alternate members of any committee, or may replace any

1 absent or disqualified member at any meeting of the committee. Except
2 to the extent restricted by ordinances of the Tohono O'odham
3 Legislative Council, or Districts, or this Charter, each such committee,
4 to the extent provided by resolution creating it, shall have and exercise
5 all the powers and authority of the Board of Trustees and may
6 authorize the seal of the College to be affixed to all papers which
7 require it. Each such committee shall serve at the pleasure of the
8 Board of Trustees and have such name as may be determined from
9 time to time by resolution adopted by the Board of Trustees. Each
10 committee shall keep regular written minutes of its meetings and report
11 the same to the Board of Trustees.

12
13 4.10 Action by Consent. Unless restricted by this Charter or any amendment, any
14 action required or permitted to be taken by the Board of Trustees or any
15 committee thereof may be taken without meeting if all members of the Board of
16 Trustees or said committee, as the case may be, consent thereto in writing, and
17 the writing or writings are filed with the minutes of the proceedings of the Board
18 of Trustees or such committee, as the case may be.

19
20 **5.0 ARTICLE 5: PRINCIPAL OFFICERS OF THE BOARD**

21
22 5.1 Number. The principal officers of the Board of Trustees of the College shall
23 consist of a Chairperson, a Vice-Chairperson, and a Secretary.

24
25 5.2 General Duties. Officers of the Board of the College shall have the following
26 specific duties and such other duties as may be determined by Board action.

27
28 5.2.1 Chairperson of the Board. The Chairperson of the Board shall preside
29 at all meetings of the Board, and shall perform all duties associated
30 with the office of the Chairperson and such other duties as from time to
31 time may be assigned to the Chairperson by the Board.

32
33 5.2.2 The Vice-Chairperson. The Vice-Chairperson shall act in the capacity
34 of the Chairperson in the absence of the Chairperson. The Vice-
35 Chairperson shall be responsible for any additional duties as
36 designated by the Chairperson of the Board.

37
38 5.2.3 The Secretary. The Secretary shall keep or cause to be kept the
39 written minutes of each meeting of the Board of Trustees of the College
40 and all minutes shall be certified by the Secretary. The Secretary shall
41 ensure that all notices are duly given. The Secretary shall be the

1 official custodian of the seal and all records, reports, statements and
2 other documents required by law to be properly kept and filed; and, in
3 general, shall perform all duties incident to the office of the Secretary,
4 and such other duties as from time to time may be assigned to the
5 Secretary by the Board, or the Chairperson. The Secretary may
6 delegate the recording of minutes and/or shall be provided clerical
7 assistance to perform such duties.
8

9 5.2.4 Election, Term of Office and Qualification. The officers of the Board
10 shall be chosen by a majority of Trustees at a duly noticed meeting.
11 The appointment is for the individual's term of service.
12

13 5.2.5 Removal. Any officer appointed by the Board may be removed by the
14 Board with or without cause.
15

16 5.2.6 Resignations. Any officer may resign at any time by giving written
17 notice to the Board Chairperson or the Secretary; such resignation
18 shall take effect at the time specified therein or if no time is specified,
19 when received.
20

21 5.2.7 Vacancies. Any vacancy in any office, because of death, resignation,
22 removal, or any other cause shall be filled for the unexpired portion of
23 the term in the manner prescribed herein for election or appointment to
24 such office. A vacancy in the office of Chairperson shall be filled by
25 the Vice-Chairperson.
26

27 5.2.8 Other Officers and Agents. The Board may appoint such other officers
28 and agents as it deems necessary or expedient and may determine
29 their duties, terms, and compensation.
30

31 **6.0 ARTICLE 6: ADMINISTRATORS OF THE COLLEGE**
32

33 6.1 Administrators of the College. The Administrators of the College shall provide
34 the day-to-day management and administration of the College, which shall
35 include, but not be limited to, Accounting, Education, Student Services, and
36 Institutional Development and Research. The Administrators of the College
37 shall include, but not be limited to, the following:
38

39 6.1.1 A College President who shall have general oversight of all
40 management, operations, facilities and staff of the college;
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1 by the Board is to be effectuated and execute the policies and manage
2 the College only as authorized and directed by the Board and/or the
3 President.

4
5 6.3.5 Each Administrator shall render required reports to the Board and/or
6 the President, and perform all other lawful functions and duties
7 specified by the Board.
8

9 6.4 President, functions, duties. The President shall be the chief executive officer
10 of the College and shall have direction of all parts of actual operations and
11 general supervision over the affairs of the College, subject, however, to the
12 authority delegated by the Board of Trustees. In general, the President shall
13 perform such duties as are provided for in this Charter and as from time to time
14 may be assigned to him by the Board of Trustees. The functions and duties of
15 the President shall include, but not be limited to, the following:
16

17 6.4.1 The President shall be present at all meetings of the Board of Trustees.
18

19
20 6.4.2 The President shall render monthly reports to the Board and perform all
21 other functions and duties specified in this section and pursuant to the
22 employment contract between the College and the President.
23

24 6.4.3 The President shall not be a voting member of the Board and shall not
25 be a Trustee or officer of the Board.
26

27 6.4.4 The President shall have the full authority and control over all
28 employees of the College, with the exception of the authority reserved
29 to the Board herein, and shall be responsible for the actions of the
30 CFO, all Vice Presidents, managers, department heads or other staff
31 carrying out their assignments.
32

33 6.5 Vice-President(s). A Vice-President, as appointed by the President, shall be
34 present at the meeting of the Board of Trustees when the President is not
35 present, and shall act on the behalf of the President when the President is not
36 available. A Vice-President shall succeed the President upon the appointment
37 of the Board of Trustees, if the President resigns or leaves his office.
38

39 6.6 Chief Financial Officer. The Chief Financial Officer (the "CFO") of the College
40 shall be empowered with the overall financial responsibility to oversee the
41 execution of the financial transactions of the College, and shall maintain all

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1 books and accounting thereof with fiscal due diligence. Duties and
2 responsibilities of the CFO shall include, but not be limited to, the following:

3
4 6.6.1 The CFO shall work with the President of the College on all matters
5 that affect the College administration and accountability.
6

7 6.6.2 In accordance with Section 4.2.3 above, the CFO shall be empowered
8 to sign checks, drafts or other orders for the payment of money, notes,
9 bonds or other evidences of indebtedness or financial instruments
10 issued in the name of the College, and other legal documents relating
11 to the financial affairs of the College.
12

13 6.6.3 The CFO shall be responsible for reviewing, ascertaining and ensuring
14 the requirements of the various grants and contracts that the College
15 handles.
16

17 6.6.4 The CFO shall make reports of the finances of the College and other
18 presentations to the Trustees as a whole as deemed necessary by the
19 Trustees and shall also perform such duties as may be assigned by the
20 Board of Trustees and/or the President.
21

22 6.6.5 The CFO shall supervise the College's accounting practices including
23 the maintenance of fiscal records, and preparation of financial reports,
24 annual audits and projections.
25

26 6.6.6 The CFO shall develop and implement accounting policies, purchasing
27 and contract bidding systems, controls and procedures to assure
28 compliance with applicable law and protection of the College's assets.
29

30 6.6.7 The CFO shall supervise the College's functions of accounting, finance
31 and property and supply, buildings and grounds, maintenance,
32 supplies, human resources including design and implementation of
33 policies, controls and procedures.
34

35 6.7 Other Administrators. Other administrators approved by the Board of Trustees
36 and/or the President shall, in general, perform such duties as assigned to them
37 by the President or the Board of Trustees.
38

39 7.0 **ARTICLE 7: GRANTS, CONTRACTS, CHECK, DRAFTS, BANK ACCOUNTS,**
40 **INSURANCE, VOTING OF SECURITIES, MISCELLANEOUS**
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1 7.1 Grants. The Board of Trustees may authorize any two individuals (officers,
2 administrators or agents), in the name and behalf of the College, to make any
3 grants, contributions or otherwise render financial assistance to students or
4 efforts of scholarship as appropriate and in the interests of the College.
5

6 7.2 Execution of Contracts. In accordance with Section 4.2.3 above, the Board of
7 Trustees, except as otherwise provided in this Charter, may authorize any two
8 individuals (officers, administrators or agents), at least one of whom shall be the
9 Chief Financial Officer, in the name and on behalf of the College, to enter into
10 any contract or execute and satisfy any instrument, and any such authority may
11 be general or confined to specific instances. Any contract or act that shall be
12 approved or ratified by the vote of the majority of the Board of Trustees shall be
13 valid and binding upon the parties. No contract may be entered into without the
14 prior, formal approval of the Board of Trustees or those officer or officers,
15 administrator or administrators, agent or agents so authorized.
16

17 7.2.1 No contract or other transaction between the College and any one of
18 the Trustees or College President or staff, or between the College and
19 any corporation, partnership, firm or other legal entity in which one or
20 more of the Trustees or College President or staff has an interest,
21 directly or indirectly, shall be valid for any purpose, unless the entire
22 interest of the the Trustee, College President or staff in such
23 corporation, firm or other legal entity is fully disclosed to the Board of
24 Trustees and the proposed contract or transaction shall be approved,
25 ratified or confirmed by the affirmative vote of at least a majority of the
26 entire Board of Trustees who are not so interested.
27

28 7.3 Loans. In accordance with Section 4.2.3 above, the Board of Trustees may
29 authorize any two individuals (officers, administrators or agents), at least one of
30 whom shall be the Chief Financial Officer (i) to effect loans and advances any
31 time for the College from any bank, trust company or other institution, or from
32 any firm, corporation or individual (ii) for such loans and advances to make,
33 execute and deliver promissory notes, bonds or other certificates or evidences of
34 indebtedness of the College, and (iii) when authorized to do so to pledge and
35 hypothecate or transfer any securities or other property of the College (excluding
36 leasehold interests) as security for any such loan or advances. Such authority
37 conferred by the Board of Trustees may be general or confined to specific
38 instance. No loans shall be made by the College to any Trustee or officer
39 thereof.
40

41 7.4 Checks, Drafts, etc. In accordance with Section 4.2.3 above, all checks, drafts

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1 and other orders for payment of money out of the funds of the College, and all
2 notes and other evidences of indebtedness of the College shall be signed on
3 behalf of the College by those individuals appointed by the Board of Trustees for
4 said purpose, and in such manner as shall from time to time be determined by
5 this Charter or the Board of Trustees.
6

7 7.5 Bank Accounts. The Board may establish and maintain such bank accounts as
8 may be necessary and convenient. The Board shall in accordance with Section
9 4.2.3 above, authorize any two individuals (officers, administrators or agents), at
10 least one of whom shall be the Chief Financial Officer, to serve as joint
11 signatories on all bank accounts and shall notify the Legislative Council and the
12 Chairperson of the Nation within thirty (30) days of such appointments. Such
13 appointments shall be for a fixed term and shall be revocable at will through
14 formal Board action.
15

16 7.6 Deposits. The funds of the College not otherwise employed shall be deposited
17 from time to time to the order of the College in such bank, trust companies or
18 other depositories as the Board of Trustees may select or as may be selected by
19 any two individuals (officers, administrators or agents), at least one of whom
20 shall be the Chief Financial Officer, to whom such power may from time to time
21 be delegated by the Trustees through formal Board action in accordance with
22 Section 4.2.3 above.
23

24 7.7 Insurance. The College shall maintain appropriate liability and property
25 insurance for its operations and facilities sufficient to protect the interests of the
26 College, and the Nation. Such policies shall designate the Nation as an
27 additional named insured. The College shall maintain workers' compensation
28 insurance, unemployment compensation insurance, fidelity bond or employee
29 theft and dishonesty insurance covering the President and employees, Trustees
30 and officers who handle funds or property, and such other forms of insurance as
31 the Board deems appropriate.
32

33 7.8 Voting of Securities Held by the College. Stocks and other securities owned by
34 the College may be voted, in person or by proxy, as the Board of Trustees may
35 authorize from time to time.
36

37 7.9 Gifts. The Board of Trustees may accept on behalf of the College any
38 contribution, gifts, request, or devise for the general purposes or for any special
39 purpose of the College.
40

41 7.10 Indian Preference in Employment and Contracting. The College shall comply

1 with all provisions of the Nation's Tribal Employment Rights Ordinance, Ord. No.
2 01-85, including the following requirements:

3
4 7.10.1 The College shall give preference to qualified Indians, with first
5 preference to local Indians, in all hiring, promotion, training, lay-offs
6 and all other aspects of employment; and
7

8 7.10.2 The College, when awarding contracts in the amount of \$5,000 or more
9 for supplies, services, labor and/or materials in which the majority of
10 work will occur within the Nation, shall give preference in contracting to
11 qualified entities certified by the Tohono O'odham Employment Rights
12 Commission as 51% or more Indian owned and controlled, with a first
13 preference to qualified entities that are 51% or more owned and
14 controlled by local Indians.
15

16 **8.0 ARTICLE 8. COMPENSATION OF OFFICER AND BOARD OF TRUSTEES**
17

18 8.1 Compensation of Officers. Salaries or other compensation of the officers may
19 be fixed from time to time by formal action of the Board of Trustees provided
20 that, such salaries and compensation shall not be excessive in amount and shall
21 be for services which are reasonable and necessary for performance of the
22 College's purposes.
23

24 8.2 Compensation of Trustees. Trustees shall be reimbursed for expenses incurred
25 in attending meetings and performing duties of the Board and the Board may, at
26 its discretion, set a reasonable fee to be paid to its members on a per-meeting-
27 attended or other basis. Such fixed sum, expenses and compensation shall not
28 be excessive in amount and the services performed therefore, must be
29 reasonable and necessary for the College's purposes.
30

31 **9.0 ARTICLE 9: BOOKS AND RECORDS, FINANCIAL TRANSACTIONS,**
32 **MISCELLANEOUS**
33

34 9.1 Books and Records. There shall be kept at the principal office of the College
35 correct and current books of accounts of all the business and transactions of the
36 College, which shall be kept on file in the offices of the College and shall be
37 available for inspection at all reasonable times by authorized representatives of
38 the Tohono O'odham Nation, and the Districts. The accounts and records of the
39 College shall be audited by an independent Certified Public Accountant within
40 120 days of the close of each fiscal year. The results of such audit shall be
41 included in the reports by the Chairperson of the Board of Trustees to the

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1 Chairperson of the Tohono O'odham Nation and the Tohono O'odham
2 Legislative Council.

3
4 9.2 Fiscal year. The fiscal year of the College shall be determined by formal action
5 of the Board of Trustees.

6
7 9.3 Inventories. An annual physical inventory of assets shall be taken by the
8 President prior to the completion of the annual audit and at such other times as
9 may be directed by the Board of Trustees. A copy of the inventory shall be
10 furnished to the Treasurer of the Tohono O'odham Nation, or the Chief Financial
11 Officer of the Nation in the absence of an appointed Treasurer, within 120 days
12 of the close of the fiscal year and when requested.

13
14 9.4 Budgets. A budget of the College for each ensuing year shall be prepared by
15 the President prior to the commencement of the fiscal year of the Board of
16 Trustees. The President and the Board shall discuss the budget at a Board
17 meeting prior to the commencement of the fiscal year. The budget must be
18 approved by the Board no later than the last month of the fiscal year for each
19 ensuing year. The budget shall govern expenditures for the ensuing fiscal year.
20 Pending approval of the budget, expenditures may be made for normal
21 operations at the same rate as the previous year. Capital investment items shall
22 be shown separately from operating items in the annual report. The President
23 shall be responsible for enforcing the budget and will compare actual results
24 against the budget quarterly and as necessary. Amendments to the approved
25 budget may be made with the approval of the President and the Board.

26
27 9.4.1 All budgets shall contain: (i) the estimated income and expenditures for
28 the ensuing year by office, division or sub-entity; and (ii) any additional
29 information required by the Board.

30
31 **10.0 ARTICLE 10: LIABILITY AND INDEMNIFICATION**

32
33 10.1 Liability and Indemnification. In the absence of criminal conduct, fraud or bad
34 faith, the Trustees of the College shall not be personally liable for its debts,
35 obligations or liabilities; and the College shall indemnify any Trustee, officer or
36 employee of the College or any former Trustee, officer or employee, for
37 reasonable expenses actually and necessarily incurred by him or her in
38 connection with the defense of any civil action, suit or proceeding in which s/he
39 is made a party by reason of being, or having been such Trustee, officer or
40 employee except in relation to matters as to which s/he shall be adjudged in
41 such action, suit or proceeding to be liable for gross negligence, willful

1 misconduct in the performance of duty, or otherwise acting beyond the scope of
2 his or her duties. The College shall also indemnify any such Trustee, officer, or
3 employee for reasonable costs of settlement of any such action, suit or
4 proceeding if it shall be found by a majority of the Board, other than Trustees
5 involved in the matter or controversy (whether or not a quorum exists), that it is
6 in the best interest of the College and the Nation that such settlement be made
7 and that such Trustee, officer or employee was not guilty of gross negligence,
8 willful misconduct or other conduct beyond the scope of his or her duties. Such
9 indemnification shall not be deemed exclusive of any other rights which such
10 Trustees or officer may be entitled, under this Charter, or amendment thereto,
11 agreement, vote of Board of Trustees or members, or otherwise. Anything
12 contained in this Article to the contrary notwithstanding, the College shall in no
13 event indemnify any person otherwise entitled to such indemnification if such
14 indemnification would constitute "self dealing" as defined in Section 4341 of the
15 Internal Revenue Code of 1954.

16
17 **11.0 ARTICLE 11: AMENDMENTS OF CHARTER.**

18
19 11.1 Amendments by Board of Trustees. This Charter or any one or more of the
20 provision(s) thereof, may be amended at any duly constituted annual, regular or
21 special meeting of the Board of Trustees, by two-thirds vote of the Trustees
22 present at such meeting, by changing, altering, suspending, supplementing or
23 repealing the same, if at least five (5) day written notice is given of intention to
24 alter, amend, or repeal or to adopt new by-laws at such meeting.

25
26 11.2 Change of Place of Annual Meeting. No amendment of this Charter changing
27 the time and place for holding any annual meeting of the Board of Trustees for
28 the election of the Trustees shall be made within thirty (30) days preceding the
29 holding of any such meeting.

30
31 **12.0 ARTICLE 12: DISSOLUTION AND LIQUIDATION**

32
33 12.1 Dissolution by Legislative Council. The College can only be dissolved by
34 action of the Tohono O'odham Legislative Council and pursuant to a plan
35 of dissolution approved by the Legislative Council. Dissolution
36 proceedings shall be initiated by the adoption of a Resolution by the
37 Legislative Council expressing the Council's intent to dissolve the
38 College. The College shall continue in existence during dissolution
39 proceedings to permit the winding up of the College's affairs.

40
41 12.2 Powers and Duties of the Management Board

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1 12.2.1 Within 60 days after the date the Tohono O'odham Legislative Council
2 adopts the Resolution prescribed in subsection 12.1, or such other
3 period of time as may be fixed in such Resolution, the Management
4 Board shall submit a plan of dissolution for review and approval by the
5 Legislative Council. The plan of dissolution shall include an anticipated
6 timeframe for execution of the plan and provide the following:
7

- 8 a. The form and procedure for giving notice of the intent to dissolve to
9 every known creditor of the College;
- 10 b. an identification of College cash and accounts receivable and
11 steps for collecting such assets;
- 12 c. an inventory of all of the College's personal property and other
13 assets identifying which, if any, of the authority's personal property
14 is to be distributed to the Districts in kind, and the methods for
15 disposition of all other assets;
- 16 d. an identification of College liabilities and obligations and steps for
17 satisfying or discharging such debts and obligation;
- 18 e. an identification of uncollected or unasserted claims and liabilities
19 of the College and steps for making adequate provisions of such
20 claims;
- 21 f. steps for identifying and distributing the remainder of the College's
22 assets, both in cash or in kind, to the Nation after all claims have
23 been satisfied or otherwise provided for; and
24 g. any other acts required to liquidate the College's assets and wind
25 up the College's business.

26 12.2.2 The College, during dissolution proceedings, shall have only
27 those powers and duties which are authorized in an approved
28 plan of dissolution and are necessary to wind up the College's
29 business.
30

31 12.3 Notice of Dissolution. The Management Board shall notify the
32 Chairperson of the Nation and the Tohono O'odham Legislative Council in
33 writing when, in accordance with an approved plan of dissolution, all
34 debts, liabilities and obligations of the College have been paid and
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1 discharged, or adequate provision has been made therefor, and all
2 remaining property and assets of the College have been distributed.

3
4 12.4 Dissolution. The College shall be dissolved upon formal acceptance of
5 the notice of dissolution by the Tohono O'odham Legislative Council, and
6 this Charter shall be repealed.

7
8

**RESOLUTION OF THE TOHONO O'ODHAM LEGISLATIVE COUNCIL
(Approving Ordinance No. 98-01 enacting Charter of the Tohono
O'odham Community College)**

RESOLUTION NO. 98-006

WHEREAS, there exists a need for skilled Tohono O'odham in the disciplines of business, health care, law enforcement, environmental protection, science, liberal and language arts, education, and public policy and government; and

WHEREAS, the history, culture and tradition of Tohono O'odham is central to the continued existence, sovereignty and self-determination of all Tohono O'odham as O'odham and as a Nation; and

WHEREAS, a college of learning, managed by and for Tohono O'odham can best serve as a center for training and research in those disciplines that may define our past, present and future, while preserving and teaching our history, language, culture and tradition; and

WHEREAS, the Chairman of the Nation has put forward a Charter for a Tohono O'odham Community College for consideration by the Tohono O'odham Legislative Council.

NOW, THEREFORE, BE IT RESOLVED that the Tohono O'odham Legislative Council supports the establishment of a successful institution, a Tohono O'odham Community College, one that will serve as the Tohono O'odham Nation's center for higher education, research, culture and tradition.

BE IT FURTHER RESOLVED that the Charter of the Tohono O'odham Community College is hereby enacted and said College is hereby created as an independent entity of the Tohono O'odham Nation.

RESOLUTION NO. 98-006

(Approving Ordinance No. 98-01 enacting Charter of the Tohono O'odham Community College)

Page 2 of 3

BE IT FINALLY RESOLVED that the Tohono O'odham Community College is hereby established by the Tohono O'odham Nation pursuant to Article VI, Section 1(e), of the Nation's Constitution as an exercise of the Nation's sovereign right of self-government and its authority to foster the general welfare and education.

The foregoing Resolution was passed by the Tohono O'odham Council on the 8TH day of JANUARY, 1998 at a meeting at which a quorum was present with a vote of 1,785.0 FOR; -0- AGAINST; -0- NOT VOTING; and 142.0 [05] ABSENT, pursuant to the powers vested in the Council by Section 1(c)(2) & (e) of Article VI of the Constitution of the Tohono O'Odham Nation, adopted by the Tohono O'Odham Nation on January 18, 1986; and approved by the Acting Deputy Assistant Secretary - Indian Affairs (Operations) on March 6, 1986, pursuant to Section 16 of the Act of June 18, 1934 (48 Stat. 984).

TOHONO O'ODHAM LEGISLATIVE COUNCIL

FOR Albert Manuel R
Dennis Ramon, Legislative Chairman

12th day of January, 1998

ATTEST:

Julianna Saraficio
Julianna Saraficio, Acting Legislative Secretary

8th day of January, 1998.

Said Resolution was submitted for approval to the office of the Chairman of the Tohono O'Odham Nation on the 12th day of January, 1998 at 1:32 o'clock, P.M., pursuant to the provisions of Section 5 of Article VII of the Constitution and will become effective upon his approval or upon his failure to either approve or disapprove it within 48 hours of submittal.

RESOLUTION NO. 98-006

(Approving Ordinance No.98-01 enacting Charter of the Tohono O'odham Community College)

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TOHONO O'ODHAM LEGISLATIVE COUNCIL

For *Dennis Ramon*
Dennis Ramon, Legislative Chairman

APPROVED

on the 13th day of January, 19 98

DISAPPROVED

at 2:40 o'clock, P..M.

Edward D. Manuel
EDWARD D. MANUEL, Chairman
TOHONO O'ODHAM NATION

Returned to the Legislative Secretary on the 13th day of

January, 19 98, at 3:04 o'clock, P..M.

Julianna Saraficio
Julianna Saraficio, Acting Legislative Secretary