

FILED:

November 18, 1977

ARTICLES OF INCORPORATION

OF

  
John A. Neuman

SALISH KOOTENAI COMMUNITY COLLEGE INC.

A Tribal Corporation

KNOW ALL MEN BY THESE PRESENTS:

The Confederated Salish and Kootenai Tribes chartered Salish Kootenai Community College on November 18, 1977, by Tribal Resolution NO. 5279 with a vote of 9 for, 0 opposed, and 0 not voting, pursuant to authority vested in it by Article VI, Section 1(a), (f), (o), and (u) of the Constitution and ByLaws of the Confederated Tribes; said Constitution adopted and approved under Section 16 of the Act of June 18, 1934 (48 stat. 984) as amended.

That we, the undersigned, all citizens of the Confederated Salish and Kootenai Tribes and the Confederated Salish and Kootenai Tribes of the Flathead Indian Reservation, of the United States of America, pursuant to and in conformity with Ordinance 54A of the Governing Body of 1973, desiring to form a non-profit Corporation for the purpose hereinafter set forth, do hereby associate ourselves together for the purpose of forming and establishing a body corporate and to that end do hereby adopt Articles of Incorporation as follows:

ARTICLE I.

The name of the corporation is: Salish Kootenai Community College, INC.; and the term of duration of the Corporation shall be perpetual from and after the issuance of Certification of Incorporation by the Secretary of the Confederated Salish and Kootenai Tribes.

ARTICLE II.

The purposes for which said Corporation is formed are:

To provide post-secondary educational opportunities for resi-

dents of the Flathead Indian Reservation in the following areas:

1. Vocational Training,
2. College Transfer Programs,
3. Occupational Training,
4. Community Service,
5. Indian Culture and History,
6. Adult Basic Education.

To measure the needs, talents, and aspirations of the residents of the Flathead Indian Reservation and provide a comprehensive program in recognition of the desires of the Flathead Indian Reservation Community.

To promote and conduct such research and development activities as deemed necessary to the efficient provision of post secondary educational opportunities on the Flathead Indian Reservation.

### ARTICLE III.

The Corporation shall have the following powers:

- A. To have perpetual existence by it's corporate name, Salish Kootenai Community College, to dissolution by the Tribal Court or action by the Tribal Council if the latter determines misconduct, or the like.
- B. To sue and be sued, complain and defend, in its corporate name in the Tribal Court.
- C. To have a corporate seal which may be altered at pleasure and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced
- D. To purchase, take, receive, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated within the boundary of the Flathead Reservation.
- E. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all, or any part of its property and assets providing the tribes have first preference in purchasing, etc.
- F. To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation
- G. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the Confederated Tribes or the United States, for the administration of the affairs of the corporation.

ARTICLE III. (cont'd)

H. To borrow money from the Tribal Credit Enterprise pursuant to the Declaration of Policy and Plan of Operations of the Credit Enterprise.

I. To engage in any business that will further the socio-economic well-being of the college or to undertake any activity of any nature whatever, not inconsistent with federal law or the constitution and/or ordinances of the Confederate Tribes.

J. To make and perform contracts and agreements of every description not inconsistent with federal law or with any provisions of the constitution and/or ordinances of the Confederated Tribes, with any persons, association, or corporation, with any municipality or any county, or with the United States or the State of Montana.

K. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

L. To cooperate with other similar associations in creating central, regional, or national agencies for any of the purposes for which this corporation is formed, and to become a member of, or stockholder of, such agencies as are now or hereafter may be, in existence.

M. To receive grants of private, State or Federal funds to aid in the furtherance of the purposes of this Corporation.

N. To confer certificates, diplomas and post secondary degree to students who have satisfactorily completed an approved course of studies.

O. To prescribe courses of study, programs, textbooks, and materials to be used, to charge tuition, board, rent, student union fees, building fees or other fees necessary to operate the College

P. The several statements contained in each clause of this Article shall be in no way limited or restricted by reference to, or inference from the terms of any other clause, but shall be regarded as independent powers; and no recitation, expression or declaration of specific or special powers; shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

#### ARTICLE IV.

The initial registered office of this Corporation shall be in the City of Ronan, County of Lake, State of Montana, and its complete mailing address is; Salish Kootenai Community College, P.O. Box 1020, Ronan, Montana 59864.

The initial registered agent of this Corporation shall be Gerald Slater, whose address is: Salish Kootenai Community College, P.O. Box 1020, Ronan, Montana 59864.

#### ARTICLE V.

No part of the net earning of the corporation shall insure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing and distribution of statements) and political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax and under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954.

#### ARTICLE VI.

The corporation may be dissolved by the act of the corporation, when authorized in the following manner:

A. The Board of Directors shall adopt a resolution recommending that the corporation be dissolved.

B. Upon the adoption of such resolution, a statement of intent to dissolve shall be executed in duplicate by the corporation by its President or a Vice-President and by its secretary or an assistant secretary, and verified by one (1) of the officers signing such statement, which statement shall set forth:

1. The name of the corporation: Salish Kootenai Community College.
2. The names and respective addresses of its officers.
3. The names and respective addresses of its directors.
4. A copy of the resolutions adopted by the Board of Directors authorizing the dissolution of the corporation.

C. Duplicate originals of the statement of intent to dissolve shall be delivered to the Secretary of the Tribal Council.

#### ARTICLE VII.

The Salish Kootenai Community College corporation shall file, within the time prescribed by this ordinance, an annual report setting forth:

- A. The current address of the central office.
- B. A brief statement of the character of business in which the corporation is engaged.
- C. The names and addresses of the directors and officer of the corporation.
- D. A statement, expressed in dollars, of the amount of the annual operating budget including income form grants, tuition gifts, and interest from endowment funds.
- E. A statement indicating the total number of Tribal members enrolled as full-time and part-time students and the total number of non-tribal full-time and part-time students.
- F. A copy of the audits and evaluations of the various programs administered by the corporation.

Such annual report of the corporation shall be delivered to the Secretary of the Tribal Council between the first day of January and the first day of March for the previous program year.

ARTICLE VIII.

The Tribal Council shall at all times have power to prescribe such regulations, provisions and limitations as it may deem advisable, which regulations, provisions and limitations shall be binding upon any and all corporations subject to the provisions of this ordinance, and the Tribal Council shall have power to amend, repeal or modify this ordinance at pleasure.

ARTICLE IX.

The affairs of this Corporation shall be managed, conducted and carried on by a Board of Directors. The Ultimate number of directors shall be fixed by the By-Laws and amendments thereto as adopted by the Board of Directors. The number of Directors may be increased or decreased from time to time by amendments to the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Director. No By-Laws shall be adopted by the Board of Directors which shall reduce their number to less than three (3). The number of Directors constituting the initial Board of Directors shall be seven (7), and the names and addresses of the persons who are to serve as Directors are

| NAME                     | ADDRESS                               |
|--------------------------|---------------------------------------|
| <u>Roger McClure</u>     | <u>South Shore RT. Polson, MT 598</u> |
| <u>Darryl Dupuis</u>     | <u>202-3rd Ave. E. Polson, MT 598</u> |
| <u>Ken Dupuis</u>        | <u>West Shore RT., Polson, MT 598</u> |
| <u>Karen Fenton</u>      | <u>178S.W. Higgins, Msla., MT 598</u> |
| <u>Lawrence Kenmille</u> | <u>Gen. Del., Elmo, MT 59915</u>      |
| <u>Margaret BigSam</u>   | <u>Gen. Del., Arlee, MT 59821</u>     |
| <u>Fred Houle</u>        | <u>Pablo, Montana 59855</u>           |

ARTICLE X

The name and address of each Incorporator is as follows:

| NAME                     | ADDRESS                                |
|--------------------------|--|
| <u>Roger McClure</u>     | <u>South Shore RT. Polson MT 59860</u> |
| <u>Daryl Dupuis</u>      | <u>202-3rd Ave. E. Polson MT 59860</u> |
| <u>Ken Dupuis</u>        | <u>West Shore RT, Polson MT 59860</u>  |
| <u>Earen Fenton</u>      | <u>1785.W. Higgins, Malo, MT 59801</u> |
| <u>Lawrence Kenmille</u> | <u>Gen. Del., Elmo, MT 59015</u>       |
| <u>Margaret BigSam</u>   | <u>Gen. Del., Arlee, MT 59821</u>      |
| <u>Fred Houle</u>        | <u>Pablo, MT 59855</u>                 |

A. This Corporation shall have no capital stock, and shall have one (1) class membership. The amount of election or appointment to membership, the qualifications and rights of its member shall be set forth in the By-Laws of this Corporation.

B. This Corporation shall be operated on a non-profit basis for the mutual benefit of all the members. Each member shall have one (1) vote.

C. The Corporation shall issue Certification of Membership to its members. The form of such Certification shall be specified by the By-Laws of this Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my signature this

18th day of November, 1977.

Roger P. McClure  
Fred Houle

