



## **Constitution to the Board of Regents Southwestern Indian Polytechnic Institute**

### **Purpose**

We, the Regents of the Southwestern Indian Polytechnic Institute (SIPI), in order to represent our constituents; to promote and advocate the mission, vision, and goals of SIPI and its student body; to ensure the availability and quality of all education programs offered to the students; to maintain the integrity of SIPI, to operate as a center of education for American Indians; to provide an environment to meet the needs of the students for development as wholesome individuals; to support traditional values of the Indian community; to support the awarding of the appropriate degrees or certificates of competency in keeping with the designated purpose of the institute; to fulfill the purposes of this organization to ordain and establish this Constitution.

### **Article I Name**

The name of this organization shall be the Board of Regents of the Southwestern Indian Polytechnic Institute, a membership organization with national headquarters located at SIPI, Albuquerque, New Mexico.

### **Article II Membership**

**Section 1.** The membership of this organization shall consist of eleven (11) appointed Regents and no more than three (3) ex-officio members. No appointed member of the Board of Regents shall be an employee or contractor of Southwestern Indian Polytechnic Institute. One of the ex-officio members must be the President of SIPI and all shall be non-voting members. Each member of the Board of Regents shall be an enrolled member of the federally recognized tribe(s) they represent and should have an interest in the area of Indian education. Membership to the Board must be made by the designated tribal leaders, governing body, or designated official of a consortium of tribes or tribal organization through written notification to act and speak on behalf of the nominating tribe, consortium of tribes or tribal organization, with the exceptions of members listed below in subsections (B) and (C). The appointment will be for four (4) years. Board members may be re-appointed by the SIPI Board of Regents.

#### **Section 2. Selection**

Regents shall be selected as follows:

Nine (9) members to be selected by the tribes/tribal organizations of the following areas in accordance with the procedures adopted by the tribes/tribal organizations: Jicarilla Apache Nation, Mescalero Apache Tribe, Navajo Nation -New Mexico, Navajo Nation - Arizona, Southern Pueblos Council, Eight Northern Pueblos, Oklahoma Tribes, the Inter-

Tribal Council of Arizona-North and the Inter-Tribal Council of Arizona-South.

- A. One (1) to be President of the Student Government Association of Southwestern Indian Polytechnic Institute. The term of this position shall coincide with the length of time this person remains in office and in good standing.
- B. One (1) to be the immediate past President of SIPI (President Emeritus); contingent upon the person being willing to serve in the role and approved by majority vote of the official quorum present at a duly called Board of Regents' meeting. The term of this position shall run continuously as long as both previously mentioned contingencies are met. Should this position become vacant for any reason, it shall remain vacant until such a time that the above contingencies are met. In the interim, however, this position may be filled by a SIPI alumnus; recruited, vetted, and approved by majority vote of the Board.
- C. Up to three (3) ex-officio appointments including the President of Southwestern Indian Polytechnic Institute, one with legal expertise, and one with public relations expertise.
- D. A board member may have an alternate who shall meet the same qualifications as the Board Member.
- E. The terms of the nine (9) Regents who are appointed by, and represent tribes or tribal organizations, shall be staggered with the following positions appointed accordingly:
  - i. 2020- Navajo Nation –Arizona-Utah, Eight Northern Pueblos, Oklahoma Tribes, Southern Pueblos Council, Jicarilla Apache Nation and four years thereafter, i.e., 2024, 2028, 2032, etc.
  - ii. 2022- Inter-Tribal Council of Arizona (North and South), Mescalero Apache Tribe, Navajo Nation-New Mexico, and four years thereafter, i.e., 2026, 2030, 2034, etc.

**Section 3. Resignation, Suspension, and Removal**

- A. Resignation: Any Regent may file his/her resignation in writing with the Chair of the Board of Regents, which shall be effective upon the date it is filed, or as may be specified in the resignation. A copy of the resignation shall be furnished by the Regent to the tribes or the area or organization represented by that Regent, and to the President of SIPI.
- B. Suspension or Revocation of Membership: Any Regent may have his/her membership suspended or revoked, for any cause determined by the Board of Regents to be detrimental to the best interests of Southwestern Indian Polytechnic Institute.
  - a. Conduct and behavioral issues. For any conduct or behavior unbecoming of a Regent or impacting SIPI, the Board of Regents may elect to take immediate corrective action by Board motion which may result in removal from the Board. The Board's decision is final.
  - b. Meeting Attendance. Should any member of the Board of Regents be absent for two (2) successive meetings of the Board, or three (3) in any given federal fiscal year, without an alternate officially designated by the tribe, or the absent Regent being present, or without cause acceptable to the Board of Regents, that position shall be declared vacant by the Board of Regents.

- c. Notification: Before any action shall be taken, the tribes of the area or organization represented by the Regent, as well as the Regent, shall be notified in writing by certified mail by the Board of Regents of the specific charges against the Board member, at least fifteen (15) calendar days before the hearing at which he/she is asked to appear in person, or by representation. The decision of the Board of Regents shall be by a majority vote of the Board.

#### **Section 4. Vacancy**

Any vacancy in the membership on the Board of Regents shall be filled for the remainder of the term in the same manner as the Regent was selected originally for membership. If, for any reason, no action is taken to fill a vacancy on the membership of the Board of Regents, within ninety (90) calendar days after notification of the vacancy, then such vacancy may be filled by the Board of Regents by appointing a Regent from the area or organization making the selection until such time as the vacancy is filled according to this section. The Board will notify the tribe/tribal organization of the vacancy filled by the Board.

- A. When the SIPI Board of Regents resolves to alter its composition by removing an inactive or non-participating tribe or tribal organization from its membership and begins proceedings to transfer said membership to another tribe or tribal organization, the former tribe or tribal organization is to be given thirty (30) calendar days' notice (via registered mail) of the Board's intent to institute such action. The notice of Intent to Remove is to include justification for the Board's action. If the tribe or tribal organization selected for removal does not respond to the action in writing in the designated thirty (30) calendar days, the Board will consider the matter closed and will transfer said membership to another tribe or tribal organization. If the tribe or tribal organization selected for removal provides written response to the Board's notification of Intent to Remove within the specified thirty (30) calendar days, the Board will review the response on its merits and make a final determination to proceed, or not to proceed, with the removal action. The tribe or tribal organization in question will be informed in writing of the Board's final decision to remove, or not to remove, after the next quarterly meeting of the Board. If the Board's decision to remove is sustained, the vacant membership may be assigned via Board resolution immediately following the Board's final decision. If the Board determines that there is substantial reason not to remove, the tribe or tribal organization identified for removal will be so informed. The Board's decision not to remove will be reevaluated at each quarterly meeting of the Board for a period of one (1) year following the action. If, in the Board's judgment, the circumstances which initiated the original action to remove persist, the tribe or tribal organization in question will be immediately notified that they are removed. The Board will then transfer the vacant seat to a tribe or tribal organization which represents the postsecondary interests of a large group of American Indian youth.

### **Article III Governing Body**

#### **Section 1. Governing Body/Advisory Body**

The governing/advisory body shall be the Board of Regents.

#### **Section 2. Officers**

The officers of the Board of Regents shall consist of a Chair, Vice Chair, and Secretary-Treasurer.

**Section 3. Terms of Office**

Officers shall be elected for terms of four (4) years, term limit of no more than two consecutive terms.

**Article IV Nominations and Elections**

**Section 1. Nominations**

Candidates for officers shall be nominated from the floor and seconded.

**Section 2. Voting**

Voting at any quarterly or special election shall be in person by each Regent member or alternate. There will be no voting by absentee ballot.

**Section 3. Majority Vote**

The person receiving the majority number of votes cast for each contested office shall be declared elected. In the event no candidate received a majority of votes case, there shall be a run-off.

**Section 4.** Any Regent appointed by his/her tribe or tribal organization(s), or the President Emeritus, shall be entitled to one (1) vote and to hold office.

**Section 5.** The election of the officers shall be held during the Fall quarterly meeting and when required at a regular quarterly meeting in case of a vacancy.

**Article V**

**Vacancies and Removal from Office**

**Section 1.** If a Regent shall be unable to perform the duties of his/her position for whatever reason, the position shall be declared vacant and the Board of Regents shall hold a special election to fill the vacancy at the next quarterly meeting.

**Section 2.** By majority vote of the official quorum present at the Board of Regents' meeting, the Board of Regents may vote at its next meeting to remove any officer for neglect of duty or gross misconduct. Before any action of removal is taken, a written certified notice by the Board of Regents signed by the Chair shall be furnished to the Regent stating the charges against the Regent at least fifteen (15) calendar days before the meeting of the Board of Regents before which the Regent shall be given the opportunity to appear and answer any and all charges against him/her. The decision of the Board of Regents shall be final.

**Section 3.** In case of the Chair, the Vice Chair shall preside.

**Article VI**

**Powers of the Board of Regents**

**Section 1.** The Board of Regents shall exercise the following powers and all other powers which may be delegated to it, except as may be limited by law, this Constitution, by-laws, or articles of incorporation.

- A. To organize and establish its own procedures for conducting the business of the Board.

- B. The Board of Regents shall have authority to fix dues, expand membership, and the Board's procedures for establishing eligibility for regular, or ex-officio membership and prescribing rights and privileges of such members.
- C. To employ and supervise staff as may be employed by appointment or contract as may be necessary, and to establish and approve the salaries of the Board of Regents' employees.
- D. To establish and appoint committees as may be necessary.
- E. To adopt an annual budget for operating expenses and to authorize the expenditure of funds within the limitations of the budget.
- F. To hold, manage, and administer any and all real and personal property of every kind and description acquired by the Board of Regents, and to use and apply the whole or any part of the income, thereof, exclusively for the purpose of the Board of Regents.
- G. To accept and receive by gift, devise, bequest, or otherwise for the uses and purposes of the Board of Regents, any property, real, personal or mixed, of any kind, nature, and description.
- H. To acquire by purchase, lease or otherwise; to hold, own, maintain and improve; and to sell, exchange, mortgage or otherwise lease, license or otherwise dispose of such real, personal, property or other assets of the Board of Regents as may be necessary to further accomplish the tax-exempt purposes of the Board of Regents.
- I. To invest and reinvest its funds and assets, subject to the limitations and conditions contained by any gift, devise, bequest, or grant.
- J. To make or enter into contracts and agreements of every kind and description necessary to further the purposes of the Board of Regents.
- K. To borrow money for its purposes and to secure the same by mortgage, or pledge of any or all of its corporate assets.
- L. To act as trustee of trust funds and of trusts created solely for charitable and educational purposes as shall be in the furtherance of the tax-exempt purposes and goals of the Board of Regents.
- M. To exercise all rights and privileges appurtenant to any securities or other property held by the Board of Regents, including the right to vote any shares of stock which may be held by the Board of Regents.
- N. To do any and every act, or thing necessary for the fulfillment of purposes of the Board of Regents which an organizational body may lawfully do or perform.
- O. Said organization is exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).
- P. No part of the net earnings of the organization shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the organization 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 Article VI hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from, Federal income tax under Section 501 (c)(3) of the

Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170 (c)(3) of the Internal Review Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law).

Q. Upon the dissolution of the organization, the Board of Regents shall, after paying or making provisions for the payment of all the liabilities of the organization, dispose of all of the assets of the organization exclusively for charitable, education, religious, or scientific purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law), as the Board of Regents shall determine. Any such assets not so disposed of shall be disposed of by the Indian Tribes of New Mexico, Arizona, and Colorado in joint session, exclusively for such purposes, or to such organization or organizations, as said Tribes shall determine, which are organized and operated exclusively for such purposes.

## **Article VII Executive and Special Committees**

**Section 1.** The Executive Committee of the Board of Regents shall consist of the Chair, Vice Chair, and the Secretary-Treasurer of the Board.

**Section 2.** The Executive Committee shall carry out all powers delegated or assigned to it by the Board of Regents.

**Section 3.** Special committees may be appointed by the Chair, at the direction of the Board of Regents, which shall carry out the following powers and all other powers delegated or assigned to it by the Board of Regents.

- A. To conduct meetings for the purpose of reviewing, evaluating, and making action on such matters as may be delegated to the committee(s) by the Board of Regents.
- B. To maintain liaison with the Administration and Student Government Association of Southwestern Indian Polytechnic Institute, and appropriate officials of the Bureau of Indian Education in carrying out its functions.
- C. To fulfill its administrative duties and responsibilities.
- D. Appointed committees will meet prior to the Board meeting.
- E. Each committee will report its actions to the Board.

## **Article VIII Political Activity**

**Section 1.** The Board of Regents as a body shall not engage in any partisan political activity. Nor shall any Board of Regents member act on behalf of the Board of Regents in any partisan political activity.

## **Article IX Non-Profit Organization**

**Section 1.** The Board of Regents of the Southwestern Indian Polytechnic Institute shall be non-profit and not afford pecuniary gain incidentally or otherwise to its members.

**Article X Amendments**

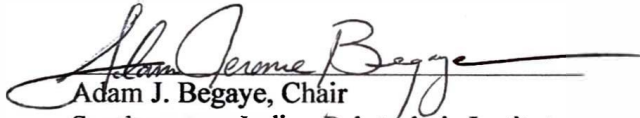
**Section 1.** The Constitution may be amended at any quarterly meeting or at a special meeting called for that purpose, by a two-thirds vote of the standing Board of Regents members.

**Certificate of Adoption**


We, the undersigned President and Secretary-Treasurer of the Board of Regents of Southwestern Indian Polytechnic Institute, Albuquerque, New Mexico, hereby certify:

That the amendments to the Constitution, as here within, were adopted by a majority of the members of the Board of Regents at a duly called meeting of the Board held online via Zoom on July 24, 2023; 5 members were in attendance.

That on July 24, 2023, a vote was taken to adopt the Constitution as amended, 5 members voted in favor of the amendments, 0 members abstained, and 0 members voted against the amendments.

  
Adam J. Begaye, Chair  
Southwestern Indian Polytechnic Institute  
Board of Regents

9/11/2023  
Date

  
Esther Peterson, Secretary/Treasurer  
Southwestern Indian Polytechnic Institute  
Board of Regents

9-11-23  
Date