

RESTATED ARTICLES OF INCORPORATION
OF
LAC COURTE OREILLES OJIBWA COMMUNITY COLLEGE, INC.

Revised April 18, 2006

WE, THE UNDERSIGNED, for the purpose of forming a tribally-controlled community college under and pursuant to the sovereign and governmental powers of the Lac Courte Oreilles Band of Lake Superior Chippewa Indians and pursuant to Chapter 15.400 Indian Non-Profit Corporations of the Civil Code of the Lac Courte Oreilles Band of Lake Superior Chippewa Indians, do hereby establish a tribally-controlled community college to further the social, educational, economic and cultural well-being of the tribe and do hereby adopt the following restated Articles of Incorporation:

ARTICLE I – NAME

The name of the organization shall be “Lac Courte Oreilles Ojibwa Community College Inc.” hereinafter called College.

ARTICLE II – REGISTERED OFFICE

The Registered Office of the College shall be “Lac Courte Oreilles Ojibwa Community College, 13466 W Trepania Road, Hayward, WI 54843.”

ARTICLE III – REGISTERED AGENT

The Registered Agent of the College shall be the Chairperson of the Board of Regents of the Lac Courte Oreilles Ojibwa Community College and/or such individuals as may be duly appointed by the Board of Regents.

ARTICLE IV – DURATION

The duration of the College’s existence shall be perpetual, subject to Article XXVI, Dissolution.

ARTICLE V – PURPOSES

The purpose of the College shall be:

- 5.1 To analyze community educational and training needs and to develop and offer courses at a higher education level. The

educational and training services will be provided to the members of the Lac Courte Oreilles Tribe and other qualified students, for the benefit of the academic, economic, and cultural need of the general community in which the Lac Courte Oreilles Reservation is located.

- 5.2 To plan, develop, and implement curricula, which incorporates traditional Ojibwe culture, heritage and values.
- 5.3 To assist Native American students in continuously expanding educational opportunities in post-secondary education.
- 5.4 To develop and expand educational opportunities for Native American students and to maintain an open door policy.
- 5.5 To provide, within the Native American Community, a system of post-secondary and continuing education with an appropriate degree and certificate granting capabilities.
- 5.6 To provide opportunities for individual self-improvement in a rapidly changing technological world, while maintaining the cultural integrity of the Ojibwe.
- 5.7 To develop resources and technical assistance for individual, project, and community research.
- 5.8 To develop an Instructional Resource Center to serve the Lac Courte Oreilles Community College students, staff and community.
- 5.9 To develop educational training programs to meet the present and future needs of the Lac Courte Oreilles Ojibwa Community College community.
- 5.10 To encourage staff and faculty development.
- 5.11 To continue community involvement and support.
- 5.12 To provide student services to meet the needs of the Native American and other student populations.
- 5.13 To continue expansion and improvement of the campus facilities and resources.
- 5.14 To encourage the faculty and staff to improve their administrative and, instructional capabilities and cultural sensitivity.

ARTICLE VI – POWERS

Powers of the College shall be exercised by its duly appointed Board of Regents and shall include the following to accomplish the aforementioned purposes:

- 6.1 To have and exercise all legal powers necessary to effect any or all of the purposes for which the College is formed.
- 6.2 To operate pursuant to the requirements of the Tribally-Controlled Community College Assistance Act of 1978, 92 Stat. 1325, P.L. 95-471, 25 USC 1801, et seq., or such amended or subsequent Federal legislation as shall provide for the funding and operation of Tribally-Controlled Community Colleges.
- 6.3 To solicit financial assistance and promote events to secure finances.
- 6.4 To enter contracts for the lease of real estate.
- 6.5 To receive, hold, and dispose of property interests, including monies and/or property held in trust accounts and to apply the principal and income there from.
- 6.6 To enter into contracts and agreements with any and all organizations and individuals, public and private.
- 6.7 To enter into agreements, contracts, and understandings with any governmental agency, Federal, State or local (including the Tribal Governing Board) or with any person, partnership, corporation, or Indian Tribe, and to agree to any conditions, attached to Federal financial assistance.
- 6.8 To agree, notwithstanding anything to the contrary contained in these Articles or in any provision of law, to any conditions attached to Federal financial assistance relating to the determination of prevailing salaries or wages.
- 6.9 To obligate itself, in any contract with the Federal Government, to convey to the Federal Government possession of or title to the project to which such contract relates, upon the occurrence of a substantial default (as defined in such contract) with respect to the covenants of conditions to which the College is subject; and such contract may further provide that in case of such conveyance, the Federal Government may complete, operate, manage, lease, convey or otherwise deal with the project and funds in accordance with the

terms of such contract; provided; that the contract requires that, as soon as practicable after the Federal Government is satisfied that all default with respect to the project have been cured and that the project will thereafter be operated in accordance with the terms of the contract, the Federal Government shall re-convey to the College the project as then constituted.

- 6.10 To lease or purchase property from the Tribe and others for such periods as are authorized by law, and to hold and manage or to sub-lease the same.
- 6.11 To borrow or lend money, to issue temporary or long-term evidence of indebtedness and to repay and/or collect the same.
- 6.12 To pledge the assets and receipts of the college as security for debts, and to acquire, sell, lease, exchange, transfer or assign corporate personal property or interests therein.
- 6.13 To undertake and carry out studies and analysis, to prepare plans, to execute the same, to operate programs and projects and to provide for the construction, reconstruction, improvement, extension, alteration or maintenance of any project related to the purposes of the College.
- 6.14 To purchase insurance from any stock or mutual company for any property or against any risk or hazards.
- 6.15 To invest such funds as are not required for immediate disbursement.
- 6.16 To establish and maintain such bank accounts as may be necessary or convenient.
- 6.17 To employ a College President, who will be responsible for the day-to-day operations of the College, including, but not limited to, hiring technical and maintenance personnel and such other employees of the College set forth in Article XX and report such matters to the Board of Regents. The hiring and dismissal of the College President is subject to approval of the Board of Regents. The employment contract of the College President is also subject to the approval of the Board of Regents.
- 6.18 To take such further actions as are commonly engaged in by similar organizations of this charter as its Board of Regents may deem necessary and desirable to effectuate the purpose of the College.

- 6.19 To adopt and utilize a corporate seal.
- 6.20 To adopt and periodically review a statement of philosophy, mission and goals, which clarifies basic educational beliefs and educational responsibilities of the College.
- 6.21 To establish broad general policies for the governance of the College and hold the President accountable for administering them.
- 6.22 To consider and take appropriate action on recommendations of the President in matters of uniform policy relating to the welfare of the College, such as admission and retention of students, student conduct, curricular offerings, academic freedom and responsibility, academic standards, academic calendar, governance, tuition and fees, financial management, salary schedules and general personnel policies, due process and confidentiality of records.
- 6.23 To employ a general counsel, auditor, and other agents as required, and fix their qualifications and compensations.
- 6.24 To adopt an annual budget to finance the operation of the College in accordance with the statutes of the tribe and lawful and applicable regulations.
- 6.25 To consider communications and requests from citizens and organizations of the College on matters of policy, administration and other items of public concern affecting the College.
- 6.26 To generally pursue all powers normal and necessary to carry out the purposes set forth within these articles.

ARTICLE VII – RESTRICTIONS

- 7.1 The College shall not afford pecuniary gain, incidentally or otherwise, to its regents, officers or members, except that the College 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 V hereinabove.
- 7.2 No part of the net income of the College shall inure to the benefit of any regents, officer or member, and any balance of money or assets remaining after the full payment of corporate obligations of any and all kind shall be devoted solely to the charitable, educational and benevolent purposes of the College.

- 7.3 The College shall be operated exclusively for the following purposes: charitable, educational, social and scientific. No interpretation or application of the purposes set forth in Article V shall be made beyond the aforementioned categories.
- 7.4 Notwithstanding any other provisions of these Articles or such By-laws as may be adopted by the College, the College shall not carry on any activities not permitted to be carried on:
- (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended, or any future United States Revenue Law; or
 - (b) by corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954, as amended, or any future United States Revenue Laws.
- 7.5 Admission to any educational service or activity of the College shall not be denied any Native American student because he or she is a member of any Tribe, or is not a member of any Tribe.

ARTICLE VIII – AUTHORITY

- 8.1 The College is an agency of the Lac Courte Oreilles Band of Lake Superior Chippewa Indians and derives its authority from the sovereignty and constitution of the Tribe. Every act of the Board shall conform to the Constitution, Ordinances, and Statutes, of the Tribal and Federal governments.
- 8.2 The College is authorized to confer appropriate degrees in Arts and Science upon successful completion of the program by its students
- 8.3 The Board of Regents of the College is charged by the Tribe with the responsibility of providing community college instruction for students qualified for admission, according to the standards prescribed by the College; establishment and operation of the college campus, and the custody of and responsibility for the property of the College and the management and control of said College.

ARTICLE IX – INCORPORATORS

The names and addresses of the incorporators of this College are:

Gordon C. Thayer
Route 2
Hayward, WI 54843

Richard St. Germaine
Route 5
Hayward, WI 54843

James Schlender
Route 5
Hayward, WI 54843

Bruce Taylor
Route 2
Hayward, WI 54843

Peter G. Larson
Route 2
Hayward, WI 54843

ARTICLE X – MEMBERSHIP

The “General Membership” of the College shall consist of those individuals duly serving on the Tribal Governing Board of the Lac Courte Oreilles Band of Lake Superior Chippewa Indians of Wisconsin.

ARTICLE XI – MEMBERSHIP MEETINGS

The annual meeting of the Board of Regents and the Tribal Governing Board as General Membership of the Lac Courte Oreilles Band of Chippewa Indians shall be held at such location as mutually agreed upon by the Board of Regents and the Tribal Governing Board.

ARTICLE XII – GENERAL MEMBERSHIP ACTIVITIES

The Tribal Governing Board acting as General Membership will honor and defer to the expertise of the Board of Regents as to policy and operations and shall not arbitrarily depart from this policy.

ARTICLE XIII – BOARD OF REGENTS

- 13.1 The management of this College shall be vested in a Board of Regents, numbering seven (7) individuals.
- 13.2 The qualifications for service upon the Board of Regents shall be as follows:
- a) member of the Lac Courte Oreilles Band of Lake Superior Chippewa Indians;
 - b) at least twenty-one (21) years of age;
 - c) a vision and knowledge in areas related to education;
 - d) of good moral character;
 - e) ability to work positively and collaboratively for the betterment of the College;
 - f) possession and understanding of the Ojibwe culture, teachings, and way of life, and a

minimum of a Baccalaureate Degree for any 6 members seated concurrently.

- 13.3 The terms of the Board of Regents will be limited to terms of four (4) years duration. If a Regent is seated to fill a vacancy that was created mid-term, that individual shall continue to sit only until the date that the original Regent's term would have expired.
- 13.4 Vacancies created on the Board of Regents with unexpired terms, due to resignation, removal or unavailability shall be advertised and screened by the Board of Regents within ninety days of the vacancy. The name of the selected candidate will be forwarded to the General Membership for confirmation. If not confirmed, the Board of Regents will make alternate selection and repeat the process.
- 13.5 Expired terms on the Board of Regents shall be advertised and screened by the Board of Regents within ninety days of the vacancy, and the name of the selected candidate will be forwarded to the General Membership for confirmation. If not confirmed, the Board of Regents will make alternate selection and repeat the process.
- 13.6 Individuals may be removed from the Board of Regents for cause by a unanimous vote of all the Board of Regents eligible to vote at a duly called meeting at which a quorum is present. Upon proper hearing with the subject Regents being provided advanced notification of reasons at least ten (10) days prior to a scheduled hearing. A Regent, whose removal is to be considered, shall not vote on his/her removal nor be counted as part of the quorum requirement. A Regent, whose removal is being considered, shall have the opportunity to be heard and present evidence. The removal of a Regent is subject to the approval of the Tribal Governing Board acting as the General Membership.
- 13.7 Individuals who are regularly employed by the College in a position equivalent to half time or greater shall not be eligible for appointment to the Board of Regents.
- 13.8 Individuals who are currently serving on the Tribal Governing Board, shall not be eligible for appointment to the Board of Regents. Any Board of Regents member who is elected onto the Tribal Governing Board shall choose between the two positions. A position left open on the Board of Regents because of such decision shall be a vacancy that shall be filled pursuant to Article 13.5.

ARTICLE XIV – BOARD OF REGENTS – EX-OFFICIO MEMBERS

- 14.1 The following shall be ex-officio members of the Board of Regents possessing full rights to participate in all activities of the Board of Regents, except ex-officio members shall not possess voting rights.
- a) Chairperson of the Tribal Governing Board of the Lac Courte, or his/her Tribal Governing Board member designee, Oreilles Band of Lake Superior Chippewa Indians;
 - b) president of the Student Council of the Lac Courte Oreilles Ojibwa Community College.
- 14.2 The General Membership may, by majority vote, designate any member of the Board of Regents who has served a term longer than eight (8) years as a Regent Emeritus. A Regent Emeritus shall possess full rights to participate in all activities of the Board of Regents, except that a Regent Emeritus shall not possess the right to vote and shall not be entitled to compensation for service as a Regent Emeritus.

ARTICLE XV – OFFICERS OF THE BOARD OF REGENTS

- 15.1 The Board of Regents shall appoint its Officers annually from individuals serving on the Board at the Board of Regents meeting scheduled for September and shall define their duties, responsibilities and terms of office in a manner not inconsistent with these articles.
- 15.2 The Board of Regents shall include individuals designated as: Chairperson, Vice-Chairperson, Secretary, Treasurer and other such officers designated in the By-Laws of the College or desired by the Board of Regents.
- 15.3 An individual may hold more than one office, but shall not at the same time hold the office of Chairperson and Vice-Chairperson, or of Chairperson and Secretary, or of Chairperson and Treasurer, simultaneously. An individual may hold the office of Secretary and Treasurer simultaneously.
- 15.4 The duties of the Chairperson of the Board of Regents shall be:
- a) to preside at all meetings, and decide on questions of order;
 - b) to vote only in the event of a tie;
 - c) to carry out the agenda of the board meeting;
 - d) to call special meetings;

- e) to act for the Board of Regents between meetings as authorized;
- f) to appoint members and designate chairpersons of all special committees approved by the Board;
- g) to execute all contracts approved by the Board and other official documents legally requiring the signature of the Chairperson of the Board;
- h) to represent the Board at meetings of the Tribal Governing Board; and
- i) to perform any other duty formally assigned by the Board, or by legislative enactment.

15.5 The duties of the Vice-Chairperson of the Board of Regents shall be:

- a) To perform all duties of the Chairperson of the Board in absence or disability of the Chairperson;
- b) To perform any other duties as may be assigned by the Chairperson of the Board; and
- c) When presiding, the Vice-Chairperson shall have all the rights, privileges, and duties of the Chairperson.

15.6 The duties of the Secretary of the Board of Regents shall be:

- a) To be responsible for the written notification of all concerned of regular and special meetings of the Board;
- b) To be responsible for the keeping of accurate records of all matters transacted at Board meetings;
- c) To be responsible for the transmission of the Board agenda and copy of the minutes of the previous meetings of the Board;
- d) To be responsible for recording, preparing and distributing to all members of the Board, the minutes of all regular and special meetings of the Board;
- e) To have custody of the official Seal of the College, to affix it to official documents, and to attest the same by signature;
- f) To be responsible for the preparation and maintenance for the Board of an indexed compilation of all By-Laws and amendments thereto; and a copy of all policies of the Board and all amendments thereto; the whole of which shall be known as the Policies of the Board of Regents of the Lac Courte Oreilles Ojibwa Community College;
- g) To receive declarations of candidacy from candidates for the office of Regent;
- h) To give such public notices of Board actions as may be required by statutes, By-Laws or resolutions of the Board; and
- i) To perform such other duties as may be assigned by the College President and the Board, or required by law.

- 15.7 The duties of the Treasurer of the Board of Regents shall be:
- a) To cause to be kept current, complete, accurate, and legal, records of all College money collected and expended;
 - b) To ensure the accurate accounting of all money received and for all money paid out on a monthly basis to the Board of Regents;
 - c) To invest the College's surplus funds, if any, in lawful investments and as approved by the Board;
 - d) To cause to be published annually a statement of revenue, expenditures and fund balances as of the end of the fiscal year; and
 - e) To prepare such other reports and perform such other duties as the President or Board may from time to time direct.

ARTICLE XVI – EXECUTIVE COMMITTEE

- 16.1 The Board of Regents shall constitute and maintain an Executive Committee consisting of the Chairperson, Vice-Chairperson, Secretary and Treasurer.
- 16.2 The Executive Committee, subject to direction by the Board of Regents and further subject to a later action by the Board of Regents shall have the power of the Board of Regents, to act on its behalf at such time as the Board of Regents is not in session.
- 16.3 A majority of the Executive Committee, except as otherwise specified by the By-Laws or by the Board of Regents, shall be empowered to enter into contracts on behalf of the Board of Regents and to sign and cash negotiable instruments on behalf of the Corporation.
- 16.4 The Executive Committee shall evaluate the College President utilizing the evaluation process adopted by the Board of Regents. This provision becomes effective on August 1, 2002.

ARTICLES XVII – COMMITTEES

The Board of Regents shall have the power to create and make appointments to such committees as it may find useful in carrying out the purposes specified hereinabove.

ARTICLE XVIII – ADVISORY COUNCIL

- 18.1 An Advisory Council consisting of such individuals as the Board of Regents may in their discretion appoint, shall be established and maintained.
- 18.2 Individuals appointed to service on the Advisory Council shall serve at the pleasure of the Board of Regents.
- 18.3 The Advisory Council shall make suggestions and offer advice to the Board of Regents in such areas of College interest, as they may deem appropriate.

ARTICLE XIX – CONDUCT OF MEETINGS OF BOARD OF REGENTS

- 19.1 Meetings of the Board of Regents shall be held regularly and generally on a monthly basis.
- 19.2 Time and location as to all meetings of the Board of Regents shall be specified by advance written notice to each Regent of at least seventy-two (72) hours.
- 19.3 Special meetings with the Board of Regents may be called upon designation by the Board of Regents at a prior meeting thereto, or upon written notice by the Chairperson or by any office upon the request of four (4) members of the Board of Regents.
- 19.4 No proxies as to voting shall be utilized.

ARTICLE XX – DUTIES OF THE PRESIDENT OF THE COLLEGE

- 20.1 The President of the College shall be the Executive Officer of the Board through which the Board carries out its program and exercises its policies and shall be appointed by and serve at the pleasure of the Board of Regents. The President may appoint and delegate to subordinate officers of the College such of the President's powers as the President may deem desirable to be exercised under his or her supervision and direction.
- 20.2 Within the framework of policies adopted by the Board, the President shall exercise discretionary authority in carrying out responsibilities of the position and shall perform the following functions:
 - a) To inform the Board of all actions taken under authority granted by it.

- b) To perform all executive function of the Board, such as:
 - 1) Prepare the Agenda for the Board meetings;
 - 2) Conduct official correspondence of the Board;
 - 3) Issue its Orders;
 - 4) Prepare contracts and other documents;
 - 5) Provide for the custody of all records, proceedings, and documents of the Board and assume responsibility for making them available for public inspection; and
 - 6) Ensure that trustees, directors, and employees handling College funds are adequately bonded at College expense to protect the College from loss sustained through fraudulent or dishonest acts or any act of omission performed in the line of official duty.
- c) To advise the Board in all areas of policy and make recommendations on all matters that affect the College before action is taken by the Board.
- d) To appoint, manage, supervise and discharge academic teaching personnel, Division Chairs and College Deans, and report such matters to the Board of Regents.
- e) To hire, appoint, manage, supervise and discharge all other employees of the College and report such matters to the Board of Regents.
- f) To prepare and submit to the Board an annual budget and administer the Board-approved budget.
- g) To be responsible for the formulation of all reports as may be required by the Board and by local, state, and national agencies.
- h) To formulate and promulgate regulations and procedures designed to implement Board policies.
- i) To represent the College to the community by interpreting the College program to the public, parents, the press, and community organizations.
- j) To execute all documents pursuant to authority granted to the President by the Board.
- k) To prepare and submit to the Board an annual report of the operation of the College, including recommendations for the immediate and long-range development of the College.
- l) To serve as the official channel for all contacts between staff members and the Board.
- m) To act as the chief administrator and educational leader of the College, responsible for the organizational structure of the College and for all executive and administrative duties in connection with operation of the College.
- n) To propose long range plans for College programs, recommending to the Board from time to time changes in programs and services

as he or she deems desirable to fulfill the stated philosophy and goals of the College.

- o) To establish College objectives consistent with the Board-approved philosophy and goals, and provide for evaluation of all personnel and programs in accordance with the stated objectives.
- p) To recommend to the Board site location and site utilization and direct the development of the campus building program.
- q) To participate in Community College programs at the local, state, and national level by representing the College at meetings of all organizations to which the College belongs and others as approved by the Board.
- r) To review legislation having relevance to the College and report the substance thereof to the Board.
- s) To attend Board meetings, as requested, by the Board of Regents.
- t) To designate, subject to Board approval, and administrative officer of the College to serve as acting President in the President's place and stead during absences.
- u) To perform such other duties as may be assigned or granted by the Board as required by law.

ARTICLE XXI – NO PERSONAL LIABILITY

The Members, Regents, Officers, and Employees of the College shall not have any personal liability for corporate obligations, except as may be imposed by law, and the private property of said individuals shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE XXII – CAPITAL STOCK

The College shall issue no capital stock, nor shall there be stockholders, College shareholders or the like.

ARTICLE XXIII – CONTRIBUTIONS

23.1 The General Membership of the College, the Board of Regents of the College, or such delegate as may be appointed by the General Membership or the Board of Regents, may accept on behalf of the College, contributions, gifts, bequests, or devises for any general charitable purpose, or any specific charitable purpose currently being served by or of interest to the College. Where consistent with the charitable purposes of the College, but acting solely as the principal and not as an agent, designated contributions will be accepted from donors, and designations honored, as to any special fund, purpose, or use of such designated contributions, but the College at all times reserves the rights over the interest in such

contributions and full discretion as to the ultimate use of such contributions, notwithstanding designation. No officer or Regent or other person, purporting to act in the name of the College, can obligate the College to satisfy any designation of any contribution.

- 23.2 The College shall maintain its qualifications as an “Exempt Organization” under Section 501 (c) (3) of the Internal Revenue code of 1954, as amended, or such other provision of the Internal Revenue Code as may be applicable.

ARTICLE XXIV – QUORUM

- 24.1 The Quorum of conduction business by the Board of Regents of the corporation shall be the majority of the individuals then serving on the Board of Regents.
- 24.2 A Regent shall abstain from and shall exercise recusal from voting when discussing matters of individual financial interest or when the party in question is an immediate member of the family. This includes mother, father, brother, sister, daughter, son, grandmother, grandfather, and significant other. If a Regent does not abstain or recuse himself or herself from voting, the remaining Board of Regents present can take a majority vote to recuse any Regent who is deemed to have a conflict of interest.

ARTICLE XXV – SOVEREIGN IMMUNITY

- 25.1 Nothing within these Articles of Incorporation, unless unambiguously expressed herein, shall be deemed or construed to be a waiver of sovereign immunity of the College from suit, or to be consent by the College, or by the Tribe, to the jurisdiction of the United States or of any State with regard to the business or affairs to the College or, as to any cause of action, case or controversy.
- 25.2 The College, acting through its Board of Regents may waive sovereign immunity as applicable to the College. Any waiver of sovereign immunity shall be effective only upon written resolution and may not be general in nature, but shall be specific and limited, as applicable, to duration, grantee, transaction, property or funds, court jurisdiction and/or law to be applied.
- 25.3 Nothing in these Articles of Incorporation shall be deemed to waive, or permit the corporation to waive, the sovereign immunity of the Lac Courte Oreilles Band of Lake Superior Chippewa Indians.

25.4 Any waiver of the College's sovereign immunity is not intended to be, nor shall it be construed as, a waiver of the sovereign immunity of the Lac Courte Oreilles Band of Lake Superior Chippewa Indians, nor shall any such waiver create a liability on the part of the Lac Courte Oreilles Band of Lake Superior Chippewa Indians, for the debts or obligations of the College. Any exercise of the College's authority to sue or to be sued not be construed to operate as consent to suit by or against, or to attachment of assets of, the Lac Courte Oreilles Band of Lake Superior Chippewa Indians.

ARTICLE XXVI – AMENDMENTS

The General Membership of the College may enact, amend and repeal the Articles of Incorporation of Lac Courte Oreilles Ojibwe Community College, Inc., to the extent that they are not inconsistent with applicable law. The Articles of Incorporation may be enacted, amended, or repealed by a majority vote of four members of the General Membership, either at an annual meeting or at a special meeting called for that purpose. Written notice of the proposed adoption, amendment or repeal shall be given to the Board of Regents at least thirty (30) days prior to the vote on the proposed adoption, amendment or repeal.

ARTICLE XXVII – DISSOLUTION

27.1 Should dissolution of the College occur, the Board of Regents shall engage in no further activity except to wind-up the College's matters in an orderly fashion to pay liabilities if there are sufficient assets to liquidate for that purpose and to dispose of resulting College assets in a manner consistent with the purposes of the college set forth in Article V by distributing same to an organization or organizations organized and operated exclusively for charitable, educational, social, benevolent and scientific purposes and which shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Tribal Governing Board shall determine. Any of such assets not so timely disposed of shall be distributed by the Tribal Court of the Lac Courte Oreilles Band of Lake Superior Chippewa Indians of Wisconsin to such an organization or organizations as said Court shall determine to be organized and operated for such purposes as are substantially similar to those of this College.

27.2 No dissolution of this corporation shall occur absent the absolute majority vote of the Tribal Governing Board.

ARTICLE XXVIII – DISPUTES

Any dispute arising between General Membership and the Board of Regents may be settled by an Arbitration Board acceptable to both parties or by the Tribal Court.