BYLAWS OF
HIGHER EDUCATION RESOURCE ORGANIZATION FOR STUDENTS

ARTICLE I.
NAME

The name of this corporation shall be the Higher Education Resource Organization for Students (H.E.R.O.S.).

ARTICLE II
DURATION

The duration of the Corporation shall be perpetual. The registered office of the Corporation shall be from July 1 to June 30 of each year.

ARTICLE III
PURPOSE AND MISSION STATEMENT

It is the purpose and mission of HEROS to be part of a tribal-state college resource dedicated to provide quality support services (financial aid, admissions, registration, housing, orientation, recruitment, retention, transfer, academic advisement, learning services, career/personal/social/cultural counseling, etc.) and advocacy to Indian students by addressing selected needs and issues with specialists, program leaders and administrators throughout North Dakota.

ARTICLE IV
NON PROFIT STATUS

This Corporation is organized for nonprofit and shall have no capitol stock.

ARTICLE V
BONDING AND POWERS OF THE BOARD

The Board of Directors shall require any officer or employee having custody of or handling funds of the Corporation to give bond with good and sufficient surety in an amount and character to be determined by the Board in compliance with regulations and authorize the payment of premiums from the funds of the Corporation. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers authorized by these bylaws expressly, to enter into any contract, or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to a specific instance. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness
issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. The Board of Directors shall have power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, bequest, grant, legacy, devise, or otherwise, and to own, hold, invest, expend, make gifts, grants and contributions of and to convey, transfer, and dispose of funds and property and the income therefore for the furtherance of the purposes of this Corporation or any of them, and to lease, mortgage, encumber, invest, and use the same, and such other powers as are consistent with the foregoing purposes and which are afforded to the corporation by the North Dakota Nonprofit Corporation Act. The Board of Directors shall cause the records and books of account of the Corporation to be audited at the end of each fiscal year and at such other times as it may deem necessary or appropriate. Every member or director of the Corporation shall have the right to examine in person, agent or attorney at any reasonable time or times, for any proper purpose, and at the place or places where usually kept, all books and records of the Corporation and to make extracts therefrom. Upon written request by a member or director the Corporation shall furnish a statement showing all the financial results of all operations and transactions affecting income and surplus during the corporation's last fiscal year, and a balance sheet containing a summary of its assets and liabilities as of the closing of such fiscal year. Although no salary shall be paid to any director for his/her duties as a director, any director may submit an itemized report of expenses incurred in the course of corporate business; however, the Board of Directors shall establish the rules and limitations concerning payment for expenses incurred.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The registered office of the Corporation shall be located at United Tribes Technical College, 3315 University Avenue Drive, Bismarck, North Dakota, 58504. The treasurer of the Corporation will serve as the Registered Agent.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall carry out the functions or the organizations between meetings of that body and perform such acts as may be assigned to it from time to time, and shall carry out faithfully the purposes and policies of the Corporation. The acts of the Board of Directors shall be effective for all purposes as the act of authorization of the Corporation provided, however, that the Board of Directors shall have no authority to repeal, rescind, veto, or repudiate any action taken by the general membership. Directors shall be residents of North Dakota. The number of directors shall be seventeen. No more than three members of any one institution may serve as members of the Board of directors at any one time. The initial Board of Directors shall consist of the incorporators. Directors shall convene immediately following the annual meeting of the membership for purposes of organizing and electing the officers of the Board. The Officers of the Board of Directors shall be the Officers of the Corporation. Meetings of the Board shall be
conducted according to Robert's Rules of Order, Revised. All meetings shall be open to the membership. Regular and special meetings of the Board may be called by the President or by any seven members.

Notice of regular or special meetings shall be given at least ten days in advance of the meeting unless all directors sign waivers of such notice. Notice shall be given in person or by mail and if by mail shall be addressed, postage pre-paid, to the last address supplied by the director to the Secretary of the Board and notice shall be considered completed as of the time of delivery to the U.S. Mails. A quorum of the Board of Directors shall consist of nine directors. Unless otherwise specified herein all actions shall require a majority vote. Notices of special meetings shall contain a brief statement of the general subject matter to be acted upon at such special meeting.

The President may conduct meetings of the Board by conference call pertaining to issues requiring immediate and necessary actions by the Board provided waiver of notice is given orally and that such waiver be confirmed in writing immediately following the conference and that all directors execute same and forward same to the Secretary of the Board for filing with the minutes of such conference call. Such calls may be recorded electronically.

Proxy voting shall not be allowed. Each director shall have one vote. A meeting at which a quorum is present at commencement may continue to meet and transact lawful business notwithstanding the fact that absences of directors may cause less than a quorum to present.

When a vacancy occurs on the Board of Directors, the Board shall fill the vacancy by a temporary appointment by majority vote of the remaining directors. A special election shall be called at the next general meeting to fill the unexpired term of the vacant office of the Corporation and Board.

Any director may be removed and relieved of their duties for cause after an appropriate hearing by three-fourth vote of all of the directors. Removal proceedings shall require the filing of written charges with the Secretary and President specifying the cause and such charges shall be filed at least 10 days prior to the appropriate hearing on said charge. Any person so charged shall be entitled to be represented by counsel at that person's expense.

Any director may resign by filing written notice with the Secretary or President.

Directors shall not receive any salary for their services, nor any other compensation in any other form of property or thing of value. Nothing herein contained shall preclude any director from serving the Corporation in a hired capacity to perform some service other than duties as a director and a director so hired shall be eligible to be compensated therefore if the Board should so determine.

ARTICLE VIII

The Officers of the Corporation and of the Board of Directors shall be one and the same. There shall be a President, Vice-President, Secretary, and Treasurer. The officers shall be elected for a term of two years at a meeting to be held of the Board immediately following the annual meeting
of the general membership, Offices shall continue to hold office until their successors are elected.

The President shall preside at all meetings of the Board of Directors and of the general membership. The President shall assume other duties as are usual and ordinary for the presiding and Chief Officer of a Corporation. The President shall perform such duties are also assigned or delegated to him/her by the general membership or Board of Directors. The President may execute and deliver, in the name of the corporation, any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, in general, shall perform all duties usually incident to the Office of President.

The Vice President shall have such powers and perform such duties as may be specified in the bylaws or prescribed by the Board of Directors or by the President. In the event of absence or disability of the President, the Vice President shall succeed to the President’s power and duties.

The Secretary shall be secretary of, and shall attend all meetings of the members and Board of Directors and shall cause to be recorded all of the proceedings of such meetings in the minute book of the corporation. The Secretary shall cause to be given proper notice of meetings of members and directors. The Secretary shall perform such other duties as may be assigned by the Board of Directors or by the President. The Secretary shall attest to the signature of the President on all legal documents requiring attestation.

The Treasurer shall keep and maintain an account for all monies, credit, or property of the Corporation of any and every nature which shall come into his/her hands and shall keep and maintain an accurate account of all money received and disbursed, and proper vouchers for money so disbursed. The Treasurer shall keep all funds in a bank or banks or invest the amounts designated by the Board of Directors. The Treasurer shall render such accounts, statements, and inventories of monies received and disbursed and of money and property in hand and generally all matters pertaining to his/her office as shall be required by the general membership and the Board. In addition, the Treasurer shall perform such other duties as are usually incident to the office of a Treasurer and as may be assigned to him/her by the Board of Directors or President.

An Executive Director may be employed by the Board of Directors but such Executive Director shall not be an office of the Corporation. The Executive Director may be a general member of the Corporation. The Executive Director may employ other employees with the approval of the Board of Directors. The qualifications, duties, salaries, and other matters incidental to employees shall be reviewed annually by the Board of Directors or by an Executive Director if such matters are delegated to them.

ARTICLE IX

COMMITTEES

The Board of Directors may establish committees to carry out the work of the Corporation. Term and other incidents of such committees shall be determined by said Board.

ARTICLE X.
CATEGORIES OF MEMBERSHIP

There shall be two categories of membership. A general and student member shall be any person who is an advocate for Indian students pursuing higher education.

ARTICLE XL RIGHTS OF MEMBERS

All general members shall have the right to vote. No person shall be an officer or member of the Board of Directors unless said person has first become a general member.

ARTICLE XII

MEMBERSHIP PROCEDURE

Applications for membership shall be submitted in writing to the Secretary of the Corporation together with such dues as may have been established by the Board of Directors. All memberships must be approved, upon motion, by the Board of Directors unless the Board, upon motion, has expressly designated some person or committee to have authority to approve and reject membership applications as received. All approved general members shall be entitled to one vote. No member may vote by proxy. Memberships shall not be transferable. Any member may resign by filing a written resignation with the Secretary of the Corporation. Any member may be removed for cause, after an appropriate hearing and upon three-fourths vote of the Board of Directors or a two-thirds vote of the general members. Any member so removed may reapply for admission in the same manner as an initial application for membership.

ARTICLE XIII

MEETINGS OF MEMBERSHIP

The Board of Directors shall have the power to specify the day, time, and place meetings are to be held, provided proper notice is given. Written notice stating the location, day, and hour of any meeting shall be mailed to all members entitled to vote at such meeting. The President, or any five directors, or 51% of the voting membership shall have the power to call special meetings. In the case of a special meeting, the notice shall be deemed delivered when deposited in the U.S. Mails, addressed to the member at the last address supplied by said member to the Secretary of the Corporation and as it appears in the corporate record books, with postage pre-paid thereon. Waivers of notice shall stand in lieu of actual notice provided all persons entitled to notice sign and file such waiver. At least ten days’ notice shall be given of all meetings including regular, special, or annual meetings unless a specific date is established by the Board of Directors as a continuing meeting date and unless such action of the Board is distributed to all voting members shall be during the month of September each year but in the event the meeting should not be held for any reason, the officers previously elected shall continue to serve until such time as an annual meeting has been called. All meetings are to be conducted according to the latest edition of Robert’s Rules of Order, Revised. The President shall appoint a parliamentarian to rule on points of order at the annual meeting. Fifty-one percent of the entire membership of the Corporation shall constitute a quorum for the transaction of business at any annual or special meeting. In case a quorum for the transaction of business is not present at a meeting those
present may adjourn to such days as they shall, by majority vote, agree upon, and a notice of such adjournment shall be to each member at least five days before such adjourn meeting. If a quorum is present, a meeting may be adjourned from time to time without notice other than announcement at the meeting. At adjourned meetings at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally noticed. If quorum is present, the members may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than quorum. A majority of the vote entitled to be cast by the voting membership present at a meeting at which a quorum is present shall be necessary for the adoption of any motion unless a greater proportion is required by law or these bylaws.

ARTICLE XIV

AMENDMENTS

These bylaws may be amended by 2/3 vote cast by the membership at a meeting called for which notice indicated the proposed amendment.