

**RESTATED BYLAWS
OF
UNITED TRIBES TECHNICAL COLLEGE**

ARTICLE I

CORPORATE NAME AND OFFICES OF CORPORATION.

Section 1. Name. The name of the corporation is United Tribes Technical College, hereinafter UTTC.

Section 2. Offices. The principal office of the corporation in the state of North Dakota shall be located in or near the city of Bismarck, County of Burleigh. This corporation may have such other offices, either within or without the state of North Dakota as the Board of Directors described herein (hereafter "Board") may designate or as the business of the corporation may require from time to time.

ARTICLE II

NATURE OF CORPORATION AND MEMBERSHIP IN CORPORATION

Section 1. Charitable corporation. This corporation is a charitable corporation and has no capital stock. This corporation will be composed of members. The members of this corporation are federally recognized Indian tribes, namely: the Spirit Lake Tribe, the Standing Rock Sioux Tribe, the Turtle Mountain Band of Chippewa, the Three Affiliated Tribes (the Mandan, Hidatsa and Arikara Nation), and the Sisseton-Wahpeton Oyaté.

Section 2. Purpose and principal business of corporation. The purpose of the corporation, as stated in the Articles of Incorporation, is to assist in the economic development of its member Tribes. The principal business of the corporation is the operation of an accredited degree granting postsecondary institution of learning whose students are primarily American Indians from federally recognized Indian tribes.

Section 3. Membership in the corporation is not transferable. No member Tribe may transfer their membership in the corporation to another Tribe, tribal organization, corporate or unincorporated entity of any kind, or any individual person or any other group of individual persons organized or otherwise.

Section 4. Each member of corporation has two (2) votes. Each of the five members of this corporation shall be entitled to two (2) votes on any matter that members are entitled to cast a vote.

Section 5. Structure of the Board and Board delegate qualifications.

1. Each of the five (5) members of this corporation shall be entitled to be represented on the Board of the corporation by two (2) delegates, also called "directors" in these bylaws. Each delegate shall be entitled to one vote and no vote shall be cast except by a delegate present at a duly called and authorized meeting at which a quorum, as hereinafter defined, is present. No individual vote may be divided into fractional parts.

2. One of the delegates from each tribe shall be the duly elected chairman or president of the tribal governing body for that respective tribe. Upon being elected chairman or president of the respective tribal governing body, said delegate shall present to the secretary of the corporation a verified resolution from the tribal governing body showing designation as tribal chairman or president. The person so designated shall continue in his or her capacity as a delegate to the Board by reason of his or her tribal chairmanship until such time as there has been presented to the corporation, in writing, a duly verified resolution showing election of a new chairman or president of the respective tribal governing body, or until the authority of the individual to act as president or chairman of his or her respective tribe has terminated. The said resolution shall also advise the Board of the name of the person serving as the vice-chairman of the respective tribal governing body. In the event the tribal chairman is unable to attend any meeting of the Board, the person who has been designated as vice-chairman in the above stated resolution shall have the authority to sit as the official delegate of the respective tribe on the Board in the same capacity as if he or she were the tribal chairman..

3. The other delegate, hereinafter designated "permanent delegate", shall be designated by the respective tribal governing bodies of each of the above mentioned tribes. Except for the procedure outlined in this Article, Section 6, below, the person selected as the "permanent delegate" of the respective tribal governing body shall also be designated in writing by a duly verified resolution from the respective tribal governing body authorizing, by name, the specific "permanent delegate" to serve on the Board. The respective tribe shall also have the right and authority to designate as many other alternate "permanent delegates" as the tribe may wish. Said alternates shall be recognized with priority given in the same order as their name shall appear in the tribal resolution designating said alternates with the first person so designated having priority, and the balance of the names designated having priority in descending order.

4. The duly verified resolutions referred to above must be filed with the Secretary of the Board, or such other person authorized to have custody of the corporate records, prior to the commencement of any meeting of the Board at which the designated delegate shall be entitled to vote. The duly verified resolutions shall be continuing in nature and shall expire upon the presentation to the Secretary of the Board a verified later resolution bearing a later date or until the authority of the person designated in the resolution to act on behalf of the tribe has ceased.

5. In the event two or more persons should file duly verified resolutions with the Secretary of the Board, each of which purports to authorize a different person as the duly authorized "permanent delegate" to the Board of the corporation, the duly verified resolution with the latest date shall be recognized as designating the "permanent delegate." If the dates of the duly verified resolutions are the same, the Board may determine the qualification of the person designated as the "permanent delegate", provided that at least five (5) duly selected members of the Board are present to determine the sufficiency of the qualifications of the "permanent delegate."

6. In lieu of a duly verified resolution, and provided at least five (5) duly qualified members of the Board are present, the Board may accept, for the purposes of establishing a quorum and conducting business, a letter from the chairman or secretary of the member tribe that designates any individual member of that tribe as the permanent second delegate to the Board; with the understanding that should an otherwise duly qualified permanent second delegate appear at the meeting and ask to be counted as present, the other second delegate designated as such by the letter of the chairman or secretary of that tribe, will no longer be eligible to participate as a board member for the remainder of that meeting. The letter so provided under this subsection shall substitute for the duration of the meeting for any duly verified resolution of the member Tribe that is otherwise required under these bylaws.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Power and eligibility.

1. The Board of this corporation shall consist of the ten (10) persons selected as delegates to the Board of this corporation under Article II of these by-laws. The corporate powers, business and property of this corporation shall be exercised, conducted and controlled by the Board, consistent with these by-laws, and state and federal law. The Board shall have the responsibility to provide for adequate records to be kept as may be necessary to show the principal transactions of the corporation as carried out by the Board, and by all persons and officers employed by the corporation to carry out the purposes of the corporation as set forth in the corporation's Articles of Incorporation. Such records shall show in detail the management of the corporation's fiscal affairs, and shall generally show such information as may be necessary to indicate the validity and regularity of all corporate proceedings, transactions and accounts.

2. The Board shall be responsible for the general management and control of all of the business and affairs of the corporation, including control of all persons who are employees of the corporation. The Board may exercise all powers of the corporation available to non-profit corporations operating pursuant to the laws of the state of North Dakota.

3. The Board shall select a chief executive officer of the corporation, who will be known as the President of the college operated by the corporation, and who will have day-to-day management and control of the corporation. Other than as stated in these by-laws, the President shall have such authority over the affairs of the corporation as may be granted by the Board.

Section 2. Election and tenure of office. Each member of the Board shall be the same persons designated as delegates by the five (5) tribal members of the corporation designated in Article II of these by-laws and said directors shall serve until their successors are elected and qualified as provided in Article II of these by-laws.

Section 3. Vacancies. In the event a vacancy occurs on the Board by reason of death, resignation, inability to act, or any other cause, such vacancy may only be filled by the respective tribe from which such director is a delegate in accordance with the provisions of Article II of these by-laws, and upon the filing of a duly verified resolution hereinafter provided. See also Article V, Section 8, regarding removal of Board members.

Section 4. Compensation. The members of the Board shall serve without compensation except that the Board may by appropriate resolution from time to time provide for reimbursement of out-of-pocket expenses or per diem expenses incidental to the director's service on the Board, and each director may receive an honorarium of an amount to be determined by the Board for each meeting at which the director is recognized as being present by the Secretary of the corporation, including any meeting conducted by electronic means at which the director is present, but at which physical presence of the director is not required.

ARTICLE IV

MEETINGS OF DIRECTORS

Section 1. Time and place of meeting. The meetings of the Board shall be held at such times and places at the offices of the corporation in Bismarck, North Dakota or elsewhere as the Board may determine, either upon motion or at the call of the Chairman of the Board, or upon the call of any five (5) of the members of the Board, upon ten (10) days' written notice to each director specifying time, place and purpose of any such meeting. While notices of meetings shall generally specify the purpose of the meeting and its character, any business of the corporation may be transacted by the Board at any meeting regardless of the purpose that may have been stated in the original notice. Except for a meeting at which amendments to these bylaws may be acted upon, and provided that all directors have been notified and a quorum is present, any notice requirement stated in these bylaws for any meeting or for conducting business of the corporation may be waived upon an affirmative vote of the majority of the directors present.

Section 2. Physical presence of Board members not required. The Board may conduct meetings by means other than physical presence, including telephonic conferencing,

tele-video conferencing with or without the assistance of the Internet, or by means of electronic mail or messaging systems, provided that, where a physical means of identification of each director present is not possible, a system is established, such as electronic signature codes, to verify the identity of those directors present. The Secretary, or such person as the Secretary delegates, shall be responsible for verifying the presence and identity of members of the Board when physical verification is not possible. Proxy voting is not allowed under any circumstances.

Section 3. Waiver of Notice. Any notice required by these by-laws, including any required notice of a meeting, may be waived by the Board for the purpose of conducting any business of the Board upon a two-thirds affirmative vote of all members present, provided a quorum of six (6) Board members has been established.

Section 4. Conduct of meetings.

1. Except as otherwise provided herein, meetings of the Board shall be conducted in accordance with Robert's Rules of Order, or any other set of generally recognized rules for conducting meetings of organizations as the Board may specify. A copy of such rules as adopted will be provided to each member of the Board.
2. From time to time, the Board may determine who is allowed to attend meetings. The Board may go into executive session for personnel matters and discussions involving legal matters pending before the corporation.

Section 5. Recess. The Board may recess any meetings from day to day without further notice or discussion.

Section 6. Quorum. Any six (6) directors shall constitute a quorum for the transaction of any business properly within the powers of the Board. Any matter that comes before an annual or special meeting at which a quorum is present may be acted upon, subject to the exceptions and requirements for amendments of these bylaws as hereinafter set out in Article VII. See also Article II, Section 5, Clause 6, for an alternative means of establishing a quorum when five (5) directors are present.

Section 7. Majority rule. Once a quorum has been established, on all ordinary matters, other than as specified in these by-laws or by requirements imposed on the corporation by a funding source, a majority vote of the directors present shall prevail.

Section 8. Matters requiring a two-thirds vote. Once a quorum has been established, on any matter dealing with a major expenditure, including approval of an annual budget for the corporation, an affirmative vote of two-thirds (2/3) of the directors present shall be required for passage of the matter under consideration. See Article VI, Section 4. For the purpose of these bylaws, a major expenditure, other than what has been approved by the Board in the annual budget subject to approval by the Board in the manner set out in this section and as required elsewhere in these bylaws, includes any contract or single expenditure of \$100,000 or more.

Section 9. Records. Minutes, resolutions and other records to be kept.

1. The Board shall cause to be completed a record of minutes of all proceedings at any and all meetings held by the Board at which a quorum has been established, and all resolutions acted upon by the Board, whether passed or rejected, shall be placed in the minutes as an attachment. The Secretary of the corporation shall act as the Recording Secretary for the Board and shall keep and have custody of the record of the proceedings of the Board, which shall constitute a record of the corporation. The Board may designate other persons from time to time to assist in recording and record keeping as may be needed.

2. Electronic records may be kept of the proceedings of the Board, including voice or video recordings, electronic recordings of meetings conducted through electronic media such as the Internet, or other kinds of electronic communications, or other kinds of electronic means of recording, but in all cases in which the legitimacy of the records may be in question, original paper documents shall be considered the authentic records of the corporation. For any meeting or period in which no paper records exist, up to and including the date of approval of these Restated Bylaws, electronic records of the corporation, if any, as kept by the Board for such meeting or period shall be considered the authentic records of the Board.

3. All resolutions of the board are to be signed by the Chairman of the Board and verified by the Secretary of the Board. All minutes of any meeting at which a quorum was present and at which business was transacted shall be subject to approval by an affirmative vote of the majority of the Board members present at its next regularly scheduled meeting at which a quorum is present or as soon thereafter as is practicable. Such minutes will not be disseminated publicly or be considered the official minutes of the corporation until approved by the Board as previously set forth.

ARTICLE V

OFFICERS OF THE CORPORATION

Section 1. Directors elect or appoint officers and set terms of office. The Board shall appoint or elect all officers of the corporation, which officers shall hold their offices until their successors are appointed or elected by the Board, or the Board has been duly informed that the director is no longer eligible to be on the Board because the director was not reelected to the position of Chairman of a member Tribe of the corporation, otherwise disqualified by the Tribe of which the director is a citizen, or the director was replaced by the Tribe by resolution of the Tribe. All officers must stand for election or re-election at a meeting of the Board to be called in conjunction with or immediately following the annual meeting of the Board as called by the Chairman of the Board. Because the Board members are generally elected officials of the Tribe of which they are citizens, and may become ineligible if they are no longer a member of the governing body of the Tribe of which they are a citizen, in the absence of both the duly elected Chairman and Vice-Chairman of the Board, any other officers of the Board may call and

preside over the meeting of the Board at which elections of officers takes place until duly qualified officers have been elected.

Section 2. *The officers of the Board shall consist of a Chairman, Vice-Chairman, a Secretary and a Treasurer.* All officers shall hold their offices at the will of the Board and shall at all times be under the direction and control of the Board. The Board may delegate powers to officers of the corporation and assign them duties not herein specified for such officers. The Board by majority vote may authorize the Secretary and the Treasurer position to be combined.

Section 3. *Chairman.* The Chairman of the corporation shall be a director and shall be the chairman of the Board and preside at all meetings of the directors and at the annual meeting of the Board. The Chairman shall have a right to vote on all matters that come before the Board. Should there be a tie vote on any matter that comes before the Board, the matter shall be deemed to have been lost.

Section 4. *Vice-Chairman.* The Vice-Chairman shall perform such duties as may be assigned by the Board. In cases of death, disability or absence of the Chairman, the Vice-Chairman shall perform and be vested with all of the powers and duties of the Chairman.

Section 5. *Secretary.* The Secretary of the corporation shall keep a record of the minutes of the proceedings of all meetings of the directors of the corporation, and shall give notice of such meetings as required by these bylaws. The Secretary shall have custody of all records pertaining to the meetings of the Board except such records as may be in charge of some employee of the corporation or other officer of the Board authorized by the Board by resolution to have custody and possession of the records. These records may be kept electronically, provided a paper copy of these proceedings is also maintained, as provided in Article IV, Section 9. The Secretary shall also have the additional duties specified in Article IV, Section 2 and 9 or elsewhere in these bylaws.

At any meeting at which a quorum is present, in the absence of the Secretary, the Board shall designate a Secretary *pro tem*. The Secretary *pro tem* shall have the authority to sign any official document that is acted upon by the Board at the meeting. The designation of the temporary Secretary shall be so noted in the minutes of the meeting.

Section 6. *Treasurer.* The Treasurer shall be the chief accounting officer of the corporation and be responsible for the accounts thereof. The Treasurer, with the approval of the Board, may designate such person or persons as may be necessary, who are employees of the corporation, to assist with the keeping of the accounts of the corporation. The Treasurer, with the approval of the Board, shall designate the banks or depositories into which funds of the corporation shall be deposited from time to time.

Section 7. *Who may preside at meetings.* At any meeting at which a quorum is present, and the Chairman and the Vice-Chairman are absent, any other officer of the Board may preside at the meeting as temporary Chairman (Chairman *pro tem*), or, in the absence of all officers of the Board, the remaining Board members may select a Chairman *pro tem* to preside at the meeting. The Chairman *pro tem* shall have the authority to sign any official document that is acted upon by affirmative vote of the Board at the meeting. The designation of the Chairman *pro tem* shall be so noted in the minutes.

Section 8. *Removal of members of the Board.* All members of the Board serve at the pleasure and at the direction of the member tribes they represent. Upon failure of any member of the Board to carry out his or her duties as provided in these bylaws or as otherwise provided by the Board, the Board may recommend to any member tribe that a replacement Board member be selected. Failure of a Board member to carry out assigned duties includes, but is not limited to, failure to attend any three consecutive meetings of the Board duly noticed and called; conviction in tribal, state or federal court of a serious crime; or undue interference in the day-to-day affairs of the corporation. If the director subject to removal is a Chairman of a member tribe, and the tribe has not removed the Chairman, the Board shall notify the member tribe of the failure of the Chairman to carry out his or her duties as assigned under these bylaws. For any Board member subject to removal, the remaining Board members may take such further action is as necessary to ensure that the actions of the Board member does not interfere with the operation of the corporation.

Section 9. *Obligations of the corporation.* Except as otherwise authorized herein, the officers of the corporation, nor any other members of the Board, nor any employee of the corporation, shall not, either collectively or individually, borrow money or pledge any of the assets of the corporation as security for any loans and shall not enter into contracts involving the corporation in any obligations or commitments without express authorization of the Board.

ARTICLE VI

MISCELLANEOUS PROVISIONS.

Section 1. *Seal.* The corporation may have a corporate seal. The seal shall bear the name of the corporation, and the name of the state of North Dakota, and the words Corporate Seal. The use of the seal, if any, on any official document of the corporation is not required.

Section 2. *Fiscal year.* The fiscal year of the corporation is the first day of July and the last day of the fiscal year is the thirtieth day of June in the succeeding year.

Section 3. *Annual budget required.* An annual budget, covering the corporation's fiscal year, shall be developed for the corporation and shall be presented to the Board by the chief executive officer of the corporation for approval not later than one month prior to

the start of the fiscal year. An affirmative vote of two-thirds (2/3) vote of the directors present at a duly called meeting of the Board shall be required to adopt the annual budget. Any changes to the budget that where the budget as a whole is adjusted either negatively or positively by more than 10% (ten percent) must be approved by the Board in the manner provided in this Section.

Section 4. *Approval and disbursement of funds; internal financial and asset controls.*

1. All checks and any other disbursements of the funds of the corporation, however described, shall be signed by at least one officer of the corporation and by the President of the corporation, however, the Board may from time to time by resolution, authorize any other officer or other employees of the corporation to sign checks or other disbursements, provided that at least one officer of the Board and one employee are signatories on all checks and other disbursements. The Board, by motion, duly reflected in the minutes, may authorize funds to be transferred electronically between or within the accounts of the corporation under the authority of one or more persons who are employees of the corporation as may be needed, provided that the bank or depository from which such funds are being transferred recognizes the authority of the individuals who are attempting to transfer the funds from account to account.

2. To protect the financial and other assets of the corporation, a system of internal controls shall be established under the authority of the chief executive officer of the corporation, subject to review by the independent auditor chosen as described in Article VI, Section 5, below.

3. All major expenditures must be approved by an affirmative vote of two-third (2/3) majority of the Board members present at a duly called meeting of the Board at which a quorum is present, other than any expenditure included in the annual budget approved by the Board as provided in Section 3 of this Article, or authorized to be expended in any grant or contract entered into by the corporation. A "major expenditure" includes any contract or single expenditure of \$100,000 or more.

Section 5. *Annual audit.*

1. The Board shall provide for an annual audit to be conducted by qualified independent auditors in accordance with all laws and regulations applicable to the funding sources of the corporation. Any auditor or audit firm selected for conducting the required annual audit will provide such qualifications and references as may be required by the Board. Such audit will include, if necessary, separate audits of programs for which the corporation is responsible if such separate audit is required by the funding source.

2. Auditors so chosen by the Board shall be required to complete the required audit(s) in a manner and at a time consistent with a thorough review by the Board, the Audit and Finance Committee, and other executive officers of the corporation prior to any date required by any funding source for completion of the audit.

3. Subject to the conditions of this section, from time to time, and in any case not less than every three (3) years, the Board may review the auditor or audit firm selected to perform the annual audits and may select a new firm or auditor to audit the books of the corporation.

Section 6. Audit and finance committee. There will be appointed and authorized by the Board as a permanent committee of the corporation an Audit and Finance Committee composed of three (3) persons, one of whom may be a non-Board member. Each member of the Audit and Finance Committee will serve no more than three (3) consecutive years as a member of the Committee.

The Audit and Finance Committee will be responsible for reviewing the annual audit of the corporation and making recommendations to the Board regarding any findings or recommendations of the auditors who are hired by the Board to conduct the annual audit. The Audit and Finance Committee will also be responsible for reviewing the financial condition of the corporation as may be reported to the Board from time to time by the chief financial officer of the corporation, and will make such recommendations to the Board as may be necessary based on the Committee's periodic review of the corporation's financial condition. The Audit and Finance Committee may use the resources of the corporation's financial offices to conduct its financial reviews.

Section 7. Endowment and Investment committee. The Board shall appoint a committee of the Board of three (3) persons to a permanent Endowment and Investment Committee, one of which may be a non-Board member. Each member of the Endowment and Investment Committee will serve no more than three (3) consecutive years as a member of the Committee.

The Endowment and Investment Committee will be responsible for enhancing and protecting funds designated as "endowment funds" by any donor of such funds to the corporation. With the assistance of executive officers of the College, the Endowment and Investment Committee will recommend to the Board an overall investment strategy for designated endowment funds, and will review and make recommendations to the Board and executive officers of the corporation regarding the use of the income from the endowment fund or funds, including those funds that are earmarked for specific uses.

Section 8. Limitations on hiring. The policy of this corporation shall be that no officer, delegate, member, director or employee shall have the right to participate in a decision to hire or fire any blood relative or immediate in-laws of said officers, delegates, members directors or employees, for any position of employment with the corporation or any of its programs or activities. "Blood relative" shall mean the spouse, mother, father, or any children, aunt, uncle, grandfather, grandmother, cousin or any in-laws of similar degree to the foregoing listed relatives of the officer, delegate, member, director or employee to whom this limitation applies.

Section 9. Actions by Board not binding on member tribes. Any action by this Board taken in relation to any issue of concern to any one or more of its member tribes is not

binding on any of the member tribes of this corporation. The tribes who are members of this corporation may, without regard to any position or resolution taken by the Board as established by these by-laws, develop individual resolutions or positions regarding issues of importance that come before their respective governing bodies. This provision does not affect the actions taken by the Board regarding management of the corporation.

Section 10. *Restated bylaws supersede any previous set of bylaws of the corporation.* The bylaws as stated herein supersede and replace any previous set of bylaws or amendments to bylaws as may have been adopted by the Board at any previous time that the corporation has been in existence.

ARTICLE VII

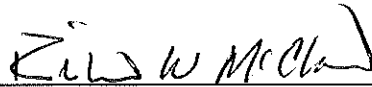
AMENDMENTS

Section 1. *How made.* Amendments to these bylaws may be made at any annual or special meeting of the Board, provided, however, that the proposed amendment(s) shall be sent to each director of the Board together with notice of the meeting at which the proposed amendment is to be considered. The notice shall state, if applicable, the old section of the bylaws and shall state the proposed new bylaw(s) as would appear if adopted by the Board. The notice for amendment(s) to these bylaws required by this section may not be waived by the Board. , A two-thirds (2/3) affirmative vote of all the members of the Board, equaling seven (7) directors, is required to amend these bylaws.

KNOW ALL PERSONS that we, the undersigned duly authorized directors of the corporation, and delegates to the Board of Directors of the member tribes of the corporation, known as United Tribes Technical College, do hereby certify that at a duly called and noticed meeting of the Board of Directors, the foregoing bylaws were duly adopted, by resolution attached hereto, as the bylaws of the said corporation on the 6th day of March, 2015, with a vote of 7 (seven) in favor, and 3 (three) not present and not voting, with the vote in favor of the adoption of the foregoing bylaws constituting at least a two-thirds (2/3) majority of the ten (10) members of the Board, and that the same do now constitute the restated bylaws of said corporation

[Signatures of Board Members are on following page]

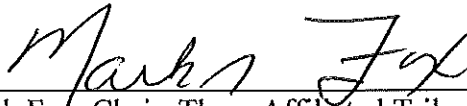
United Tribes Technical College Board Members agreeing to Restated By-laws



Richard McCloud, Chair, Turtle Mt. Band of Chippewa



Jim Baker, Turtle Mt. Band of Chippewa

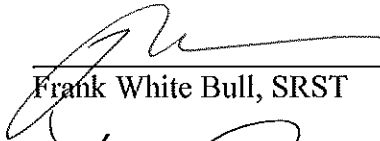


Mark Fox, Chair, Three Affiliated Tribes

Mervin Packineau, Three Affiliated Tribes



Dave Archambault II, Chair, Standing Rock Sioux



Frank White Bull, SRST




Myra Pearson, Chair, Spirit Lake Tribe



Nancy Green Robertson, Spirit Lake Tribe



Bruce Renville, Chair, Sisseton-Wahpeton Oyate



Dave Flute, Sisseton-Wahpeton Oyate