

# **Bylaws of Central Middle School Parent-Teacher Organization**

## **Article I – Name and Corporate Seal**

Section 1.     Name. The name of the nonprofit corporation shall be Central Middle School Parent-Teacher Organization (hereinafter “Corporation”).

Section 2.     Corporate Seal. Corporation may, but need not, have a corporate seal, and the use or nonuse of a corporate seal shall not affect the validity, recordability, or enforceability of a document or act. If Corporation’s Board of Directors adopts a corporate seal, the use of the seal is not required. The seal need only include the word “Seal,” but it may also include, at the discretion of the Board, such additional wording as is permitted by Chapter 317A. The seal shall be intellectual property owned by Corporation.

## **Article II – Purpose**

Corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code. This corporation shall not be operated for profit, but rather shall be operated exclusively for charitable purposes.

The specific purpose of Central Middle School Parent-Teacher Organization is educational and charitable:

- Educational: Instructing the public and raising community awareness about “educating for success in our diverse and changing world.” This includes teaching the public about:
  - Promoting positive communication between school staff and the families served in order to improve academic performance, endorse a challenging curriculum, foster mutual accountability, and ensure the high academic achievement of all learners;
  - Educating families regarding the best learning methods for youth as well as the promotion of effective learning while at home;
  - Assisting teachers before, during, and after the school year to meet their educational objectives;

- Communicating and collaborating with other educational organizations to increase breadth and depth of educational opportunities.
- Charitable: Advancing education; combating community deterioration and juvenile delinquency; and lessening the burdens of government.

### **Article III – Location**

Section 1. Registered Office. The registered office of Corporation is the place designated in the Articles of Incorporation as the registered office. Corporation may change its registered office in accordance with Chapter 317A, Minnesota Statutes, as amended from time to time (hereinafter, “Chapter 317A”). As of the date these Bylaws were adopted, the registered address of Corporation was Central Middle School Parent-Teacher Organization, Central Middle School, 8025 School Rd., Eden Prairie, MN 55344. The corporate records shall be stored at Corporation’s registered office.

Section 2. Mailing Address. Corporation’s mailing address is Central Middle School Parent-Teacher Organization, Central Middle School, 8025 School Rd., Eden Prairie, MN 55344.

Section 3. Other Offices. Corporation may maintain other offices and places of business, within or outside the State of Minnesota, as the Board may from time to time designate or the business of the Corporation may require.

### **Article III – Membership**

Section 1. Types of Membership. The Board shall have the authority to establish and define multiple categories of membership, if desired.

Section 2. Voting Membership.

A. Eligibility for Membership. Application for voting membership shall be open to the following persons, eighteen (18) years of age and older, who support the purpose and mission of the organization:

1. Parents/guardians of children currently enrolled in Eden Prairie School District #272;
2. Teachers, staff, employees, and other independent contractors engaged by Eden Prairie School District #272;
3. Interested community members; and

4. Persons or entities who would otherwise not meet 1 – 3 above, but the Board of Directors determine would demonstrate excellent commitment and provide necessary time, talent, or treasure to the organization.

Membership shall be granted after completion and approval of a membership application as well as payment of annual dues/fees/assessments (if any).

- B. Classes of Membership. The Board of Directors has the authority to establish and define classes of voting membership, and these classes may be changed from time to time. Corporation shall have the following classes of voting membership:
1. General Members: Any natural person, aged eighteen (18) years or older, who meets the eligibility requirements and pays all required dues/fees/assessments.
  2. Honorary Members (no dues/fees/assessments):
    - i. Any person eighteen (18) years of age and older, who has rendered unusual and especially valuable service to Corporation;
    - ii. This category of membership is conferred only on recommendation of the Board of Directors and by a majority of the voting membership in “good standing” at a membership meeting.
- C. Annual Dues. From time to time, Corporation shall determine the annual dues and all other fees and/or assessments owed by approval of a majority of the voting membership in “good standing” at a membership meeting. The Board of Directors shall publish the costs of the membership dues, fees, and/or assessments on an annual basis to all members and prospective members. “Good standing” and continued voting membership is contingent upon being current on payment of dues, fees, and/or assessments. Annual dues shall be paid by March 31 of each year. Dues not paid by April 1 shall be deemed delinquent. Failure to pay the fee or assessment shall subject members to removal unless special arrangements are made with the Board. The Board has the authority to waive fees or assessments for persons in demonstrable financial distress. In the event of such a determination of hardship, the Board may require the member to participate in additional fundraising/volunteer activities.
- D. Rights of Members. Each voting member in “good standing” shall be eligible to cast one (1) vote in the annual meeting of the voting membership as well as one (1) vote in any periodic vote involving the voting membership. Members must vote in person, U.S. mail, or e-mail when authorized by Board action. Voting by proxy is *not* permitted. Additional benefits of membership shall include: recognition in Corporation publications,



members-only announcements and events, the ability to serve as a Board Member, and other such benefits as the Board of Directors may determine from time to time.

No member shall be responsible for any financial obligation of the Corporation.

- E. Membership Duration. Once registered as a Corporation Member, Membership shall continue (so long as he/she is in “good standing”) for one calendar year, or as determined by resolution of the Board.

Membership in Corporation shall not be assigned nor transferred in any manner.

- F. Resignation and Suspension, Termination and Sanctions. All rights, privileges, and benefits of voting membership shall cease for a member upon any of the following:

1. Voluntary resignation by the member with the Corporation;
2. Death of the member;
3. Expiration of the membership duration;
4. Failure of the member to pay membership dues, fees, and/or assessments in a timely manner;
5. Termination, suspension and/or sanctions may be imposed upon a member for “good cause shown” by:
  - i. A majority vote of the Board of Directors confirmed by a majority vote of eligible voting members;
  - ii. A two-thirds vote of the Board of Directors;
  - iii. A two-thirds vote of the voting membership.

“Good cause shown” may include acts detrimental to the Board and its work on behalf of the organization and/or acts detrimental to the Corporation and its mission. This could include violation of Corporation’s Articles and/or Bylaws, misappropriation of Corporation assets, or actions/omissions in contravention to the mission and values of Corporation. Termination must also follow due process procedures in Minn. Stat. § 317A.411.

6. Dissolution of the Corporation.

- G. Reinstatement of Membership. Former members of Corporation whose termination occurred, and who, during such absence, has been observed to maintain active support of Corporation’s purposes, shall be permitted to seek reinstated membership. The

terminated member must submit an application to the Membership Committee, which shall forward appropriate recommendation to the Board of Directors. Corporation may reinstate the terminated membership by approval of a majority of the voting membership in “good standing” at a membership meeting.

Section 3. Non-voting Membership. The Board of Directors shall have the authority to establish and define non-voting membership. Non-voting members shall receive all member benefits and are welcome to attend Corporation meetings but shall have no voting rights. Non-voting members shall be subject to the same rules and policies with respect to membership duration, resignation, suspension, termination, and sanctions.

#### **Article IV – Meetings of Members**

Section 1. Record Date and Membership Roll. After the Board of Directors has fixed a record date for determining the membership roll pursuant to Minn. Stat. § 317A.437, the Secretary shall prepare an alphabetical list of member names with addresses who are entitled to receive a notice and vote. This list shall be approved and adopted by the board as the official membership roll for mailing notices for that particular meeting. The same list will be available at the meeting and used for member check-in and ballot distribution.

Section 2. Notice. Written notice, including the date, time, and place of the meeting, shall be provided to each member listed on the official membership roll, at least five (5) calendar days in advance of the meeting. Notice shall not be provided more than sixty (60) calendar days in advance of the meeting. This notice shall be given personally, by mail, e-mail, telephone, or facsimile.

Section 3. Annual Meetings. An annual meeting of the voting membership shall take place in the month of April/May the specific date, time, and location of which will be designated by the President of the Board. If the President fails to select a place for the annual meeting, it shall be held at Corporation’s registered office. The annual meeting shall be held for the purpose of electing the Board of Directors and the Officers of Corporation, as well as the consideration of any other business that may be properly brought before the Board. This shall include, but not be limited to, Board reports to the membership regarding Corporation activities and financial position; authorization of the annual information return for submission; approval of policy/procedures, articles, and bylaws changes; and contribution of members’ input toward the direction of the Corporation for the coming year.

Section 4. Regular Meetings. Regular meetings of the members may be called by the President of the Board, a simple majority of the Board of Directors, or a petition signed by ten percent (10%) of the of the members entitled to vote. Business transacted at a regular meeting is



limited to the purposes stated within the notice of the meeting. Regular meetings of the voting membership shall be held every other month or at such times as the Board of Directors may decide.

Section 5. Special Meetings. Special meetings of the members may be called by the President of the Board, a simple majority of the Board of Directors, or a petition signed by ten percent (10%) of the of the members entitled to vote. Business transacted at a special meeting is limited to the purposes stated within the notice of the meeting.

Section 6. Quorum. A quorum of the members is ten percent (10%) of the members entitled to vote at that meeting. If a quorum is not present, the meeting may be adjourned and recalled with five (5) days written notice provided prior to the new date.

Section 7. Voting. All issues to be voted upon shall be decided by a simple majority of those present at the meeting in which the vote takes place unless specified in these Bylaws. Voting shall be by paper ballot. All eligible voters may cast one vote. Voting by proxy is NOT permitted. The following decisions shall require approval of the voting membership:

- Election of Directors and Officers;
- Approval of the Corporation Budget;
- Amendments of the Budget that require an increase of any budget item by more than \$2,500 or an addition of a budget item that is more than \$2,500; and
- Amendments to the Articles of Incorporation and/or Bylaws.

Section 8. Meeting Procedures. All questions of order with respect to any meeting or action of Corporation, its Board of Directors, or any committee appointed hereunder shall be resolved in accordance with Robert's Rules of Order Newly Revised, as modified from time to time, or in such another orderly manner that is deemed appropriate by the President.

Section 9. Meeting Decorum. Corporation shall follow best and lawful practices for conducting business at Board and membership meetings. The Board of Directors shall exemplify, communicate, and enforce the expectation that meetings be conducted in an orderly and respectful manner. The Board of Directors reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. Per Robert's Rules of Order Newly Revised, the President has the sole responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and exclude non-members. If necessary to maintain an orderly meeting, the President has the authority to remove a participant from the meeting.

## **Article V – Board of Directors**

Section 1. Number and Qualifications. Corporation's Board of Directors shall be composed of not less than three (3) nor more than fifteen (15) persons who are broadly representative of the community interests, possess applicable professional experience, or who have an expressed concern for the educational and charitable purposes of Corporation. Directors must be members of Corporation in "good standing," of sound moral character, and demonstrating prudent judgment.

Section 2. Governing Powers. Pursuant to the Minnesota Nonprofit Corporation Act, Chapter 317A et seq. of the Minnesota Statutes, The Board of Directors shall have all the duties and powers necessary and appropriate for the overall direction of Corporation, including but not limited to:

- A. Perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, or these Bylaws;
- B. Appoint and remove, employ and discharge, and, except otherwise provided in these Bylaws, prescribe the duties and fix compensation, if any, of all Officers, agents, employees, independent contractors, and/or committees of Corporation;
- C. Supervise all Officers, agents, employees, independent contractors and/or committees of Corporation to assure that their duties are performed properly;
- D. Meet at such times and places as required by these Bylaws; and
- E. Register their addresses with the Secretary of the Corporation, and have Corporation notices sent to them at such addresses. Corporation notices shall be valid so long as they are sent within the proper legal timeframe.

The Board of Directors may engage in such acts that are in the best interests of Corporation and that are not in violation of Minnesota Statutes, specifically, Chapters 309, 317A, and 501B, and federal law. No Director shall have any right, title, or interest in or to any property of Corporation. There shall be no cumulative voting among Directors.

Section 3. Terms. All Directors shall serve a one (1)-year term. There shall be no limit to the number of terms a Director may serve.

Section 4. Election Procedures. Directors and Officers shall be elected at the annual meeting. Directors and Officers shall be elected by the voting members of Corporation according to the following procedures:



A. NOMINATION COMMITTEE MEETING:

1. A Nomination Committee shall be responsible for compiling a slate of prospective Directors representing the membership's diverse constituency. The Nomination Committee shall consist of the Vice President and at least one other natural person.
2. Members of the Nomination Committee shall be appointed by April 15th and shall serve up to and through the final ballots being cast and counted in April/May.
3. In the event of a vacancy among the Nominating Committee, the Board of Directors shall elect a successor to serve the remaining term of office.
4. Once the members of the Nomination Committee are appointed and upon proper notice to each member of Corporation, a Nomination Committee meeting shall be held prior to the annual meeting, with the specific date, time, and place of such meeting to be determined by the Board of Directors. At this Nomination Committee meeting, the Nominating Committee shall submit the names of potential candidates for the various available Corporation Director positions. In addition, nominations for potential candidates will also be accepted from the floor. Only persons selected as candidates by the Nominating Committee, and who consent to serve, shall be eligible for election as Directors at the annual meeting.
5. The slate of eligible Directors shall be sent to each voting member at least fifteen (15) days prior to the annual meeting.

B. ELECTION: Upon proper notice to each member of Corporation, an election shall be held at the annual meeting in April/May of each year, at a specific date, time, and place determined by the Board of Directors. Directors' terms of office shall be staggered by dividing the total number of Directors into two (2) groups. Therefore, only half of the Board of Directors shall be up for election/re-election each year. Outgoing Directors shall hold office until their successors have been elected and qualified. Unless elected to fill a vacancy, the term of office of a Director shall commence on July 1.

C. BALLOT: The election shall be conducted by secret written ballot by those present and qualified to vote.

D. VOTES REQUIRED: Each candidate is required to secure a plurality of the votes cast in order to be declared elected.



- E. RECOUNT: A candidate may call for an immediate recount after the reading of the results, after which the results shall be final.

Section 5. Resignation, Termination, Leaves, and Absences.

- A. A Director may resign or request a leave of absence at any time by giving written notice to the Secretary of Corporation. The resignation or request for leave of absence is effective immediately without acceptance, unless a later effective time is specified in the notice. If a resignation is effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor shall not take office until the effective date.
- B. A Director on leave shall be considered an inactive member of the Board of Directors.
- C. Any Director may be removed for just cause, including excess unexcused absences, by an affirmative vote of:
1. A majority of the voting membership in “good standing” at a membership meeting; or
  2. A two-thirds vote of the remaining Directors.
- D. The matter of removal may be acted upon at any meeting of the Board or any membership meeting, provided that notice of the intention to consider a Director’s removal has been given to each Director and to the Director affected at least thirty (30) days in advance of the meeting. A successive Director may then be elected to fill the vacancy thus created. Any Director whose removal will be proposed shall be given at least thirty (30) days notice of the intent to take such action and an opportunity to be heard at this meeting.

Section 6. Vacancies. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining Directors. Each person so elected shall be an interim-Director until that person or a successor is elected at the next annual meeting. When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new candidates from present Directors two (2) weeks in advance of the Board meeting. These nominations shall be sent out to Directors with the regular Board meeting announcement, to be voted upon at the next Board meeting.

Section 7. Compensation. No compensation shall be paid to Directors of Corporation for their services, time, and efforts. Directors, however, may be reimbursed for necessary and reasonable actual expenses incurred in the performance of their duties.

Section 8. Annual Meetings. An annual meeting shall take place in the month of April/May, the specific date, time, and location of which will be designated by the President of the Board. If the President fails to select a place for the annual meeting, it shall be held at Corporation's registered office. The annual meeting shall be held for the purpose of electing the Board of Directors and the Officers of Corporation, as well as the consideration of any other business that may be properly brought before the Board. This shall include, but not be limited to, Board reports regarding Corporation activities and financial position; authorization of the annual information return for submission; approval of policy/procedures, Articles, and Bylaws changes; and input toward the direction of the Corporation for the coming year. Annual meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, if desired.

Section 9. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. If the Board fails to select a place for a regular Board meeting, it shall be held at Corporation's registered office. The Board of Directors shall meet at least quarterly, or (4) times each year. Regular meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, if desired. The agenda shall be:

- Call to Order
- Roll Call
- Reading and Approval of Minutes of the Preceding Meeting
- Approval of Agenda of current meeting
- Reports of Officers
  - Secretary
  - Treasurer
  - Vice President
  - President
- Reports of Committees
- Old and Unfinished Business
- New Business
- Announcements
- Adjournment

Section 10. Special Meetings. The Secretary of Corporation shall call a special meeting upon the written request of any Director. If the Board fails to select a place for the special Board meeting, it shall be held at Corporation's registered office. Special meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, if desired.



Section 11. Notice. Written notice, including the date, time, and place of the meeting, shall be provided to each Director at least five (5) calendar days in advance of the meeting. Notice shall not be provided more than sixty (60) calendar days in advance of the meeting. This notice shall be given personally, by mail, e-mail, telephone, or facsimile. The attendance at, or participation of a Director in, any meeting requiring written notice shall constitute a waiver of notice of such meeting, except where the Director attends or participates for the express purpose of objecting to the transaction of business because the meeting was not lawfully called or convened.

Section 12. Quorum. At all meetings of the Board of Directors, fifty-one percent (51%) or greater of active Directors shall constitute a quorum for the transaction of all authorized business. If fifty-one percent (51%) or greater of active Directors are not present, a meeting cannot commence. Where the computation results in a fractional number, it shall be rounded upward to the next whole number. The acts of the majority of the Directors present at a meeting at which quorum exists shall be the acts of the Board of Directors of Corporation.

Section 13. Voting. During Board meetings, all matters, with the exception of amendments to the Articles and Bylaws, shall be decided by a majority vote of the Directors.

Section 14. Proxies. Voting by proxy shall NOT be permitted in meetings of Corporation's Board of Directors.

Section 15. Meeting Procedures. Robert's Rules of Order shall be the authority for all questions regarding Board meeting procedures.

Section 16. Meeting Decorum. Corporation shall follow best and lawful practices for conducting business at Board meetings. The Board of Directors shall exemplify, communicate, and enforce the expectation that meetings be conducted in an orderly and respectful manner. The Board of Directors reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. Per Robert's Rules of Order Newly Revised, the President has the sole responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and exclude non-members. If necessary to maintain an orderly meeting, the President has the authority to remove a participant from the meeting.

Section 17. Written Action. Pursuant to Minn. Stat. § 317A.239, any action required or permitted to be taken at a Board of Director's meeting may be taken by written action signed, or consented to by authenticated electronic communication, by all of the Directors. Such action shall have the same effect as a unanimous vote.

## Article VII – Officers

Section 1. Designation. Principal Officers of Corporation shall be: President, Vice President, Treasurer, and Secretary. The Immediate Past President shall serve as an advisor to the Board of Directors. At the discretion of the Board of Directors, other Officers may be elected with duties that the Board shall prescribe.

Section 2. Election of Officers. Officers shall also be Directors and must be elected at the annual meeting. Officers must be members of Corporation in “good standing,” of sound moral character, and demonstrating prudent judgment. Unless sooner removed by the Board, Officers shall serve for a term of one (1) year, or until their successors are elected. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. The Board of Directors shall also have the authority to appoint such temporary acting Officers as may be necessary during the temporary absence or disability of the regular Officers. When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new candidates from present Directors two weeks in advance of the Board meeting. These nominations shall be sent out to Directors with the regular Board meeting announcement, to be voted upon at the next Board meeting.

Section 3. Terms. All Officers shall serve a one (1)-year term that coincides with their term as Director. An Officer may serve only four (4) consecutive terms in one Officer position.

Section 4. Resignation. An Officer may resign by giving written notice to Corporation. The resignation is effective without acceptance when the notice is given to the Board, unless a later effective date is named in the notice.

Section 5. Removal. Any Officer may be removed from his/her position for just cause by a two-thirds vote of the Directors. The matter of removal may be acted upon at any meeting of the Board, provided that notice of the intention to consider an Officer’s removal has been given to each Director and to the Officer affected at least thirty (30) days in advance of the meeting.

Section 6. Compensation. Officers of Corporation may, but need not, receive reasonable compensation for their services, time, and efforts. The amount and frequency of payments shall be reasonable, in accordance with the Conflicts of Interest Policy, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws. No Officer shall receive any salary or wage unless recommended by the Board of Directors and approved by a majority of the voting membership in “good standing” at a membership meeting. Officers may be reimbursed for necessary and reasonable actual expenses incurred in the performance of their duties.



Section 7.     President.

- The President shall be the principal Officer of Corporation.
- Subject to the direction and control of the Board, the President shall have general active management of the business of Corporation. When present, the President shall preside at meetings of the Board and of Committees.
- The President shall see that the orders and resolutions of the Board are carried into effect, and, shall sign and deliver in the name of Corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles or by the Board to another Officer or the Executive Director(s).
- The President shall appoint all committees, standing and temporary. The President shall be a voting ex-officio member of all committees.
- The President shall certify the proceedings of the Board, and shall cast the deciding vote when the Board of Directors is equally divided.
- In general, the President shall discharge all duties incident to the Office of President and prescribed by the Board, and shall have such powers as may be reasonably construed as belonging to the Chief Executive of any organization.

Section 8.     Vice President.

- The Vice President shall act in the absence or disability of the President.
- The Vice President shall assist the President as requested.
- The Vice President shall serve as the Nominating Committee Chair.
- The Vice President shall perform other duties as prescribed by the Board or by the President.

Section 9.     Treasurer.

- The Treasurer shall have care and custody of all monies belonging to Corporation and shall be responsible for such monies or securities of the organization.
- The Treasurer shall be keep, or cause to be kept, all financial records belonging to Corporation. The records shall be maintained at Corporation's registered office.
- The Treasurer shall be responsible to keep accurate financial records for Corporation.
- The Treasurer shall deposit money, drafts, and checks in the name of and to the credit of Corporation in the banks and depositories designated by the Board; endorse for deposit notes, checks, and drafts received by the Corporation as ordered by the Board; and disburse Corporation's funds and issue checks and drafts in the name of Corporation, as ordered by the Board.

- The Treasurer, with the President or Vice-President, shall be authorized to sign all checks or drafts for the drawing of any amounts deposited in the banks to the credit of the organization. Upon transfer of the accounts to newly elected officers, the Treasurer will file the “authorized signature cards” with the banks holding the monies of the organization.
- With the assistance of the Finance Committee, the Treasurer shall prepare a proposed annual budget as well as present the budget and a report of the financial condition of the Corporation to the Board of Directors at the annual meeting, and will, from time to time, make such other financial reports to the Board of Directors and voting membership as may be required.
- The Treasurer shall comply with any federal or state law regarding the filing of appropriate reports, including but not limited to the IRS Form 990 and Minnesota Attorney General’s Office Charitable Registration.
- The Treasurer shall serve as the Finance Committee Chair and serve on the Development Committee.
- The Treasurer shall deliver to his successor, when duly qualified, all monies and property of the organization in his control or possession and take a receipt for the same.
- The Treasurer shall perform other duties as prescribed by the Board or by the President.

Section 10. Secretary.

- The Secretary shall take minutes during all meetings of the Board of Directors and voting membership, including but not limited to annual meetings, general meetings, special meetings, and committee meetings. Minutes should be an accurate record of all motions, votes, and decisions/actions of the Board/voting membership, and a brief record of all discussion topics on the agenda. The use of electronic audio and/or video recording devices is permitted, and such recordings/video shall be kept with the books and records of Corporation at the registered office.
- The Secretary shall collect and maintain all membership records, books, artifacts, and other paraphernalia belonging to Corporation. The records, books, artifacts, and paraphernalia shall be maintained at Corporation’s registered office.
- The Secretary shall give, or cause to be given, all notices of Board of Directors meetings and other notices required by law or these Bylaws.
- The Secretary shall comply with any federal or state law regarding the filing of appropriate reports, including but not limited to annual renewal with the Minnesota Secretary of State.
- The Secretary shall compile and maintain a current roster of the membership, and serve as the Membership Committee Chair.
- The Secretary shall maintain the registered office and purchase office supplies.



- The Secretary shall perform other duties as prescribed by the Board or by the President.

Section 11. Any Officer of Corporation, in addition to the duties and powers conferred upon him or her by these Bylaws, shall have such additional duties and powers as may be prescribed from time to time by the Board of Directors.

## **Articles VIII – Committees**

Section 1. Authority. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the Board of Directors. Each committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors, and shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than the Committee Chair, need not be Directors. Examples of committees that may be formed by the Board are:

- Membership Committee
- Nominating Committee
- Development/Fundraising Committee
- Public Relations Committee
- Legal and Governance Committee

Section 2. Executive Committee. The Board of Directors, by resolution adopted by a majority of the Board, may establish an Executive Committee to consist of at least the Officers. The President of the Board will be the Chair of the Executive Committee. The designation of the Executive Committee and the delegation of authority granted to it shall not operate to relieve the Board of Directors of any responsibility imposed upon it, as it is subject to the direction and control of the full Board. However, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, except for the power to amend the Articles of Incorporation and Bylaws. No individual shall continue to be a member of the Executive Committee after he or she ceases to be a Director of Corporation.

Section 3. Finance Committee. The Board of Directors, by resolution adopted by a majority of the Board, may establish a Finance Committee. The Treasurer is the Chair of the Finance Committee, which includes three other Directors. The Finance Committee is responsible for developing and reviewing the fiscal procedures, fundraising plans, and the annual budget with staff and other Board Members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization shall be

made available to the Directors, Officers, members, and all other persons in any way affiliated with Corporation.

Section 4. Meetings. Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the Board President, or by the Board of Directors. Notice of meetings shall be given to the committee's members at least five (5) business days and no more than sixty business (60) days notice in advance of the meeting unless all members agree to a shorter notification. A majority of the committee's membership shall constitute a quorum.

### **Article IX – Executive Director(s), Employees, & Independent Contractors**

Section 1. Designation. The Board of Directors may select and employ an Executive Director. The Executive Director may also serve as a Director and/or Officer if permitted by the Board of Directors; however, strict adherence to the Conflicts of Interest policy shall be necessary, the Executive Director shall only be compensated in his or her capacity as an employee, and the Executive Director shall not also serve as the Treasurer of Corporation.

Section 2. Duties. The Executive Director shall be responsible for providing professional advice and assistance to the Board of Directors; administer the work delegated to the staff; hire and release staff members; coordinate with the Treasurer in paying bills and creating deposits; and have such other powers to perform other duties as may be assigned by the Board of Directors.

Section 3. Other Staff. The Executive Director may hire and discharge other employed staff as may be reasonable and necessary to support the organization. The employed staff shall report directly to and be accountable to the Executive Director or his or her designee.

Section 4. Compensation. Corporation may pay compensation to the Executive Director, employees, and other independent contractors for services rendered. The amount and frequency of payments shall be reasonable, in accordance with the Conflicts of Interest Policy, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

Section 5. Checks, Drafts, Petty Cash Fund. The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for Corporation. He or she may also be authorized to administer a Petty Cash Fund, the size of which will be designated by the Board of Directors.



## **Article X – Volunteers**

Section 1. Designation. The Board of Directors shall establish policies and procedures to recruit, train, and utilize volunteers in the operation of its activities and fulfillment of its purpose and mission.

Section 2. Insurance Coverage for Volunteers. Corporation may maintain a special accident policy to cover those individuals serving the organization in a volunteer capacity.

## **Article XI – Management & Miscellaneous Provisions**

Section 1. Calendar Year. The accounting year of Corporation shall be the calendar year. The accounting year shall begin on the first day of July of each year and end on the last day of June of each year.

Section 2. Books and Accounts. Corporation's books and accounts shall be kept at the registered office.

Section 3. Examination by Directors and Members. Every Director, Officer, and Member of Corporation shall have a right to examine, in person or by agent or attorney, at any reasonable time, and at the registered office, all books and records of Corporation and make extracts or copies therefrom.

Section 4. Duties of Subordinate Corporation to Central, Parent Organization. Corporation is a subordinate organization for the purposes of an IRS Group Exemption. The duties of Corporation to Eden Prairie School District #272 Parent-Teacher Organization, the central, parent organization shall be:

- A. To support the purpose, goals, and objectives of Eden Prairie School District #272 Parent-Teacher Organization;
- B. To submit reports to the Board of Directors of Eden Prairie School District #272 Parent-Teacher Organization as follows:
  - 1. Quarterly Financial Reports;
  - 2. Regular Meeting Minutes;
  - 3. Any other reports as may be requested by Eden Prairie School District #272 Parent-Teacher Organization;

- C. To elect Directors and Officers and to see that said Directors and Officers assume their respective duties in accordance with these Bylaws;
- D. To forward to the Eden Prairie School District #272 Parent-Teacher Organization a report of the intent to dissolve or merge thirty at least (30) days prior to the anticipated day of dissolution/merger;
- E. To assure all members govern themselves in accordance with federal, state, and local laws, and in accordance with the overall mission and vision of the organization.

Section 5. Periodic Reviews. To ensure Corporation operates in a manner consistent with charitable purposes, files all required paperwork, and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction;
- C. Whether Corporation is properly filing annual paperwork with the Minnesota Attorney General's Office, Minnesota Secretary of State, Internal Revenue Service, and other government entities. Corporation shall file the Form 990 with the IRS annually. In addition, Corporation shall file all required employer reports to agencies such as the Minnesota Unemployment Insurance Fund, the Minnesota Dept. of Revenue, the Minnesota Attorney General's Office, the Minnesota Secretary of State, the Social Security Administration, and provide employee tax documents by the required deadlines.
- D. Whether Corporation is properly engaging in Minnesota and Federal fundraising laws and rules.

Section 6. Publication and Media.

- A. WEBSITE: If Corporation determines it will have an official website, the website shall be maintained monthly or as often as deemed necessary by the webmaster. This website will be available to all members and a "members only" area will be pass-coded for access. Each member in "good standing" shall have the pass-code to access the portion



of the website that is for members only. The public side of the website shall be available to anyone and will not contain information that is for members only.

- B. **WEBMASTER:** Corporation's webmaster shall be either appointed by the President (if the webmaster is a volunteer) or hired by the Board of Directors (if the webmaster is a paid, independent contractor). The webmaster shall coordinate with the President and the Board of Directors with regard to website content. The webmaster will maintain the pass-code for the "members only" portion of the website and will change the pass-code as necessary to maintain strict security. Corporation will be responsible for paying all costs associated with the domain name, hosting, SEO, and other related expenses related to maintaining Corporation's official URL.
- C. **NEWSPAPERS AND PRESS:** Corporation shall always portray the organization and its Directors, Officers, members, employees, independent contractors, and other agents in the most positive nature possible. When internal and/or external crises arise, public relations matters may require rapid advice from an attorney or PR professional.
- D. **PUBLIC DISTRIBUTION OF MATERIALS:** All materials sent home on behalf of central, parent organization or any of the subordinate organizations must be approved by Corporation President and/or the Principal of the affected school PRIOR to distribution.

Section 7. Policies and Procedures. The Board of Directors shall establish policies and procedures:

- To codify decisions made by the Board at regular meetings in one central location;
- Regarding internal financial controls;
- Regarding gifts and grants to other individuals/organizations;
- Regarding employees and volunteers;
- Regarding other topics that may become reasonable and necessary.

Section 8. Loans. No loans shall be contracted on behalf of Corporation nor shall evidences of indebtedness be issued in its name unless in conformance with Section 317A.501 of the Minnesota Statutes and specifically authorized by resolution of the Board of Directors. Such authority shall be confined to specific instances.

Section 9. Amending the Articles of Incorporation and Bylaws. Corporation shall have the power to amend the Articles of Incorporation and any Bylaws. Subject to restrictions imposed by the Section 317A.133 of the Minnesota Statutes, amendments to the Articles and Bylaws must be approved by the affirmative vote of two-thirds of the voting membership at a properly called meeting of the membership as well as by the affirmative vote of a two-thirds majority of all Directors at a properly called meeting of the Board of Directors. The amendment must be circulated to the voting membership at least thirty (30) days prior to the membership meeting.

**Certification**

These Bylaws were approved at a meeting of the Board of Directors of Central Middle School Parent-Teacher Organization by a two-thirds (2/3) majority vote on this 12 day of April, 2013.

J. Mark Stines  
Secretary

4.12.13  
Date