

## **By-Laws of the SouthWest Metro Educational Foundation**

### **ARTICLE I Name and Object**

Section 1. Effective, July 1, 2013, the name of this Corporation is the SouthWest Metro Educational Foundation. From its inception until June 30, 2013, this Corporation was known as the Carver-Scott Educational Foundation. The name was changed following the name change of the Carver-Scott Educational Cooperative to the SouthWest Metro Educational Cooperative.

Section 2. Its objective is to fulfill the purposes stated in its Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements or literature) any political campaign on behalf of any candidate.

### **ARTICLE II Membership**

Section 1. The voting members of this Corporation shall be the members of the Board of Directors.

Section 2. Each member of the Corporation shall be entitled to one (1) vote on all matters submitted to the membership for vote and shall be entitled to participate in all affairs of the Corporation.

Section 3. All rights, privileges and interests of a member in or to the Corporation and its property, if any, shall cease upon the termination of membership.

Section 4. At the discretion of the Board of Directors, non-voting associate memberships shall be available to individuals and organizations interested in the goals and purposes of the Corporation. The rights and privileges of non-voting associate members shall be as determined by the Board of Directors.

### **ARTICLE III**

## **Meeting of Members**

Section 1. The annual meeting of the members of the Corporation shall be held at such place and at such time as shall be determined by the Board of Directors of the Corporation. Notice of the annual meeting shall be given to each member of the Corporation at least thirty (30) days prior to the date of the annual meeting.

Section 2. Other meetings of members of the Corporation may be called by the Board of Directors or the by Chair at any time, provided that notice is given at least two (2) days prior to the date of such meeting.

Section 3. At all meetings of members, each voting member shall be entitled to one vote on any question coming before the meeting and one vote for each place to be filled upon election of officers or of members of the Board of Directors of this Corporation.

Section 4. Except as otherwise provided by statute or by these Bylaws, one third (1/3) of total number of Directors (but not less than four (4) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board. In the absence of a quorum, a majority of the Directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the number otherwise required for a quorum. Cumulative voting or voting by proxy shall not be allowed.

## **ARTICLE IV** **Officers**

Section 1. The officers of this Corporation shall consist of a Chair, a Vice Chair, a Secretary, and a Treasurer, and such other officers as the Board of Directors from time to time may determine. An individual shall only hold one specified office.

Section 2. Officers shall be elected at the annual meeting of members to serve for a three-year term and until their successors are duly elected and qualified. Any vacancy in any

office, however occurring, may be filled by election of the Board of Directors for the unexpired term.

Section 3. The Chair shall have general active management of the business of this Corporation. The Chair shall, when present, preside at all meetings of the Board and at all meetings of the Executive Committee, if any; shall see that all orders and resolutions of the Board are carried into effect; may execute and deliver in the name of the Corporation (except in cases in which such execution and delivery shall be expressly delegated by the Directors or by these Bylaws to some other officer or agent of this Corporation or shall be required by law to be otherwise executed and delivered) any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this Corporation; shall perform such other duties as may from time to time be prescribed by the Board; and, in general, shall perform all duties usually incident to the office of the Chair.

Section 4. The Vice Chair shall attend all meetings of the Board, shall perform duties of the Chair in the event of the Chair's disability or absence, and shall discharge such other duties as the Board of Directors may require.

Section 5. The Secretary shall be secretary of, and when present, shall record proceedings of meetings of the Board and proceedings of meetings of the Executive Committee, if any; shall keep a register of the names and addresses of all Directors of this Corporation; shall at all times keep on file a complete copy of the Articles of Incorporation and all amendments and restatements thereof and a complete copy of these Bylaws and all amendments and restatements thereof; shall, when directed to do so, give proper notice of meetings of the Board and meetings of all committees; shall perform, such duties as may from time to time be prescribed by the Board or by the Chair; and in general, shall perform all duties usually incident to the office of the Secretary.

Section 6. The Treasurer shall oversee accurate financial record keeping and audit of the organizational finances. The Treasurer shall provide the Executive Director and the Board of Directors periodic accounting of transactions by the Treasurer and of the financial condition of the corporation and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the Executive Director. The Treasurer shall also be available as a resource to the Executive Director who shall be responsible for: (a) keeping accurate financial records for the corporation; (b) depositing money, drafts, and checks in the name of and to the credit of the corporation in the banks and depositories designated by the Board of Directors; (c) endorsing for deposit notes, checks, and drafts received by the corporation as ordered by the

Board of Directors, making proper vouchers for the deposit; and (d) disbursing corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board of Directors. The Treasurer shall countersign checks, stocks, securities, contracts, mortgages, deeds of trust, leases and such other instruments as require the signature of the Treasurer, and shall perform all duties incident to that office or that are properly required of that office by the Board of Directors.

Section 7. The Board will appoint an Executive Director, who shall be an ex officio member of the Board and its committees. The Executive Director will be responsible for the day-to-day operations of the Corporation, including selection and training of staff, preparation of financial records, and assurance that the Corporation is in compliance with all the laws, regulations, and codes. The Board may assign other duties as needed. The Executive Director shall make recommendations for program development and provide performance reports to the Board. The Executive Director shall serve at the Board's pleasure and direction.

Section 8. Any officer of the Corporation, in addition to the powers conferred by these by-laws, shall have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

Section 9. This Corporation may have such other officers, agents, and employees as may be deemed necessary by the Board. Such other officers, agents, and employees shall be appointed in such a manner, have such duties, and hold their offices for such terms as may be determined by the Board.

## **ARTICLE V**

### **Board of Directors**

Section 1. The affairs of the Corporation shall be governed and managed by the Board of Directors. The Board of Directors shall have the power to do all things necessary to carry out the general purpose and plan of operation of the Corporation. It may employ such individuals, agents or representatives as it may deem necessary, each of which shall have such authority and be required to perform such duties as the Board may require.

Section 2. The Board of Directors shall be between nine (9) and twenty-five (25) regular members. The Executive Directors of both the SouthWest Metro Educational Cooperative and the SouthWest Metro Educational Foundation shall be an ex officio members of the Board of Directors. One member of the Governing Board of the SouthWest Metro Educational Cooperative and at least one and up to three representative(s) from the SouthWest Metro

Educational Cooperative faculty shall be members of the Board of Directors. The remaining other members of the community shall be members of the Board of Directors.

Section 3. The Directors shall serve staggered terms of three (3) years each. Terms shall commence at the beginning of a fiscal year if elected at the annual board election or upon elections if elected other than at the beginning of a fiscal year and shall extend to the last day of June in the fiscal year in which the term ends. No Director shall serve more than two consecutive terms provided that if a Director serves as Chair in the last year of the Director's second term the second term of said Director shall be extended one additional year. After serving two consecutive terms a person may be considered for election to the Board after being off the Board for at least one full year. Each Director shall be a natural person of full age and shall hold office until the annual meeting of the Directors in the year his or her term expires and until his or her successor shall have been elected and shall qualify, or until his or her death, resignation, or removal as hereinafter provided.

Section 4. The Board of Directors may create standing and special committees with such power and duties as the Board of Directors may determine. No committee shall have the power to bind the Corporation without the approval of the Board of Directors.

## **ARTICLE VI**

### **Meeting of the Board of Directors**

Section 1. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members of the Corporation at the same place that such annual meeting of the members was held. No advance notice of the annual meeting of the Board of Directors need be given to any member of the Board.

Section 2. Regular meetings of the Board of Directors may be held at such time and place as the Board may determine.

Section 3. Special meetings of the Board of Directors may be held at any time on call by the Chair or Vice Chair or by any two (2) members of the Board of Directors, provided that no less than five (5) days written notice of the time and place of the meetings shall be given by the officers or directors calling the same. A majority vote of the full Board of Directors shall be required for action.

Section 4. At all meetings of the Board of Directors, each member of the Board shall be entitled to cast one (1) vote on any question coming before the meeting. A majority of the

members of the Board of Directors shall constitute a quorum, may adjourn the meeting from time to time. A majority vote of the members of the Board present, if there be a quorum, shall be sufficient to transact business. Proxy or cumulative voting shall not be allowed.

Section 5. This corporation recognizes that an authenticated electronic communication that meets the requirements of this section may legally satisfy written record and signature requirements necessary for valid records, signatures, and contracts. Authenticated communications are those communications that set forth information from which the corporation can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the corporation, or to an officer or agent of the corporation who is authorized by the corporation to receive the communication. Electronic records are records that are created, generated, sent, communicated, received or stored by electrical, digital, magnetic, wireless, optical, electromagnetic or similar technologies. Valid electronic signatures are those that are expressed through an electronic sound, symbol or process, and that are logically associated with a record and executed or adopted by a person with intent to sign the record.

## **ARTICLE VII**

### **Resignations, Removals and Filling of Vacancies**

Section 1. Any officer or Director may be removed at any time by vote of a majority of the members of the Corporation at any meeting thereof called for that purpose. The vacancy caused by any such removal shall be filled by election at a subsequent meeting of the Corporation.

Section 2. Any member, Director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein or, if no time is specified, at the time of its receipt by the Chair or other Officer of the Corporation. The acceptance of a resignation shall not be necessary to make it effective.

Section 3. On the resignation of any member, Director or officer, or if a vacancy is created by death, incapacity, removal of an incumbent or for any other reasons, the vacancy shall be filled by a majority vote of the remaining members of the Board of Directors to fill the unexpired term.

## **ARTICLE VIII Conduct of Meetings**

Robert's Rules of Order shall govern the conduct of all meetings of members, Director or committees.

## **ARTICLE IX Corporate Seal**

The Corporation shall not have a corporate seal.

## **ARTICLE X Financial Matters and Records**

Section 1. This Corporation shall continue until such time as it shall be dissolved and its Charter, if any, relinquished by a vote of three-fifths of its active members in good standing at any meeting, provided notice of such proposal has been given by the Secretary of the Corporation to all members in good standing thirty (30) days prior to the meeting. In the event of dissolution, the debts and liabilities of the Corporation shall first be paid and any funds remaining thereafter shall be paid to organizations organized and operated exclusively for education, scientific or literary purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or successor, or to the Federal Government or a State or Local Government, for a public purpose.

Section 2. The Board of this Corporation shall cause to be kept at the Corporation's registered office:

- (1) records of all proceedings of the Board, the Executive Committee and other committees, if any;
- (2) such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business;
- (3) all annual financial statements of this Corporation; and all other financial records in accordance with the generally accepted accounting principles; and
- (4) Articles of Incorporation and Bylaws of this Corporation and all amendments and restatements thereof.

Section 3. The Board shall cause to be established and maintained, in accordance with generally accepted accounting principles applicable to a nonprofit corporation applied on a consistent

basis, an appropriate accounting system for this Corporation. The Board shall cause the records and books of account of this Corporation to be audited annually.

Section 4. The Directors of this Corporation shall serve as such without salary. The Directors of this Corporation may at any time and from time to time, by resolution adopted by the majority vote of the total number of Directors, provide for the payment or reimbursement of expenses incurred by any Director or officer in the performance of his or her regular duties, but only if and to the extent that the occurrence of such expenses is in furtherance of the charitable purposes of this Corporation and the expenses are reasonable and not excessive.

Section 5. The fiscal year shall be July 1 through June 30.

Section 6. All checks, drafts, or other orders for the payment of money and all notes, bonds, or other evidences of indebtedness issued in the name of this Corporation shall be signed by such officer or officers, agent or agents, employee or employees of this Corporation and in such manner as may from time to time be determined by resolution of the Board.

Section 7. Each year the Board and staff will publish an Annual Report of the Agency's operations. The report will include a financial statement, statistics on the operations of each program, and other information requested by the Board.

Section 8. Each member of the Board shall be required to make a financial contribution to the Corporation each year. The contribution shall be confidential except that it shall be reported to the Chair who shall otherwise keep it confidential.

## **ARTICLE XI**

### **Amendments**

These by-laws may be amended at any annual or other meeting of the members of the Corporation, provided that notice of the proposed amendment or amendments shall be given in writing to all of the members at least ten (10) days before the meeting.

## **ARTICLE XII**

### **INDEMNIFICATION**

This Corporation shall indemnify and advance legal expenses to its Directors, officers and employees to the full extent permitted by law as provided in Minnesota Nonprofit Corporation Act § 317A.521, as amended from time to time.



**ARTICLE XIII**  
**CONFLICTS OF INTEREST**

Directors and officers of this Corporation shall comply with the Corporation's Conflict of Interest policy as adopted and revised from time to time by the Board, consistent with Minnesota Nonprofit Corporation Act § 317A.255, as amended from time to time.

I certify that I am authorized to execute these Restated and Approved Bylaws of the SouthWest Metro Educational Foundation, signed this day of April 26, 2016.

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Laurie Gauer, Board Chair  
SouthWest Metro Educational Foundation