

BY LAWS  
OF  
203 EDUCATION FOUNDATION

ARTICLE I

NAME, OFFICES, CORPORATE SEAL

Section 1.01. Name. The name of this non-profit corporation shall be 203 Education Foundation and will sometimes herein be referred to as The Hayfield 203 Education Foundation.

Section 1.02. Registered Office and Agent. The principal office of this corporation shall be at 9 6<sup>th</sup> Avenue Street, Hayfield, MN 55940 in the County of Dodge, or the address of the registered office set forth in the most recent amended Articles of Incorporation. The corporation shall have other offices at such places as the Board of Directors may from time to time determine.

Section 1.03. Corporate Seal. This corporation shall have no seal.

Section 1.04. Incorporation. This corporation is incorporated under the Minnesota Non-Profit Corporation Act as codified at M.S. Chapter 317 A as now existing or hereafter amended.

ARTICLE II

MEMBERS AND PROPERTY RIGHTS

Section 2.01. Board Members. The articles of incorporation provide that the government of the corporation shall be vested in its board members. The individual members of the board shall constitute the membership of the corporation. Any vacancy in the membership of the board shall be filled by the remaining members.

Section 2.02. Property Rights. No member shall have any right, title, or interest in or to any property of this corporation.

## ARTICLE III

### POWERS

Section 3.01. General Powers. The purpose for which this corporation is formed is generally set forth in the articles of incorporation and includes the following:

1. The corporation is organized and operated exclusively for charitable and educational purposes, all as contemplated and permitted by Sections 170©(2) and 501©(3) of the Internal Revenue Code. The general purpose and plan of operation of this corporation shall be to receive contributions of money and other property through gifts, grants, or bequests and to hold, invest and expend contributions in compliance with existing laws for the benefit of Independent School District #203 (Hayfield Community Schools) Minnesota, and the students of the public schools operated by the district; to engage in research and to accept, receive and administer grants and gifts for the purpose and for the advancement of the education of public school students; to acquire, hold, mortgage, pledge, or dispose of shares, bonds, securities or other evidences of indebtedness in any domestic or foreign corporation, either public or private; to receive, invest, administer and expend endowments established for the advancement of education, activities, and facilities for the benefit of the school district or its students or teaching staff; to develop a public information program to encourage alumni good will, donor confidence and public support of the purpose of this foundation; to develop a fundraising program which includes generating monetary contributions from commercial and industrial operations, private foundations and individuals; and to do anything necessary which is consistent with theses stated powers of authority.
2. The funds, property and income of the corporation shall never be used for a political campaign to elected office.
3. No person shall on the grounds of race, color, religion, or creed be excluded from participation in, be denied the benefits of, or be subject to discrimination under any program in which this corporation shall participate.

## ARTICLE IV

### BOARD MEMBERS

Section 4.01. Number, Qualification, and Term of Office. The number of directors shall be an odd number, to the extent possible, of no less than three (3). Each member shall be a natural person and shall hold their initial term of office until it expires. The Board Member shall include the superintendent of schools, whenever possible.

Section 4.02. Election of Board Members. Subsequent to the election of the initial Board, members shall be elected for three (3) year terms by the Board Members at the annual meeting. Each member shall cast one vote by secret ballot for each open position on the Board. Candidates receiving the highest number of votes up to the number of members to be elected shall be elected.

Section 4.03. Ex-Officio Director. The superintendent of Independent School District #203, or his or her designee, shall be appointed an ex-officio member, who shall act as a liaison between the corporation and the school district, its administration and staff. An ex-officio member shall not have an voting rights or privileges.

Section 4.04. Organization. At each meeting of the Board Members, the President of this corporation or, in his or her absence, the Vice-President of this corporation, or in his or her absence, a chairperson chosen by a majority of the members present, shall preside. The Secretary of this corporation or, in his or her absence, any person whom the chairperson shall appoint, shall act as secretary of the meeting.

Section 4.05. Resignation. Any member of this corporation may resign at any time by giving written notice to the President, the Vice-President, or to the Secretary of this corporation. The resignation of any member shall take effect at the time, if any, specified therein or, if not time is specified therein, upon receipt thereof by the officer of this corporation to whom such written notice is given; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.06. Vacancies. Any vacancy in the Board Members caused by death, resignation, removal, an increase in the number of members, or any other cause, shall be filled by a vote of the remaining members (though less than a quorum), and each member so chosen shall hold office until the next annual election and until his or her successor shall be duly elected and qualified.

Section 4.07. Place of Meetings. The Board Members may hold its meetings at such place or places, within or without the State of Minnesota, as it may from time to time determine.

Section 4.09. Annual Meeting. The annual meeting of the Board Members shall be held in the first quarter of each calendar year for the purpose of electing the directors and officers of this corporation, reviewing the written reports of the officers, and for the transaction of such other business as shall come before the meeting. Notice of such meeting shall be given as provided below in Section 4.10 for special meetings of the Board Members, unless excused in accordance with Section 4.11. The notice of such meeting need specify any purpose of the meeting other than the fact that it is the annual meeting.

Section 4.10. Special Meeting; Notice. Special meetings of the Board Members shall be held whenever called by the President, the Vice-President, or by any two (2) of the other members. Notice of each such special meeting shall be sent to each member at least three (3) days before the day in which the meeting is to be held, excluding the day of the meeting, or be delivered to him or her personally or by telephone, before the day on which the meeting is to be held, excluding the day of the meeting. Each such notice shall state the time, place, and purpose of the meeting.

Section 4.11. Notices Excused. Notice of any meeting of the Board Members need not be given to any who shall be present at such meeting; and any meeting of the Board Members shall be a legal meeting without any notice thereof having been given if all of the member of this corporation then in office shall be present thereat or waive such notice in writing before, at or after such meeting.

Section 4.12. Quorum and Manner of Acting. Except as otherwise provided by statute or by these By-Laws, at least a majority of the total number of members, one of whom shall be an officer, shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the members present at any meeting at which quorum is present shall be the act of the Board Members. In the absence of a quorum, a majority of the members 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. Conduct of the meeting shall be governed by Robert's Rules of Order.

Section 4.13. Removal of a Member. Any member may be removed, either with or without cause, at any time, by a vote of a majority of the total number of members, at any meeting of the Board Members called for the purpose, and the vacancy in the

Board Members caused by any such removal shall be filled in the manner specified in 4.02.

Section 4.14. Proxies. Proxies shall not be allowed or used.

## ARTICLE V

### OFFICERS

Section 5.01. Number. The officers of this corporation shall be a President, Vice-President, a Secretary, a Treasurer, and such other officers as may be appointed by the Board Members. Any two (2) or more offices, except those of President and Vice-President or President and Secretary, may be held by the same person.

Section 5.02. Election, Term of Office, and Qualifications. All officers shall be of this corporation and shall be elected by the Board Members at the annual meeting, or at a special meeting called for the purpose of filling a vacancy in an office because of death, resignation, removal, or any other cause, and, except in the case of officers appointed in accordance with the provisions of Section 5.10 below, each shall hold office until the next annual election of officers and until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign, or until he or she shall have been removed in the manner hereinafter provided.

Section 5.03. Resignations. Any officer may resign at any time by giving written notice of his or her resignation to the Board Members, to the President, to the Vice-President, or to the Secretary of this corporation. Any such resignation shall take effect at the time, if any specified therein or, in no time is specified therein, upon receipt thereof by the Board Members, President, Vice-President, or Secretary of this corporation; and, unless, otherwise specified therein, the acceptance of such resignation shall not be necessary to make effective.

Section 5.04. Removal. Any officer may be removed, either with or without cause, by a majority vote of the total number of members, at any meeting called for the purpose, and such purpose shall be stated in the notice or waiver of notice of such meeting unless all the members of this corporation shall be present at such meeting.

Section 5.05. Vacancies. A vacancy in any office because of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these By Laws for election or appointment to such office.

Section 5.06. President. The President shall be the chief executive officer of this corporation and shall have general active management of the business of this corporation; shall, when present, preside at all meetings of the Board Members and at all meetings of the Executive Committee, if any; shall see that all orders and resolutions of the Board Members are carried into effect; may execute and deliver in the name of the corporation (except in cases in which such execution delivery shall be expressly delegated by the members or by these By Laws 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, when necessary, certify proceedings of the Board, and be responsible for recording, maintaining and certifying proceedings of the Executive Committee, if any; shall perform such other duties as may from time to time be prescribed by the Board Members; and, in general, shall perform all duties usually incident to the office of the President and always act in a manner which upholds the By Laws, mission statement and general best interests of the corporation.

Section 5.07. Vice-President. The Vice-President shall have such powers and shall perform such duties as may be prescribed by the Board of Members or by the President. In the event of absence or disability of the President, the Vice-President shall succeed to his or her powers and duties and always act in a manner which upholds the By Laws, mission statement and general best interests of the corporation.

Section 5.08. Secretary. The Secretary shall be Secretary of, and when present, shall record proceedings of all meetings of the Board Members; shall maintain records of the proceedings of the Bboard Members; shall keep a register of the names and addresses of all members 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 By Laws and all amendments and restatements hereof; shall, when directed to do so, give proper notice of meetings of the Board Members and meetings of the Executive Committee, if any; shall perform such other duties as may from time to time be prescribed by the Board Members or by the President and the Vice-President; and, in general, shall perform all duties usually incident to the office of the Secretary and always act in a manner which upholds the By Laws, mission statement and general best interests of the corporation.

Section 5.09. Treasurer. The Treasurer shall keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts and disbursements; shall receive, and give receipt for, monies payable to the corporation from any source whatsoever; shall deposit all monies, drafts, and checks in the name of, and to the credit of, this corporation in such banks and depositories as a majority of the Board Members shall from time to time designate; shall have power to endorse for deposit all notes, checks, and drafts received by this corporation; shall disburse the funds of the corporation as ordered by the Board Members, making proper vouchers therefore; shall render to the President, the Vice-President and the directors, whenever required, an account of all his or her transactions as Treasurer and of the financial condition of this corporation; shall perform such other duties as may from time to time be prescribed by the Board Members or by the President; and, in general, shall perform all duties usually incident to the office of the Treasurer and always act in a manner which upholds the By Laws, mission statement and general best interests of the corporation.

Section 5.10. Other Officers, Agents, and Employees. This corporation may have such other officers, agents, and employees as may be deemed necessary by the Board Members. Such other officers, agents, and employees shall be appointed in such manner, have such duties, and hold their offices for such terms as may be determined by resolution of the Board Members and always act in a manner which upholds the By Laws, mission statement and general best interests of the corporation.

Section 5.11. Bond. The Board Members of this corporation shall from time to time determine which, if any, officers of this corporation shall be bonded and the amount of each bond.

Section 5.12. Multiple Offices. Any number of offices or functions may be held or exercised by the same person.

ARTICLE VI  
FINANCIAL MATTERS

Section 6.01. Books and Records. The Board Members of this corporation shall cause to be kept:

- (1) Records of all proceedings of the Board Members and the Executive Committee, if any; and
- (2) Such other records and books of accounts as shall be necessary and appropriate to the conduct of the corporate business.

Section 6.02. Documents Kept at Registered Office. The Board Members shall cause to be kept at the registered office of this corporation originals or copies of:

- (1) Records of all proceedings of the Board Members and the Executive Committee, if any;
- (2) All financial statements of this corporation; and
- (3) Articles of Incorporation and By Laws of this corporation and all amendments and restatements thereof

Section 6.03. Accounting System and Audit. The Board Members shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting system for this corporation to be audited as may be required by law.

Section 6.04. Compensation. The Board Members of this corporation may at any time and from time to time, by resolution adopted by a majority of the directors who are present at the meeting, provide for the payment of compensation to, and for the payment or reimbursement of expenses incurred by, any director, officer, agent, or employee of this corporation for personal services rendered to this corporation by, or for any expenses necessarily paid or incurred by, any such director, officer, agent, or employee of this corporation for personal services rendered to this corporation by, or for any expenses necessarily paid or incurred by, any such director, officer, agent, or employee, but only if and to the extent that the performance of such service or the incurrence of such expenses is directly in furtherance of the purposes of this corporation as set forth in the Articles of Incorporation, and the compensation or the amount of expenses paid or reimbursed, as the case may be, is reasonable and not excessive.



Section 8.05. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and shall end on the last day of December.

Section 8.06. Fund. The Board Members shall have the following specific duties and responsibilities with respect to the 203 Foundation:

- (1) Appointing or hiring an investment manager, corporate agent, or custodian for the purpose of managing the investment of the monies and other property in the Fund; if a trust is established, the Board Members or its designates should retain the positions of the trustees of the trust plan.
- (2) Setting investment objectives for the monies in the Fund.
- (3) Approval of all purchases and sales of investments in the Fund or delegation of this authority to the investment manager or corporate agent/custodian based on the investment goals and parameters established by the Board Members.
- (4) A quarterly review of the Fund's investment performance to ensure that the goals of the Fund are adequately met.
- (5) At least annually review the investment goals and objectives of the Fund.

Section 8.07. Gifts. The Board Members may accept on behalf of the corporation any contribution, gift, bequest, or devise (hereinafter referred to as contribution) for the general purposes of any specific purpose designated by the donor so long as the purpose is consistent with the purpose of this corporation as set forth in the Articles of Incorporation and in these By-Laws. Contributions may be accepted to provide specific equipment, building improvements or services only to the extent that such expenditures fit within the corporations mission and the policies of the State Department of Children, Families, and Learning and the Board of District #203.

The corporation will assist in determining how available funds are to be used to meet the needs expressed by the school district speaking through its superintendent or his/her designee, and disbursement of funds will be made only after agreement between the corporation and the School District.

Section 8.08. Disbursement of Funds. The following conditions shall be applicable to the disbursement of funds from the 203 Foundation:

- (1) Fund monies will only be disbursed on the contingency that the school district will provide a specific accounting of its expenditures of Fund

monies and that any money disbursed to the school district but not spent or unencumbered by the district at the end of the fiscal year must be returned to the corporation unless the corporation extends the time.

Section 8.09. Appointment of Trustee. The Board Members shall have the power to appoint any person or persons to act and hold in trust for the corporation any property belonging to the corporation or in which it is interested, or for any other purposes, and to perform all such duties and responsibilities as may be requisite in relation to any such trust, providing it is not inconsistent with the purposes of the corporation.

Section 8.10. Execution and Delivery of Contracts or Other Instruments. The Board Members may authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of the corporation, and such authority may be general or confined to specific instances.

Section 8.11. Checks, Drafts, and Other Matters. 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, agents 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 Members.

Section 8.12. Deposit of Funds. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, foundations, or other depositories as the Board Members may select.

## ARTICLE VII

### WAIVER OF NOTICE

Whenever notice of any meeting is required to be given by these By Laws or any of the corporate laws of the State of Minnesota, such notice may be waived

in writing, signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein or before, at, or after the meeting.

ARTICLE VIII

AMENDMENTS

The Board Members may amend this corporation's Articles of Incorporation, as from time to time amended or restated, and these By Laws, as from time to time amended or restated, to include or omit any provision that could lawfully be included or omitted at the time such amendment or restatement is adopted. Any number of amendments or an entire revision or restatement of the Articles of Incorporation or By Laws, either (1) may be submitted and voted upon at a single meeting of the Board Members and be adopted at such meeting, upon receiving the affirmative vote of not less than two-thirds (2/3) of the total number of members or (2) may be adopted, in accordance with Article 8 of the Articles of Incorporation, by a writing signed by two-thirds (2/3) of the members of this corporation.

CERTIFICATE OF SECRETARY

The undersigned, duly elected and acting secretary of the 203 Foundation, hereby certifies that the foregoing is a true the complete copy of the By Laws of this Corporation duly adopted at the organizational meeting of the Board Members of the Corporation held at the registered office of the Corporation on

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ATTEST:

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