



**ARTICLES OF INCORPORATION  
AND  
BYLAWS**

*Revised and Adopted: January 2021*

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MINNESOTA SCHOOL BOARDS ASSOCIATION**

Pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, the Minnesota School Boards Association, a nonprofit corporation, has adopted certain amendments to its Articles of Incorporation. The following Amended and Restated Articles of Incorporation incorporate all such amendments and restate, supersede, and take the place of the existing Articles of Incorporation of the Minnesota School Boards Association.

**ARTICLE I – NAME**

The name of this Corporation shall be the MINNESOTA SCHOOL BOARDS ASSOCIATION.

**ARTICLE II – PURPOSE**

This Corporation is a non-profit, tax-exempt civic organization under Section 501(c)(4) of the Internal Revenue Code and any subsequent amendments thereto and substitutions therefore. In accordance with that provision, the Corporation promotes the social welfare of school boards and school districts in the State of Minnesota by devoting its resources to civic, charitable, educational, and recreational purposes including, but not limited to the following:

- (a) Develop, strengthen, and coordinate the work of the school boards of public school districts in the State of Minnesota.
- (b) Formulate plans and proposals to address the needs and concerns of school districts in the State of Minnesota.
- (c) Inform and advise the Minnesota Legislature, the Minnesota Department of Education, other governmental bodies, and agencies, and the general public of the concerns, needs, and challenges of school districts in the State of Minnesota.
- (d) Influence the adoption or change of laws, regulations, and policies for the betterment of school districts in the State of Minnesota.
- (e) Engage in litigation as a party, or an *amicus curiae*, in the courts of the United States and the State of Minnesota.
- (f) Provide education, training, and support to school board members and school districts in the State of Minnesota.
- (g) Publish and disseminate information pertinent to school boards and school districts in various print and electronic media.
- (h) Conduct such other and further activities as may be necessary, appropriate, or convenient to the achievement of any of the foregoing purposes, or other lawful purposes.
- (i) Take any and all actions authorized to nonprofit corporations under the laws of the State of Minnesota and the aforementioned section of the Internal Revenue Code.

### **ARTICLE III – TAX EXEMPT STATUS**

Notwithstanding any other provision of these Articles, the Corporation shall not directly or indirectly carry on any activity that would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(4) of the Code, or cause it to lose such exempt status.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purpose set forth in the purposes set forth in Article II.

### **ARTICLE IV – DURATION**

Unless dissolved earlier according to law, the duration of corporate existence of the Corporation shall be perpetual.

### **ARTICLE V – REGISTERED OFFICE**

The registered office of the Corporation shall be 1900 West Jefferson Avenue, St. Peter, Minnesota 56082-3015.

### **ARTICLE VI – SHARES**

This Corporation is not authorized to issue shares.

### **ARTICLE VII – MEMBERS**

Section 1. The Corporation shall have members with voting rights. The number, qualifications for membership, length of membership, the type, time, and place of meetings, and such other provisions with respect to members shall be as specified in the Bylaws of the Corporation.

### **ARTICLE VIII – BOARD OF DIRECTORS**

The property, affairs, and business of the Corporation shall be managed by its Board of Directors. The number, qualifications, terms of office, method of election, powers, authority, and duties of directors, the time and place of their meetings, and such other provisions with respect to the Board of Directors as are not inconsistent with these Articles of Incorporation, shall be as specified in the Bylaws of the Corporation.

## **ARTICLE IX – PERSONAL LIABILITY**

No officer, director or member of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any property of the officers, directors or members be subject to the payment of the debts or obligations of this Corporation.

## **ARTICLE X – DISSOLUTION**

Upon the dissolution of the Corporation, assets shall, after paying or making provision for the payment of all the liabilities and obligations of the Corporation and for the necessary expenses thereof, be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XI – AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended, restated, or repealed, to the extent and in the manner prescribed by the Minnesota Nonprofit Corporation Act, upon the affirmative vote of at least two-thirds (2/3) of all directors of the Corporation. The Board of Directors of the Corporation is hereby authorized to exercise the power of amendment of these Articles of Incorporation under this Article XI, without approval of the members with voting rights, subject to the provisions of Minnesota Statutes Section 317A.133, as amended.

# **BYLAWS OF MINNESOTA SCHOOL BOARDS ASSOCIATION**

## **ARTICLE I – OFFICES; CORPORATE SEAL**

Section 1. Registered Office. The registered office of the Corporation in the State of Minnesota shall be located in the city, town, or other community specified in the articles of incorporation or any amendment or restatement thereof or in a notice of change of registered office filed with the Minnesota Secretary of State.

Section 2. Other Offices. The Corporation may have such other offices, within or without the State of Minnesota, as the board of directors may from time to time determine.

Section 3. Seal. The Corporation shall not have a corporate seal.

## **ARTICLE II – MEMBERS**

Section 1. Any school board of any public school district in the State of Minnesota may become a member of this Corporation by payment of the annual membership dues provided by the Bylaws. Such membership shall become effective upon the date of such payment unless otherwise provided by the Bylaws.

Section 2. The elected or appointed individuals serving on each member school board shall be deemed representatives of the school board, but no member school board may have more than seven (7) representatives. The representatives may participate in meetings of the Corporation, and each representative shall be entitled to vote upon all questions coming before such meetings, including the selection of the District Director, as is provided in the Bylaws. No representative shall be entitled to more than one vote on any question, even if the representative is a member of more than one school board.

Section 3. Officers and directors of the Corporation who have ceased to be members of the school board of a public school district in the State of Minnesota shall continue to hold their offices in the Corporation until replaced as provided for in the Bylaws.

## **ARTICLE III – FISCAL YEAR; DUES AND OTHER FEES; AUDIT**

Section 1. The fiscal year of the Corporation shall begin on the first day of July and end on the thirtieth day of June the year following.

Section 2. The amount of the annual membership dues to be paid by each member of the Corporation shall be set by the Board of Directors. The Board of Directors may establish annual or periodic associate fees, affiliate fees, service fees or other fees to be charged to individuals, entities or organizations and may establish qualifications, payment requirements and penalties

for nonpayment related thereto.

Section 3. Membership dues are due and payable on the first day of July 1 each fiscal year. Membership shall be deemed to continue for that fiscal year and for the period from July 1 to August 15 of the next fiscal year, unless modified by the Board of Directors. Any school board which fails to pay its membership dues by August 15 of any year shall immediately cease to be a member of the Corporation and shall lose its rights and powers as a member until full payment is received.

Section 4. Audit of Finances. The Board of Directors shall cause the records and books of account of the Corporation to be audited at least once in each fiscal year and at such other times as it may deem necessary or appropriate and may retain such person or firm for such purposes as it may deem appropriate. A full report of this audit and the financial status of the Corporation shall be furnished to the members at each annual meeting.

#### **ARTICLE IV – MEETINGS OF MEMBERS**

Section 1. Annual Meeting. The annual meeting of the members of the Corporation shall be held at a time and place designated by the Board of Directors. Notice of the time and place of the annual meeting shall be delivered by the Executive Director to the superintendent and the school board chair of each member at least thirty (30) days in advance of the meeting; if the meeting cannot be held on that date, the Executive Director will notify them of the next possible date. The rules of Parliamentary practice embraced in Roberts' Rules of Order shall govern the conduct of all meetings, where applicable.

Section 2. Special Meetings. Special meetings of the members of the Corporation shall be called by the President upon the written request of not less than five (5) members of the Board of Directors. Notice of any special meeting shall be delivered by the Executive Director to the superintendent and the school board chair of each member at least ten (10) days in advance of that meeting. The notice shall state the purpose of the meeting and the subjects to be considered.

Section 3. Quorum. No less than one hundred (100) representatives shall be required to constitute a quorum for the transaction of any business. In the absence of a quorum, a majority of the representatives present may adjourn any meeting from time to time until a quorum is achieved. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 4. Electronic Meetings. The President, in consultation with the Executive Director, may determine that the annual meeting or any special meeting of the members of the Corporation shall be held entirely by electronic means, telephone, or other communication facility that permits all participants to communicate adequately with each other during the meeting. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

## ARTICLE V – BOARD OF DIRECTORS

Section 1. Composition of the Board of Directors. The Board of Directors shall consist of the following individuals:

- (a) one (1) District Director from each of the thirteen Director Districts of the Corporation described in the Bylaws;
- (b) the President of the Corporation; and
- (c) the President-Elect or Immediate Past President of the Corporation during that individual's service in that position.

Section 2. Manner of Election; Term of Office. Each District Director the Board of Directors shall be elected by the representatives from each respective Director District. District Directors shall be elected for three-year terms. No representative may serve as a District Director on the Board of Directors for more than two consecutive three-year terms. The immediate Past President of the Corporation shall be a representative at large and a member of the Board of Directors for one year following the end of that individual's term as President.

Section 3. Each of the thirteen Director Districts of the Corporation shall be comprised of the Area Groups designated below:

District One	Area Groups 1, 2, and 3
District Two	Area Groups 4, 5, and 6
District Three	Area Groups 7, 8, 9, and 10
District Four	Area Groups 11 and 12
District Five	Area Group 13
District Six	Area Groups 14 and 15
District Seven	Area Group 16
District Eight	Area Groups 18 and 19
District Nine	Area Groups 20, 21, and 22
District Ten	Area Groups 23, 24, and 25
District Eleven	Area Groups 26 and 27
District Twelve	Area Groups 28, 29, and 30
District Thirteen	Area Group 17

Section 4. Procedure for District Director Elections.

- (a) The present Director or, in that Director's absence, another member of the Board of Directors, shall chair the District caucus only until a caucus Chair is elected;
- (b) The official voting representatives from a District caucus in attendance at that caucus shall constitute a quorum;
- (c) The Director, or appointee, shall call for nominations for a caucus Chair;
- (d) After the nominations are completed, the nominees shall be introduced;
- (e) The Director, or appointee, shall call the election of a caucus Chair, and appoint judges to tally the votes;

- (f) The nominee receiving the largest number of votes shall assume the chair of the caucus;
- (g) The caucus Chair shall appoint a clerk to serve during the caucus meeting and nominations;
- (h) The caucus Chair shall call for nominations for the office of the Director from that Director District;
- (i) After the nominations are completed, the caucus Chair shall introduce the nominees to the voters of the caucus;
- (j) The times and places for voting by ballot on the election of the District Director from among those nominated shall be as established in the adopted rules of the convention. During the caucus, if there are more than two candidates, caucus voting would determine the top two candidates. Voting by ballot would then be limited to two (2) candidates.
- (k) The votes must be cast by representatives whose credentials show that they are official voting representatives, as certified by the Board of Directors of the Association, and are entitled to cast their ballot in that Director District election;
- (l) Voting by proxy or cumulative voting is prohibited;
- (m) The election judges appointed by the Board of Directors shall tally the votes for each District Director election;
- (n) The nominee who receives the largest number of votes cast by official voting representatives shall be elected as the District Director, or in the event of a tie, the election to that office shall be determined by the judges by lot;
- (o) The judges shall transmit the final results of each election to the Executive Director to allow presentation of the newly elected District Director to the business session of the annual convention.

Section 5. General Powers. The property, affairs and business of the Corporation shall be managed by the Board of Directors. The Board of Directors shall have the power to do all things necessary to carry out the general purposes and plan of operation for the Corporation. It may employ such individuals, agents, or representatives as it may deem necessary, each of whom shall have such authority and be required to perform such duties as the Board of Directors may require.

Section 6. Meetings of Directors; Annual Meeting. The Board of Directors shall hold regular meetings at least four times each year, and more frequently if the Board so determines. The yearly schedule and location of regular board meetings shall be set each year by the Board of Directors. An annual meeting of the Board of Directors may also be held in conjunction with the annual meeting of members described in Article IV, above for the purpose of transacting any necessary business. The annual meeting may be counted as one of the four regular meetings. Notice of the annual meeting of the Board of Directors need not be given unless the annual meeting is rescheduled. Eight members of the Board of Directors shall constitute a quorum for the transaction of business at a meeting, including the annual meeting.

Section 7. Special Meetings. The President of the Corporation may call a special meeting of the Board of Directors whenever the President deems it necessary. The Directors may call a meeting in case the President fails to do so upon written request of four of the Directors. A special meeting shall be held within two weeks after such request is made. Each member of the Board shall receive notice of any meeting at least five (5) days prior to the date set for that

meeting. Each such notice shall state the time and place of the meeting. Eight members of the Board of Directors shall constitute a quorum for a special meeting.

Section 8. Organization. At all meetings of the Board of Directors, the President shall act as Chair. In the President's absence, the President-Elect or immediate Past President shall act as Chair. The Executive Director or his or her designee or, in the Executive Director's or the designee's absence, any person appointed by the Chair, shall act as Secretary.

Section 9. Removal of a Director. Any Director may be removed, with or without cause, by an affirmative vote of at least two-thirds of the Directors not subject to the removal vote at a meeting called for that purpose.

Section 10. Resignations. A Director may resign at any time by giving written notice to the President of the Corporation. The resignation of a director shall take effect at the time specified therein, or, if no time is specified therein, upon receipt by the officer of the Corporation to whom such written notice is given; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 11. Vacancies. Any vacancy in the Board of Directors caused by resignation, death, disqualification, inability to act or any other cause, or by reason of failure of the District caucuses to elect the prescribed number of Directors, shall be filled by the Board of Directors. The person so appointed shall hold said office until the results of the election for that District Directorship are presented at the next annual meeting of the Corporation. Except for the President-Elect, a vacant director position shall be filled by a representative in good standing with the Corporation from the Director District associated with the vacant position.

Section 12. Notice Excused. Notice of any meeting of the Board of Directors need not be given to any Director who shall be present at such meeting, and any meeting of the Board shall be a legal meeting without any notice thereof having been given if all of the directors of the Corporation then in office shall be present thereat or waive such notice in writing before, at, or after such meeting.

Section 13. Committees. The Board of Directors may create committees with such authority and duties as the Board of Directors may determine. The President, in consultation with the Executive Director, shall appoint the individuals to serve on committees established under this Section. No committee shall have the authority to bind the Corporation without express approval of the Board of Directors. Committees shall keep regular minutes of their proceedings and report the same to the Board from time to time as the Board may require.

Section 14. Electronic Meetings. The President, in consultation with the Executive Director, may determine that a meeting, including the annual meeting or any special meeting of the Board Directors, shall be held entirely by electronic means, telephone, or other communication facility that permits all participants to communicate adequately with each other during the meeting. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

## ARTICLE VI – OFFICERS

Section 1. Election of Officers; Term of Office. The officers of this Corporation shall be a President, a President-Elect or Immediate Past President during the time period that individual serves in that position, and a Treasurer. The President-Elect shall be elected by the representatives at the annual meeting of the Corporation in each even-numbered year. A nominee for the office of President-Elect shall be a current member of the Board of Directors. The term of the office of the President-Elect shall be one (1) year, at which time the President-Elect automatically succeeds to the office of the President. The term of the office of President shall be two (2) years. When present, the President of the Corporation shall preside as Chair of the Board of Directors.

### Section 1a. Procedures for Election of the President-Elect.

- (a) The Board of Directors shall nominate one member of the Board of Directors for election to the office of President-Elect. The Board shall notify the members of the person nominated at least forty-five (45) days before the annual meeting of the Corporation.
- (b) If the election of the President-Elect is not contested as herein provided, the nominee of the Board of Directors shall be declared elected and shall be presented to the representatives at the annual meeting of the Corporation.
- (c) The election of the President-Elect may be contested if a resolution nominating a different member of the Board of Directors is adopted by school boards located in at least fifteen (15) Area Groups, with no more than three (3) school boards of the fifteen (15) to be in any single Director District. Certified copies of the nominating resolutions must be submitted to the Executive Director at least twenty (20) days before the annual meeting of the Corporation and must be accompanied by a signed letter from the nominee confirming the nominee's willingness to serve. Nominations shall be deemed closed at the end of business on the twentieth day before the date of the annual meeting of the Corporation.
- (d) The Executive Director in his or her sole discretion shall determine whether the procedures for a contested nomination have been followed.
- (e) The Board of Directors shall adopt procedures for conducting a contested election. The nominee who receives the largest number of votes cast by the representatives shall be elected to the office of President-Elect. In the event of a tie, the election shall be determined by lot. The newly elected President-Elect shall be presented to the representatives at the annual meeting of the Corporation in the even-numbered year.
- (f) In the event a vacancy occurs in the office of President-Elect during the first year of the term, the President shall be elected at the next annual meeting of the Corporation for a two-year term using the procedures for the election of the President-Elect.

Section 2. President. The President shall preside at all meetings of this Corporation, the Board of Directors, and the Delegate Assembly, and shall be a member ex officio of all regular and special committees. The President shall appoint annually, subject to approval of the Board of Directors, such standing, general, or special committees in addition to those hereinafter provided for as the President shall deem necessary. The President shall perform such other duties as usually pertain to such an office. The President may delegate duties of the office to other officers or directors.

Section 3. President-Elect/Immediate Past President. During the year of the President-Elect or Immediate Past President's service in that position, the President-Elect or immediate Past President shall attend meetings of the Board and shall perform the duties of the President in the event of the President's disability or absence at meetings and such other duties as shall be specifically assigned to the President-Elect by the President or Board of Directors.

Section 4. Treasurer. The Board of Directors shall appoint a Treasurer for a term not to exceed three years. The Treasurer shall keep accurate accounts of all monies of the Corporation received or disbursed. The Treasurer shall deposit all monies, drafts, and checks in the name of and to the credit of, the Corporation in such banks and depositories as the board of directors shall from time to time designate. The Treasurer shall have power to endorse for deposit all notes, checks, and drafts received by the Corporation. The Treasurer shall disburse the funds of the Corporation as ordered by the Board of Directors, making proper vouchers therefor. The Treasurer shall render to the President and the Board of Directors, whenever required, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President, and in general, shall perform all duties incident to the office of Treasurer. The Treasurer shall report on the Corporation's financial status at the annual meeting.

Section 5. Removal of an Officer. Any officer may be removed, with or without cause, by an affirmative vote of at least two-thirds of the Board of Directors at a meeting called for that purpose.

Section 6. Resignation. Any officer may resign at any time by giving written notice to the President or the Executive Director of the Corporation. Except as provided in Article VI, Section 8, below, any such resignation shall take effect at the time specified therein, or, if no time is specified therein, upon receipt thereof by the President or the Executive Director. The acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancies. All officers shall continue to hold the office to which elected for the term thereof until the successor is elected and qualified. Any vacancy in the office of President in the even-numbered year shall be filled immediately by the President-Elect. The President-Elect shall serve a two (2) year term as President upon completing the remainder of the term of the President caused by the vacancy. Any vacancy in the office of President in the odd-numbered year or during any other period when there is no President-Elect shall be filled by the Board of Directors, and the person so appointed shall hold said office until the unexpired term of the President is filled by election at the next annual meeting of the Corporation. A vacancy in the position of Past President shall not be filled. Any vacancy in the position of Treasurer shall be

filled by the Board of Directors for the unexpired portion of the term.

Section 8. Past Presidents; Honorary Members. All Past Presidents shall automatically become honorary members of the Corporation and may participate in proceedings of the Corporation to which they are invited by the President. Past presidents shall have no right to vote. The Board of Directors may, from time-to-time, designate as honorary members of the Corporation worthy persons who have made significant positive contributions to public school education in the State of Minnesota. Such honorary members shall have no right to vote.

## **ARTICLE VII – EXECUTIVE DIRECTOR**

The Board of Directors shall appoint the Executive Director for a term not to exceed three years. The salary and benefits of the Executive Director shall be fixed by the Board of Directors and paid out of funds of the Corporation. The Executive Director shall be responsible to and work under the direction of the Board of Directors, shall be thoroughly conversant at all times with the affairs of the Corporation, shall inform members regarding matters of interest to them and shall in general handle the affairs of the Corporation. The Executive Director shall keep a complete and accurate record of all proceedings of the Corporation.

## **ARTICLE VIII – AREA GROUPS**

Section 1. The Area Groups of the Corporation shall consist of public school districts of the State of Minnesota whose administrative offices, unless otherwise provided, are located in the following Area Groups:

1. Fillmore, Houston and Winona Counties;
2. Goodhue, Olmsted and Wabasha Counties;
3. Dodge, Freeborn, Mower, Rice and Steele Counties;
4. Blue Earth, Faribault and Waseca Counties;
5. McLeod, Sibley, Nicollet and Le Sueur Counties;
6. Brown, Watonwan and Martin Counties;
7. Murray, Cottonwood, Rock, Nobles and Jackson Counties;
8. Pipestone, Lincoln, Lyon, and Redwood Counties, and that portion of Yellow Medicine County which includes Canby School District No. 891;
9. Big Stone, Swift, Chippewa and Lac Qui Parle Counties, and that portion of Yellow Medicine County which includes Yellow Medicine East School District No. 2190;
10. Renville, Kandiyohi and Meeker Counties, and that portion of Wright County which includes Dassel-Cokato District No. 466;
11. That portion of Hennepin County which includes the following: Bloomington School District No. 271; Eden Prairie School District No. 272; Edina School District No. 273; St. Louis Park School District No. 283; Minnetonka School District No. 276; Richfield School District No. 280; and Hopkins School District No. 274, or the successor School District to those Districts;
12. That portion of Hennepin County which includes the following: Westonka School District No. 277; Orono School District No. 278; Osseo School District No. 279; Robbinsdale School

District No. 281; St. Anthony-New Brighton School District No. 282; Wayzata School District No. 284; Brooklyn Center School District No. 286; and the administrative offices of Intermediate District No. 287;

13. Anoka County;
14. Ramsey County excluding St. Paul School District No. 625;
15. Washington County;
16. Dakota County;
17. Carver and Scott Counties;
18. Minneapolis Special School District No. 1;
19. St. Paul School District No. 625;
20. Wright, Sherburne and Benton Counties;
21. Todd, Morrison and Stearns Counties;
22. Chisago, Isanti, Kanabec, Mille Lacs and Pine Counties;
23. Douglas, Grant, Pope, Stevens and Traverse Counties;
24. Becker, Clay, Ottertail and Wilkin Counties;
25. Cass, Crow Wing, Hubbard and Wadena Counties;
26. Itasca, Koochiching and St. Louis Counties, excluding Duluth School District No. 709, Proctor School District No. 704, and Hermantown School District No. 700;
27. Aitkin, Carlton, Lake and Cook Counties and that portion of St. Louis County which includes Duluth School District No. 709, Proctor School District No. 704, and Hermantown School District No. 700;
28. Beltrami, Clearwater and Mahnommen Counties;
29. Norman, Pennington, Polk and Red Lake Counties;
30. Kittson, Marshall, Lake of the Woods and Roseau Counties.

Section 1a. Upon application by the School Board of a member School District, the Board of Directors may authorize by motion or resolution the transfer of that School District from one Area Group to another Area Group, provided that said transfer does not move the School District into a different Director District. Upon the Board's approval of a transfer under this Section, the Executive Director shall promptly amend the Bylaws to reflect the transfer to the new Area Group.

Section 2. The District Director of the Corporation shall be the Chairs of the Area Groups situated within their respective Director Districts. Meetings of the Area Groups shall be held at such times and places designated by the Board of Directors.

Section 3. Representatives of each member School District may attend meetings of their respective Area Groups. Each representative shall be entitled to only one (1) vote on each question coming before the meeting.

## **ARTICLE IX – DELEGATE ASSEMBLY**

### **Section 1. (AREA DELEGATES)**

Subd. 1. The Corporation shall have a Delegate Assembly which shall meet annually and be made up of delegates who are representatives of a school board of a public school district in good

membership standing. The members of the Board of Directors of the Corporation and the officers of the Corporation shall also be delegates at the Delegate Assembly.

Subd. 2. Delegates shall be assigned to each Area Group as follows:

- (a) 0-12,500 total student enrollment = 3 delegates
- (b) 12,501-25,000 total student enrollment = 4 delegates (3 delegates + 1 additional)
- (c) 25,001-37,500 total student enrollment = 5 delegates (3 delegates + 2 additional)
- (d) 37,501-50,000 total student enrollment = 6 delegates (3 delegates + 3 additional)
- (e) 50,001-62,500 total student enrollment = 7 delegates (3 delegates + 4 additional)
- (f) 62,501-75,000 total student enrollment = 8 delegates (3 delegates + 5 additional)
- (g) 75,001-87,500 total student enrollment = 9 delegates (3 delegates + 6 additional), and so on.

Subd. 3. In each odd year, the Executive Director shall determine, using the most current school district enrollment information available from the Minnesota Department of Education, the number of delegates to be assigned to each Area Group.

## Section 2. (TERM OF DELEGATES AND ALTERNATES)

Subd. 1. Each Area Group shall elect delegates to serve as members of the Delegate Assembly. The election shall be conducted in the odd year by mail or Internet ballot. The term of office for each delegate shall be two years.

Subd. 2. Each Area Group shall also elect by mail or Internet ballot two alternates who have good membership standing in the Corporation to serve as members of the Delegate Assembly if a member of the Delegate Assembly from an Area Group is unable to participate or fails to qualify by having lost status as a member of a school board. The alternate delegate receiving the highest number of votes shall be designated as the primary alternate with priority to serve as a member of the Delegate Assembly. In the event the primary alternate is unable or ineligible to participate, the second alternate shall serve as the member of the Delegate Assembly. Vacancies in the alternate positions shall be filled by the Chair of the Area Group.

Subd. 3. The Executive Director shall prepare procedures for election of delegates and alternates by the various Area Groups, including procedures relating to nomination and mail or Internet ballot election and appointment of alternates to fill vacancies in alternate positions. These procedures and any subsequent revisions thereto shall be approved by the Board of Directors before becoming effective.

Section 3. The Delegate Assembly shall meet once each year at a time and place designated by the Board of Directors. Notice of the time and place of that meeting shall be mailed by the Executive Director to each member at least 10 days in advance of the meeting.

Section 4. The Corporation shall pay to the members of the Delegate Assembly a reasonable sum as determined by the Board of Directors for travel, lodging, and meal expenses incurred in attending meetings of the Delegate Assembly.

Section 5. Fifty delegates present at the annual meeting of the Delegate Assembly shall constitute a quorum.

Section 6. The Delegate Assembly shall study, formulate, and adopt proposals for consideration and enactment.

Section 7. Electronic Meetings. The President, in consultation with the Executive Director, may determine that a meeting of the Delegate Assembly shall be held entirely by electronic means, telephone, or other communication facility that permits all participants to communicate adequately with each other during the meeting. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

## **ARTICLE X – FINANCIAL MATTERS**

Section 1. Contracts; How Executed. Except as provided in the Bylaws, the Board of Directors may authorize any officer or employee of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no negotiable paper shall be issued in its name unless authorized by the Board of Directors. When so authorized, any officer or employee of the Corporation may effect loans and advances at any time for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual; and for such loans and advances may make, execute and deliver promissory notes or other evidences of indebtedness of the Corporation; and when authorized as aforesaid, as security for the payment of any and all loan advances, indebtedness, and liabilities of the Corporation may, subject to the provision of the Articles of Incorporation, mortgage, pledge, hypothecate or transfer any real and personal property at any time held by the Corporation, and to that end execute instruments of mortgages or pledge or otherwise transfer said property. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts and Other Matters. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such person or persons and in such manner as shall from time to time be determined by the Board of Directors or as may be designated by any officer or officers of the Corporation to whom such power may from time to time be delegated by the Board of Directors.

Section 4. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation under such conditions and in such banks, trust companies or other depositories as the Board of Directors may designate, or as may be designated by any officer or employee of the Corporation to whom such power may from time to time be delegated by the Board of Directors and for the purpose of such deposit any person or persons to whom such

power is delegated may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Corporation.

#### **ARTICLE XI – AMENDMENT OF BYLAWS**

The Bylaws may be amended, repealed, or adopted by the vote of a simple majority of the representatives of the Corporation at the Annual meeting. All proposed amendments to the Bylaws must be submitted for review and approval by the Board of Directors at least sixty (60) days prior to the annual meeting. Amendments to the Bylaws shall take effect upon adoption by the representatives at the annual meeting.