

BYLAWS

FRIENDS OF SOUTH HIGH FOUNDATION

Table of Contents

1

2

3

4 Table of Contents

5 ARTICLE I – Name and Purpose 3

6 Section 1.1 Name 3

7 Section 1.2 Office 3

8 Section 1.3 Purpose 3

9 Section 1.4 Statutory Guidance 3

10 ARTICLE II – Membership 3

11 Section 2.1 Eligibility for Membership 3

12 Section 2.2 Voting Rights 3

13 Section 2.3 Annual Meeting 4

14 Section 2.4 Board Meetings 4

15 Section 2.5 Special Meetings 4

16 Section 2.6 Notice of Meetings 4

17 ARTICLE III – Board of Directors 4

18 Section 3.1 Board Role, Size, and Compensation 4

19 Voting Directors 5

20 Nonvoting Directors 5

21 Section 3.2 Terms, and Eligibility 5

22 Section 3.3 Regular Meetings 5

23 Section 3.4 Special Meetings 5

24 Section 3.5 Meeting Location and Attendance 6

25 Section 3.6 Quorum 6

26 Section 3.7 Election 6

27 Section 3.8 Officers and Duties 6

28 Section 3.9 Resignation 7

29 Section 3.10 Removal 7

30 Section 3.11 Vacancies 7

31 Section 3.12 Voting 7

32 ARTICLE IV – COMMITTEES 7
33 Section 4.1 Committees 7
34 Section 4.2 Executive Committee 8
35 ARTICLE V – AMENDMENT 8
36 Section 5.1 Amendment of Bylaws 8
37 CERTIFICATION 8
38

39 **ARTICLE I – Name and Purpose**

40 **Section 1.1 Name**

41 The name of this organization shall be “Friends of South High Foundation”, hereinafter referred
42 to as the Foundation or the South High Foundation.

43

44 **Section 1.2 Office**

45 The registered office of the Foundation shall be as set forth in the Articles of Incorporation, or
46 in the most recent amendment or restatement of such Articles of Incorporation, or in a
47 certificate of change of registered office filed with the Secretary of State of Minnesota
48 reflecting the adoption of a resolution by the Board of Directors changing such registered
49 office.

50

51 **Section 1.3 Purpose**

52 The Foundation has as its purpose to provide financial assistance and support for programs at
53 South High School that directly enhance the students’ overall high school experience by
54 enriching their academic, cultural and extracurricular experience; and to support and enhance
55 their ability to further their education.

56

57 **Section 1.4 Statutory Guidance**

58 The Foundation will operate in accord with the statues of the State of Minnesota governing
59 not-for-profit organizations, specifically as provided in Chapter 317A.

60 **ARTICLE II – Membership**

61 **Section 2.1 Eligibility for Membership**

62 Membership shall be open to all interested persons who support the mission and principles of
63 the Foundation. Membership is granted upon receipt of a donation.

64

65 **Section 2.2 Voting Rights**

66 Only members who have been duly elected to the Board of Directors shall have voting rights.

67

68 **Section 2.3 Annual Meeting**

69 The Board of Directors shall convene an annual meeting held in May of each year at a time and
70 place determined by the Board of Directors.

71

72 **Section 2.4 Board Meetings**

73 Members are also invited to attend all open Board meetings to remain informed and to help
74 influence the decisions of the Foundation. Members shall be afforded the right to participate
75 or speak at the discretion of the meeting convener.

76

77 **Section 2.5 Special Meetings**

78 Special meetings of members may be called by the Board of Directors at a time and place of the
79 Board's choosing.

80

81 **Section 2.6 Notice of Meetings**

82 Whenever, under the provisions of these Bylaws, notice is required to be given to directors or
83 members, it shall be given at least two weeks in advance of the meeting

- 84 a) by personal notice, directly or via electronic voice communication;
85 b) in writing by US mail or courier by depositing it in a post office or letter box or
86 private courier service receptacle with the State of Minnesota in a post-paid sealed
87 wrapper addressed to such director or member at his or her last known address; or
88 c) by electronic mail to an Internet email address designated by the individual.

89 Such notice or action shall be deemed to have been given at the time when thus deposited in
90 the mailbox or currier receptacle or when transmitted.

91 **ARTICLE III – Board of Directors**

92 **Section 3.1 Board Role, Size, and Compensation**

93 The Board of Directors shall direct and manage all of the business and affairs of the Foundation.
94 It has ultimate responsibility and authority over all functions of the Foundation including, but
95 not limited to, strategic and tactical direction, financial operations and transactions, satisfaction
96 of legal requirements, committee operations and external relations. No compensation shall be
97 paid to directors for their service as directors except for reasonable and well-documented
98 expenses incurred directly related to Board participation. Compensation may be paid to a

99 director for services performed for the Foundation in another capacity, so long as the
100 compensation is approved by the Board of Directors.

101 **Voting Directors**

102 The Board of Directors shall consist of a minimum of four (4) and a maximum of twenty
103 (20) voting directors.

104 **Nonvoting Directors**

105 The Board may include up to three (3) nonvoting directors. If there are nonvoting
106 directors, one of those, *ex officio*, will be the currently serving principal of South High
107 School. The Board President may with Board approval additionally appoint one (1) or
108 two (2) other nonvoting directors. Nonvoting directors will have the same rights (except
109 voting rights) and obligations as voting directors; these include but are not limited to
110 terms of service, and notification of and attendance at meetings.

111

112 **Section 3.2 Terms, and Eligibility**

113 Voting directors shall be elected to serve a three-year term. Nonvoting *ex officio* directors shall
114 have their term of service determined at the time of their appointment. The date of expiration
115 of a director's term shall be established by the Board of Directors so as to achieve the election
116 of approximately one-third of the Board each year. Directors are eligible for re-election to the
117 Board so as to serve not more than three consecutive terms. Directors must be members of
118 the Foundation.

119

120 **Section 3.3 Regular Meetings**

121 The Board of Directors shall meet monthly during the academic year (with a December meeting
122 being optional) and as often during the June, July and August as the Board President deems
123 necessary for the Board to adequately perform its duties.

124

125 **Section 3.4 Special Meetings**

126 Special meetings of the Board of Directors may be called at any time upon request of the Board
127 President or any two (2) directors, provided that any such request shall specify the purpose or
128 purposes for the meeting. The President shall set the date for the special meeting within three
129 (3) working days of making or receiving such a request and shall give no less than five (5) nor
130 more than thirty (30) days' notice of the time, place and purpose of such special meeting.

131

132 **Section 3.5 Meeting Location and Attendance**

133 The Board of Directors may hold its meetings where a majority of the directors then in office
134 may establish. Any number of directors shall be considered present and may participate in a
135 board meeting from a remote location by any means of communication through which all
136 directors participating remotely and all directors physically present at the meeting site, if any,
137 may simultaneously hear each other during the meeting.

138

139 **Section 3.6 Quorum**

140 At all meetings of the Board of Directors, a majority of the voting directors then in office shall
141 be necessary and sufficient to constitute a quorum for the transaction of business.

142

143 **Section 3.7 Election**

144 The current directors of the Board shall, at the annual meeting, elect directors for the following
145 year, including the designation of the officers as below. All other directors elected shall be
146 designated as directors-at-large. Newly-elected officers and directors shall take office at the
147 next meeting following the annual meeting.

148

149 **Section 3.8 Officers and Duties**

150 There shall be four officers of the Board of Directors, consisting of a President, Vice-president,
151 Secretary and Treasurer. Their duties are as follows:

152

153 *The President* shall convene and preside, or arrange for other Officers to do so, at each
154 meeting. The President will be the primary representative of the Foundation to other
155 organizations, although the Board may empower others to serve this function within
156 constraints they may establish.

157

158 *The Vice-president* shall perform the duties and exercise the powers of the President in case of
159 the absence or disability of the President. The Vice-president will become the Chair for the
160 balance of the term if the President is not able to complete his or her term.

161

162 *The Secretary* shall be responsible for keeping records of board actions, including sending out
163 meeting announcements, overseeing the taking of minutes at all board meetings, distributing
164 copies of the agenda and minutes to each director, an assuring that corporate records are
165 maintained. In addition, *The Secretary* shall be responsible for keeping records of Executive
166 Committee actions, including sending out meeting announcements, overseeing the taking of

167 minutes at all Executive Committee meetings, and distributing copies of the agenda and
168 minutes to each Executive Committee member.

169
170 *The Treasurer* shall make appropriate reports at each board meeting to the board and the
171 public. The treasurer shall assist in the preparation of the budget, and help develop investment
172 and fundraising plans.

173

174 **Section 3.9 Resignation**

175 A director may resign at any time by giving written notice to the Secretary or Board President.
176 The resignation is effective without acceptance when the notice is given, unless a later effective
177 time is specified in the notice.

178

179 **Section 3.10 Removal**

180 Upon an affirmative vote of a majority of the voting directors, a director may be removed, with
181 or without cause, at any regular meeting of the Board of Directors or at any special meeting of
182 the Board of Directors called for such purpose. Such removal is without prejudice to any
183 contract rights, if any, which such director may have with the Foundation.

184

185 **Section 3.11 Vacancies**

186 In case any Board position becomes vacant by any cause, the majority of the Board of Directors
187 then in office, although less than a quorum, may elect a member to fill such vacancy, and the
188 director so elected shall hold office and serve for the remainder of the vacant position's term.

189

190 **Section 3.12 Voting**

191 Except where otherwise required by law, the Articles of Incorporation or these Bylaws, the
192 affirmative vote of a majority of the voting directors present at a duly held meeting shall be
193 sufficient for any action. Voting by proxy is not permitted.

194 **ARTICLE IV – COMMITTEES**

195 **Section 4.1 Committees**

196 The Board of Directors may create committees as needed to perform various activities or
197 functions that may be necessary for the business of the Foundation. The Board will appoint the
198 committee chairs and may appoint committee members. The Board shall determine the scope

199 of authority and duration (i.e., whether the commit is to be a standing committee or an ad hoc
200 committee).

201

202 **Section 4.2 Executive Committee**

203 The four current officers of the Board of Directors and the immediate past-president shall serve
204 as the members of the Executive Committee. Except for the power to amend the Articles of
205 Incorporation and the Bylaws, the Executive Committee shall have all the authority of the Board
206 of Directors in the intervals between meetings of the Board of Directors, and is subject to the
207 direction and control of the full Board.

208 **ARTICLE V – AMENDMENT**

209 **Section 5.1 Amendment of Bylaws**

210 These Bylaws may be amended when necessary by two-thirds majority of the voting directors
211 present at any duly called meeting. Proposed amendments must be submitted to the Secretary
212 to be sent out with regular board announcements.

213 **CERTIFICATION**

214 The undersigned do hereby certify:

- 215 1) that they are the duly elected and acting President of the Board of Directors and
216 Secretary of Friends of South High Foundation, a Minnesota nonprofit corporation; and
217 2) that the foregoing Bylaws constitute the true and correct Bylaws of said corporation as
218 amended at a meeting of the Board of Directors thereof duly held on: _____

219 IN WITNESS WHEREOF, we have hereunto subscribed by name

220 this _____ th of _____, 2015.

221

222

223

224

225

226

227

228 _____
Judy Ayers

229 President (Chair)

228 _____
Ruth Ann Eilers

Secretary