

**BYLAWS**

**FRIENDS OF SOUTH HIGH FOUNDATION**

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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