

**DISTRICT 742 LOCAL EDUCATION & ACTIVITIES FOUNDATION
BY-LAWS**

MISSION STATEMENT

The District 742 Local Education & Activities Foundation (LEAF) is a citizens' organization whose purpose is to secure and channel private funds to support and enhance excellence and opportunity in a comprehensive District 742 public educational program.

VISION STATEMENT

Excellence, opportunity and community pride in our public schools.

ARTICLE I
DIRECTORS

Section 1 – Designation of Members; Term of Office

The Directors of the Foundation (“Directors”) shall consist of those persons who shall at any given time be serving as members of the Board of Directors of the Foundation and such other persons or entities meeting such qualifications for membership as the Board of Directors shall from time to time establish.

Section 2 – Authority of Duties

The Board of Directors shall have general supervision and charge of the property, affairs, and finances of the Foundation. Without limiting the generality of the foregoing, the Board of Directors shall elect the officers of the Foundation and shall cause a full report concerning the affairs of the Foundation to be rendered to the Directors at the annual meeting.

Section 3 – Number, Term of Office, Election, Qualifications, and Removal of Directors

The Board of Directors shall consist of not more than 24 members having such qualifications in both general and individual attributes as the Board of Directors shall from time to time determine. Three (3) of the Director positions shall be filled by the following persons in an ex officio, non-voting role:

1. District 742 Superintendent or designee
2. Tech High School Activities Director or designee
3. Apollo High School Activities Director or designee

Voting members of the Board of Directors shall serve three-year terms. Directors shall be elected to serve for three-year terms at an annual meeting called for the purpose of electing Directors pursuant to the recommendations of a nominating committee. (No Director shall serve more than two consecutive or non-consecutive three-year terms unless at least one year has passed since the expiration of the Director's second term.) The Executive Director of LEAF shall be an ex-officio member of the Board of Directors but shall not be a voting member of the Board of Directors. (The terms of Executive Director may be classified by action of the Board of Directors.)

Vacancies in the Board of Directors caused by death, resignation, removal from office, or failure to continue to meet the qualifications for Director, or any other cause other than the expiration of a term shall be filled by majority vote of the Directors then in office for the unexpired portion of the three-year term.

Any Director may at any time be removed from office for any cause deemed sufficient by the Board of Directors, by the affirmative vote of a majority of the full number of Directors then authorized by the Members acting at a meeting of the Board of Directors.

No Director shall receive, directly or indirectly, any compensation for services as a Director. The Board of Directors may authorize reimbursement of reasonable expenses incurred by Directors in connection with carrying out the activities of the Foundation.

Section 4 – Voting Rights of Directors

Each Member shall be entitled to one vote (unless otherwise determined by the Board of Directors in establishing the classification or qualification of Members) upon any matter properly submitted to the Board of Directors for their vote.

Section 5 – Voting by Mail

Except as may be otherwise provided by law or by the Articles of Incorporation, the voting upon all matters required or permitted to be voted upon by the Members may be conducted by mail or electronic communication, with the same effect as voting at elections and upon other matters at a meeting of the Members duly called and held and at which a quorum of the Members is present.

ARTICLE II MEETINGS

Section 1 – Regular Meetings

Regular meetings of the Board of Directors shall be held at least quarterly, on such dates and at such times as the Board of Directors or the President shall determine. The purposes of regular meetings of the Board of Directors shall be to consider and act upon any matters which are proper subjects for action by the Board of Directors.

Section 2 – Special Meetings

A special meeting of Members may be called by the President or by three or more Directors with 48 hours written notice to all directors of the meeting location and purpose of such meeting. Any special meeting may also be held through use of telephone or other communications equipment if all persons participating can hear each other. A special meeting may be held for any purpose that would be a proper purpose of a regular meeting.

Section 3 – Annual Organization Meeting

The annual organization meeting of the Board of Directors shall take place at such time and on such date during the month of February of each year at the principal offices of the Foundation or at such other time, date, or place in Minnesota as the Board of Directors or the President shall determine. The purpose of the annual organization meeting shall be to elect the President and the other offices of the Foundation, if necessary, to receive the reports of officers and committees of the Board of Directors, and to transact such other business as may properly come before the meeting.

Section 4 – Quorum

Forty percent (40%) of the current voting members of the Board of Directors will constitute a quorum for the transaction of business at any meeting of the Board of Directors. At each meeting of the Board of Directors, all questions and business shall be determined by a majority vote of those present and voting.

Section 5 – Notice of Meetings

Not less than five days before the date fixed for an annual organization or regular meeting, or two days in the case of a special meeting, written notice stating the date, time, place, and in the case of a special meeting, the purposes of

such meeting shall be given by or at the direction of the President or of the other person or persons calling the same. The notice shall be given by mail addressed to the members of the Board of Directors at their respective addresses as they appear on the records of the Foundation. For purposes of these by-laws the use of electronic communications such as e-mail shall be deemed to fulfill the requirements for notices.

Section 6 – Waiver of Notice

Notice of the time, place, and purposes of any meeting of the Board of Directors may be waived in writing either before or after the holding of the meeting. The attendance of any Director at any meeting (or participation in a meeting held through the use of telephone or other communications equipment) without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be waiver by the Director of notice of the meeting.

Section 7- Action without a Meeting

Any action which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting with the affirmative vote and approval of, and in a writing or writings signed by, at least two-thirds of Directors, which writing or writings shall be filed with or entered upon the records of the Foundation. For purposes of this section the use of electronic communication to is allowed for recording the votes of individual Directors.

ARTICLE III OFFICERS

Section 1- Election and Designation of Officers

The Board of Directors shall elect a President, Vice President, Secretary, and a Treasurer from among its members; shall appoint an Executive Director who shall not be a member of the Board of Directors; and may elect such other officers as the Board of Directors may deem necessary or desirable. Any two or more offices to be held by members of the Board of Directors may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity, if the instrument is required to be executed, acknowledge, or verified by two or more officers.

Section 2 – Term of Office: Vacancies

The officers of the Foundation shall hold office until the next annual organization meeting of the Board of Directors and until their successors are elected, except for the President who shall serve a two-year term and except in case of an officer's resignation, removal from office, or death. The Board of Directors may remove any officer at any time with or without cause by a majority vote of the Directors then in office. The Board of Directors may fill any vacancy in any office.

Section 3 – President

The President shall, subject to directions of the Board of Directors, have general supervision over the affairs of the Foundation and shall be the Chief Executive Office of the Foundation. She/he may execute all authorized deeds, mortgages, contracts, and other obligations in the name of the Foundation and shall have such other authority and shall perform such other duties as may be determined by the Board of Directors.

Section 4 – Vice President

A Vice President first elected shall have all the authority and perform all of the duties of the President in the absence of the President or when circumstances prevent the President from acting.

Section 5 – Secretary

The Secretary shall keep the minutes of meetings of the Board of Directors and of the Executive Committee. The secretary shall keep such records as may be required by the Board of Directors, shall give notices of the meetings of the Board of Directors as required by law, or by these Regulations, or otherwise, and shall have such authority and shall perform such other duties as may be determined by the Board of Directors.

Section 6 – Treasurer

The Treasurer shall cause to be kept, under the Treasurer’s supervision, accurate financial accounts and shall prepare or cause to be prepared a full report concerning the finances of the Foundation to be presented at each annual organization meeting of the Board of Directors, and shall have such authority and shall perform such other duties as may be determined by the Board of Directors.

Section 7 – Executive Director

The Executive Director shall be the administrative officer of the Foundation and, subject to the direction of the Board of Directors, shall have general supervision over the daily operations of the Foundation. The Executive Director shall also prepare or cause to be prepared the annual administrative budget of the Foundation and shall have such other authority and perform such other duties as may be determined by the Board of Directors.

ARTICLE IV COMMITTEES

Section 1 – Standing Committees of the Board of Directors

The Board of Directors shall establish the standing committees as defined in this section, subdivision 1 through 5 inclusive. The Executive Committee shall be solely members of the Board of Directors. Other standing committees may include committee members who are not members of the Board of Directors. Each such committee shall serve at the pleasure of the Board of Directors and shall have such authority and shall perform such duties, as the Board of Directors shall from time to time hereafter determine.

Subd. 1 – Executive Committee

The Executive Committee shall consist of the President, the Vice President, the Secretary, and the Treasurer. The President shall be the Chairman of the Executive Committee. The President or any two other members of the Executive Committee may call a meeting of the Executive Committee. The President or other persons calling the meeting shall give or cause to be given notice to each member of the Executive Committee of the date, time, place, and purpose of the meeting at least two days before the scheduled meeting. Three members of the Executive Committee shall constitute a quorum for the transaction of the business at any meeting thereof. The Executive Committee shall act only in the intervals between meetings of the Board of Directors and shall, except to the extent otherwise provided herein or determined by the Board of Directors, have all authority of the Board of Directors other than the authority to fill vacancies in the Board of Directors. Subject to the aforesaid exceptions, any person dealing with the Foundation shall be entitled to rely upon any act or authorization of an act by the Executive Committee to the same extent as an act or authorization of the Board of Directors. The Executive Committee shall keep full and complete records of all meetings and actions, which shall be reported to and open to inspection by the Board of Directors. At each meeting of the Executive Committee, all questions and business shall be determined by a majority vote of those present, or without a meeting by a majority vote in either written, electronic, or voice communications.

Subd. 2 – Development Committee

The Development Committee's function is to provide advice and assistance in the fundraising endeavors of the organization.

Subd. 3 – Public Relations/Marketing Committee

The Public Relations Committee's function is to enhance and increase the organization's public image, reputation and profile.

Subd. 4 – Allocations Committee

The Allocations Committee's function is to review funding policies and practices and review and make recommendations for funding grant applications.

Subd. 5 – Nominating Committee

The Nominating Committee's function is to assure the maintenance and enhancement of the profile of the LEAF Board of Directors by successfully identifying, recruiting and recommending candidates for Board membership.

Subd. 6 – Budget & Investment Committee

The Budget & Investment Committee has responsibility to develop, recommend and review fiscal procedures and the annual budget. The Board must approve the budget and all expenditures must be within budget. Changes in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be January 1 through December 31. The financial records of the organization are public information and shall be made available to Board members and the public.

Subd 7 – New Ventures Committee

The New Ventures committee reviews proposals for new LEAF initiatives or funds and makes recommendations to the Board of Directors.

Section 2 – Special/Ad Hoc Committees of the Board of Directors

The Board of Directors may from time to time establish Special Event or Ad Hoc committees to assist the organization in completing the work of the organization. Each such committee shall serve at the pleasure of the Board of Directors and shall have such authority and shall perform such duties, as the Board of Directors shall from time to time hereafter determine. Special or Ad Hoc Committees may include individuals who are not members of the Board of Directors.

ARTICLE V

Emeriti Directors Affiliation

Section 1 – LEAF Emeriti Directors Affiliation

The Board of Directors may and does establish an auxiliary organization called LEAF Emeriti directors that constitutes a formal affiliation for former board members. The purpose of the organization is to:

- Establish and nurture a more lasting recognition of individual service
- Establish and nurture an ongoing connection to the organization
- Establish and nurture a group with experience and ability to advise
- Establish and maintain connection to past board members' "connections"
- Establish and nurture a group of sustaining supporters and potential benefactors

Eligibility for membership shall include service on the Board of directors for two full terms and an interest. Membership will not involve any required attendance or contributions, but emeriti member's benefits will include:

- An invitation to the annual meeting
- An invitation to and recognition at the annual awards event
- Receipt of the annual report and newsletters
- Personal updates when major initiatives or changes might affect the organization
- Membership on LEAF committees if desired
- Possibly an annual lunch or breakfast get-together

There will be no term limits and emeriti members will be eligible for new terms of the regular board of directors after the appropriate time has passed according to the LEAF bylaws.

ARTICLE VI FUNDS

The focus of the Foundation shall be student activities and academic opportunity & enrichment. The District 742 Local Education & Activities Foundation shall be comprised of two Funds:

- Student Activities Fund
- Academic Fund

It is the intent of the Board that LEAF will maintain two separate funds, which shall be invested in a manner to be determined by the Board of Directors. The Board will develop financing and marketing strategies to accomplish the mission of the organization.

All expenses of the Foundation, not related to specific fundraising events, shall be apportioned between the Student Activities Fund and the Academic Fund pro-rata. This proration shall occur between the two funds, as soon as possible after June 30 and December 31 and will be reported to the Board of Directors.

Each fund shall have a fundraising event specifically dedicated to increasing the size of that fund with all proceeds from the event staying with the specific fund. All other LEAF fundraising efforts will be divided as designated by the donor or, if undesignated, on a 50/50 basis between the two funds.

Subd 1 Additional Funds

From time to time, the foundation will consider the addition of flow-through and Legacy Funds that support and enhance the educational experiences in District 742.

ARTICLE VII GRANTS

The total value of grants allocated annually from the District 742 Local Education & Activities Foundation shall be based on a Board-determined percentage of the fund(s) balance.

ARTICLE VIII INDEMNIFICATION

The Foundation shall indemnify appropriate persons in accordance with the applicable provisions of the Minnesota Non-profit Corporation Law.

ARTICLE IX
AMENDEMENTS

The by-laws of the Foundation may be amended, or new by-laws may be adopted, by the Members at a meeting held for that purpose, by the affirmative vote of a majority of the Members present at a meeting at which a quorum of the Members is present, provided that notice of the general nature or subject matter of the alteration or amendment shall have been given in the notice of the meeting, or, without a meeting, by the written consent of at least two-thirds of the Members.

Adopted October 1995

Amended February 2006

Amended June 2009

Amended May 2012

Amended January 2017