

BYLAWS OF The Northview Elementary Parent Teacher Organization (NVPTO)

ARTICLE I – NAME, PURPOSE

Section 1.1 Name.

The name of the organization shall be Northview Elementary Parent Teacher Organization (NVPTO).

Section 1.2 Purpose.

NVPTO is organized exclusively for charitable and educational purposes; to enrich the elementary school experience for students and their families. NVPTO supports students, staff, families and classrooms through community building, fundraising events, communications, fine arts, STEM enrichment and volunteering.

Section 1.3 Mission.

The mission of NVPTO is to raise funds to support activities for Northview Elementary students that are not provided by the school district and to provide volunteer support for the school, classrooms, and school-supported activities that enrich learning and build community.

ARTICLE II – EXEMPTION REQUIREMENTS

Section 2.1

At all times the following shall operate as conditions restricting the operations and activities of NVPTO:

- a. No part of the net earnings of NVPTO shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that NVPTO shall be authorized and empowered to pay reasonable compensation for services rendered to and to make payments and distributions in furtherance of the purposes set forth in Article I.
- b. No substantial part of the activities of NVPTO shall be the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and NVPTO shall not participate in, intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office, except as otherwise permitted in accordance with federal law.
- c. Notwithstanding any other provision of these Bylaws or the Articles of Incorporation governing NVPTO, NVPTO shall not carry on any other activities not permitted to be carried on (1) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code,

or the corresponding section(s) of any future federal tax code or (2) by any organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section(s) of any future federal tax code.

ARTICLE III – MEMBERSHIP

Section 3.1 Membership.

Membership shall consist only of the members of the Board of Directors.

Section 3.2:

Members are entitled to vote and have equal rights and preferences in matters not otherwise provided for by the Board. The term of Membership shall be one year concurrent with the NVPTO Fiscal Year.

Section 3.3:

Membership shall terminate at the end of the stated term of Membership. A member shall not be expelled or suspended, and a Membership may not be terminated or suspended before the end of the stated term, other than for nonpayment of dues or fees, except where the Member is given:

- a) not less than three (3) days' prior written notice of the expulsion, suspension, or termination, and the reason for the same; and
- b) an opportunity for the Member to be heard, orally or in writing, not less than two (2) days before the effective date of the expulsion, suspension, or termination by a person authorized to decide that the proposed expulsion, termination or suspension not take place.
- c) Membership termination rules are superseded by Board termination rules for Board members.

Section 3.4: Meetings of Voting Members

Section 3.4.1. Meetings of Members

Regular meetings of voting members shall be held at least annually, at such day and time as the Board of Directors shall determine.

Section 3.4.2. Notice

Unless otherwise required by law or the Articles or Bylaws of NVPTO, notice of all Member meetings must be given at least three (3) and not more than sixty (60) days before the meeting. The notice must contain the date, time and place of the meeting. Notification via email is sufficient.

Section 3.4.3: Additional Meetings

If a regular meeting of voting Members has not been held during the preceding fifteen (15) months, at least twenty (20) Members with voting rights or ten percent (10%) of the Members with voting rights, whichever is less, may demand a regular meeting of the Members by written notice of demand given to the Chair or the Treasurer of NVPTO. Within thirty (30) days after receipt of the demand, the Board shall cause a regular meeting of Members to be called and held on notice no later than ninety (90) days after receipt of the demand.

Section 3.4.4: Special Meetings.

Special meetings may be called by the Chair, the Executive Committee, or by at least fifty (50) Members with voting rights or ten percent (10%) of the Members with voting rights, whichever is less.

Section 3.5: Quorum

Unless otherwise provided by law or by these Bylaws, a quorum for a meeting of Members is ten percent (10%) of the Members entitled to vote at the meeting.

Section 3.6: General Action

Except where a larger portion or number is required by law or by these Bylaws, the Members may take action by the affirmative vote or a majority of the Members present at a duly held meeting.

Section 3.7: Voting

All members shall be entitled to one vote on any matter properly presented to the Members. Voting by proxy shall not be permitted.

Section 3.8: Written Action

An action required or permitted to be taken at a meeting of the Members may be taken without a meeting by written action signed by at least fifty-one percent (51%) of the Members entitled to vote on that action. The written action is effective when it has been signed by at least fifty-one percent (51%) of those Members, unless a different effective time is provided in the written action.

ARTICLE IV -- BOARD OF DIRECTORS

Section 4.1 Board Role, Size, Compensation.

The business and charitable affairs of NVPTO shall be managed by or be under the direction of a Board of Directors. The Board shall have up to eight (8) and not fewer than two (2) members (Chair and Treasurer). The Board will determine the number of directors at each Annual Meeting. One (1) Board position must be held by the fiscal agent/treasurer if one is appointed. Board members acting in their capacities as directors shall receive no compensation other than reimbursement of reasonable expenses.

Section 4.2 Meetings.

The Board shall meet at least six (6) times per year, at an agreed upon time and place. A meeting shall be held each year in the last quarter of the fiscal year, which shall serve as the Annual Meeting.

Section 4.3 Election of the First Board of Directors.

Notwithstanding any other provision to the contrary in these Bylaws, the first elected Board of Directors of NVPTO shall be appointed by the Incorporator(s) identified in the Articles of Incorporation, and shall consist of four (4) Directors. Directors shall be elected for a period one year in order to stagger the future election of Directors, but may be re-elected per Section 4.5 to provide for continuity of the Board.

Section 4.4 Board Elections; Holdover.

Election of new directors or of current directors to a new term will occur as the first item of business at the Annual Meeting. Directors will be elected by a majority vote of the current directors. Members may serve until their successors are appointed or elected, but in no case later than the date of NVPTO's End of Fiscal Year, in a year in which a term expires, unless the Director who has not reached his or her term limit is reappointed or reelected.

Section 4.5 Terms.

Board members shall serve one (1) year terms, but are eligible for re-election for additional terms.

Section 4.6 Quorum.

A quorum shall consist of a majority of directors, but not less than two (2) of the directors currently holding office, in order to transact business at a meeting. If a quorum is present when a duly called meeting is convened, the directors present may continue to transact business until adjournment, even through the withdrawal of directors originally present leaves less than the proportion or number otherwise required for a quorum.

Section 4.7 Notice.

Written or oral notice of a board meeting shall be provided two (2) days in advance of the meeting. Notice by email is sufficient. If the date, time and place of a board meeting have been provided in the Articles, Bylaws, or announced at a previous meeting of the Board, notice is not required.

Section 4.8 Waiver of Notice.

A director may waive notice of a Board meeting. A waiver of notice by a director entitled to notice is effective whether given before, at or after the meeting, and whether given in writing, orally or by attendance. Attendance by a director at a meeting is a waiver of notice of that meeting, unless the director objects at the beginning of the meeting to the transaction of business because the meeting was not lawfully called or convened and does not thereafter participate in the meeting.

Section 4.9 Removal.

A Director may be removed at any time, with or without cause, by a majority of the other Directors of the Board. Removal shall be effective upon the mailing of a written notice to the Director who is removed. A Director may be removed for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year.

Section 4.10 Vacancies.

Vacancies on the Board of Directors shall be filled by the remaining directors, even if the number of directors is less than a quorum. A person so elected to fill a vacancy shall serve as a Director for the remainder of the term of said vacancy. If a vacant position was held by a director appointed by an organization, entity or agency represented on the Board, only that organization, entity or agency may fill the vacancy.

Section 4.11 Resignation, Termination and Absences.

A Board member may resign at any time by providing written notice to the Secretary or in the event of a Secretary's resignation providing written notice to the Chair. Resignation shall take effect upon receipt of the notice, unless a later date is specified in the notice.

Section 4.12 Special Meetings.

Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked or emailed at least two (2) and no more than sixty (60) days in advance of the meeting.

Section 4.13 Action by the Board.

The Board shall take action by the affirmative vote of a majority of directors with voting rights, present and entitled to vote at a duly held meeting, unless otherwise stated in the Articles of Incorporation or these Bylaws. Proxy voting is not permitted. Action may also be taken by unanimous vote via email communication; a response via email shall be sufficient provided the email is received from the director and states affirmatively or negatively the director's vote.

Section 4.14 Written Actions.

Any action required or permitted to be taken at a meeting of the Board may be taken by written action, signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective date is provided in the written action. A response via email shall be sufficient provided the email is received from the director and states affirmatively or negatively the director's vote. All written actions shall be filed with the minutes of NVPTO.

Section 4.15 Electronic Conference Meetings.

A conference among directors, or among members of any committee designated by the Board of Directors, by any means of communications through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board or the committee, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by such means constitutes personal presence at the meeting.

ARTICLE V – OFFICERS

Section 5.1 Officers and Duties.

There shall be four (4) officers of The Board consisting of a Chair, Co-Chair, Secretary and Treasurer. Officer positions may be combined, except that the positions of Chair and Treasurer shall not be combined. The Board may from time to time appoint other officers as it deems necessary.

Section 5.2 Election, Term and Removal.

Officers shall be elected at the Annual Meeting of the Board of Directors. Officers will be elected annually, and may be reelected for subsequent terms. Any officer may be removed with or without cause by the affirmative vote of a majority of the directors present at any duly held meeting of the Board.

Section 5.3 Chair.

The Chair shall serve as the Chair of the Board of Directors and as the chief executive officer of NVPTO unless the position of chief executive officer is otherwise delegated by a vote of the majority of the Board. The Chair shall preside at all meetings of the Board, see that all orders and resolutions of the Board are carried into effect, and sign and deliver in the name of NVPTO any legal documents regarding transfer or conveyance of real or personal property, contracts, financial documents (including checks) or other instruments pertaining to the business of NVPTO, unless such signing authority is required by statute to be exercised by another person or the Articles, Bylaws or Board expressly delegate the authority to another person. The Chair shall also be responsible for carrying out such other duties as the Board may from time to time prescribe.

Section 5.4 Co-Chair.

The Co-Chair will serve as Chair of committees on special subjects as designated by the Board, and shall serve in place of the Chair if the Chair is unable to perform his or her duties. The Co-Chair shall also be responsible for carrying out such other duties as the Board may from time to time prescribe.

Section 5.5 Secretary.

The Secretary shall be responsible for recording and maintaining a record of all Board actions, sending out meeting notices, making available all materials to be used in meetings or other Board actions, and maintaining a record of all corporate documents required for recognition as a non-profit, tax exempt organization operating in the state of Minnesota. The Secretary shall also be responsible for carrying out such other duties as the Board or Chair may from time to time prescribe.

Section 5.6 Treasurer.

The Treasurer shall keep accurate financial records for NVPTO; assure that checks and monies are deposited correct to the credit of NVPTO and that funds are disbursed appropriately; and make a report regarding the finances of NVPTO and Treasurer's activities whenever requested by the Chair or Board. The Treasurer shall present an annual budget to the Board, and make financial information available to Board members and the public. The Treasurer shall also be responsible for carrying out such other duties as the Board or Chair may from time to time prescribe.

Section 5.7 Signing Authority; Delegation.

The Chair and Treasurer shall be designated as signatories for contracts and financial transactions, including checks, unless otherwise delegated by the Board. The signature of one officer is sufficient for approved budget items. Any other duties of an officer may be delegated in writing, unless otherwise prohibited by statute or the Board of Directors.

ARTICLE VI – COMMITTEES

Section 6.1 Creation.

The Board may create standing and ad hoc committees as needed. The Chair shall initially appoint all Committee Chairs.

Section 6.2 Executive Committee.

Unless otherwise directed by the Board, the officers shall serve as the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 6.3. Finance Committee.

The Treasurer shall be the Chair of the Finance Committee, which shall include at least one (1) other director. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, grant proposals and annual budgets. The Board of Directors must approve the budget, and all expenditures must be within the budget. The Board of Directors or the Executive Committee must approve any major change in the budget. If the Executive Committee makes a change to the budget, that change shall be reported and approved by the Board at its next regularly scheduled meeting.

ARTICLE VII – FINANCES

Section 7.1 Fiscal Year.

The fiscal year shall begin on July 1 and end on June 30 of each year. The executed budget shall be presented at the Annual Meeting in the spring. The proposed annual budget will be presented at a meeting in the fall for approval.

Section 7.2 Acceptance of Funds.

Any dues, contributions, grants, bequests or gifts made to NVPTO shall be accepted or collected only as authorized by the Board of Directors.

Section 7.3 Deposits.

All funds of NVPTO shall be deposited to the credit of NVPTO under such conditions and in such banks as shall be designated by the Board of Directors.

Section 7.4 Execution of Instruments.

Except as the Board of Directors may generally or in particular cases authorize execution in some other manner, all deeds, leases, transfers, contracts, grant applications, bonds, notes, checks, drafts, and other obligations made, accepted and endorsed by NVPTO, shall be signed by the Chair or the Treasurer. The Board of Directors shall determine who shall be authorized on NVPTO's behalf to sign checks drawn on any accounts of NVPTO. All checks shall require authorized signature(s). Unless authorized by the

Board of Directors or as otherwise stated in these Bylaws, no Officer, employee or agent shall have any power or authority to bind the Agency by any contract or agreement, to pledge its credit, or to render it liable for any purpose or for any amount.

Section 7.5 Fiscal Agent.

Section 7.5.1 Agreement.

The Board is authorized to enter into an agreement with a fiscal agent, for such time and under such terms as the Board may deem appropriate. The fiscal agent shall act on behalf of NVPTO and be authorized to manage and disperse funds, execute contracts and employ staff on behalf of NVPTO. The fiscal agent shall provide regular financial reports to the Treasurer, who will in turn present a full and clear statement of the financial condition and activities of the organization at the Annual Meeting and as otherwise requested by the Chair or Board. A fiscal agent shall operate pursuant to a written agreement with NVPTO, and shall be required to operate in accordance with generally accepted accounting and auditing principles.

Section 7.5.2 Audit.

Fiscal agents who manage NVPTO funds shall provide copies of their annual financial documentation at the Annual meeting. Audits may be prepared by an accounting firm independent of the fiscal agent upon a vote by the Board of Directors requesting an audit to the level requested by the Board of Directors.

ARTICLE VIII -- EXECUTIVE DIRECTOR

Section 8.1 Appointment of Executive Director.

The Board may appoint an Executive Director, who shall serve at the pleasure of the NVPTO Board of Directors, for such compensation as the Board may determine. The general duties and rate of compensation for the Executive Director shall be detailed in a written Agreement, signed by the Executive Director and the Chair of the Board of Directors.

Section 8.2 Duties of Executive Director.

The Executive Director shall have day-to-day direction of the operations of NVPTO, and shall serve as its Chief Executive Officer. The Executive Director shall have the right to attend and participate at all meetings of the Board, except when the Board enters into an executive session. The Executive Director shall have no voting powers. The Executive Director will compile and submit to the Board of Directors such reports, analyses, statistics, plans, and other information as may be required from time to time, and shall assist in the preparation of the annual budget. The Executive Director shall submit to the Board of Directors a written report covering NVPTO's operations for the previous fiscal year.

Section 8.3 Dismissal of Executive Director.

The Board may dismiss the Executive Director with or without cause, by providing notice of dismissal to the Executive Director. A majority vote of the Board of Directors is required for dismissal.

ARTICLE IX – INDEMNIFICATION

Section 9.1 Indemnification.

NVPTO shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable state and federal law.

Section 9.2 Conflicts of Interest.

The organization shall not enter into contracts or transactions between the organization or a related organization and a director of the organization or between NVPTO and an organization in which a director of NVPTO is a director, officer, or legal representative or has a material financial interest, except in accordance with the provisions of applicable state and federal law. NVPTO shall annually require its directors, officers and such employees as are required by the Board, to submit a signed Conflict of Interest Statement to the Secretary of the Board of Directors.

Section 9.3 Standard of Conduct.

Each director and officer shall discharge his or her duties as a director or officer in good faith, in a manner which the director or officer reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

ARTICLE X -- NON-DISCRIMINATION AND DIVERSITY

Section 10.1 Policy.

NVPTO shall operate its programs, provide its services and provide opportunities to current and prospective employees without regard to race, color, age, religion, national origin, sex, physical or mental disability, sexual orientation, or receipt of public assistance. NVPTO shall strive to reflect the diversity of persons that comprises its constituency through the composition of its Board, committees, volunteers and staff.

ARTICLE XI -- TERMINATION OF NVPTO

Section 11.1 Process.

NVPTO may be disbanded upon the affirmative vote of two-thirds of the NVPTO Board of Directors or failure to elect a new board of directors. Following such a vote or instance, NVPTO shall conclude the business of the organization and direct the final distribution of funds belonging to NVPTO. Upon liquidation and completion of the business of NVPTO, the Board of Directors shall adopt a resolution for dissolution of NVPTO, and the termination and dissolution of NVPTO shall be effective as of the date of said resolution. The dissolution of NVPTO and the distribution of funds shall be in accordance with applicable federal tax law, Minnesota non-profit corporation law, NVPTO's Articles of Incorporation, and any other governing laws, rules and regulations in effect at the time of dissolution.

ARTICLE XII -- AMENDMENTS

Section 12.1 Process.

These Bylaws may be amended by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary, who must provide five (5) days' notice to Board members of the date of the meeting where the amendments will be acted upon. The Secretary shall also provide copies of the proposed amendments with the notice of the meeting.

These Bylaws were approved at a meeting of the Board of Directors of NVPTO on September 20, 2016.

Brigitte King President
4282 Daniel Dr. Eagan, MN 55123

Sue Groskreutz, Vice President
4132 New York Ave. Eagan, MN 55123

Sally Cairns, Secretary
4375 Capricorn Ct. Eagan, MN 55123

Shannon Valiga, Treasurer
952 Trillium Ct. Eagan, MN 55123