

Amended and Restated
BYLAWS
SPANISH EDUCATION FUND

ARTICLE 1 – MEMBERS

1.1 **Members – Generally.** Each parent and guardian of children enrolled at Eagle Heights Spanish Immersion School (EHSI) located in Eden Prairie, Minnesota shall automatically become a Member of this Corporation, shall continue to be a Member of this Corporation so long as he or she meets the qualifications as stated herein, and automatically shall cease to be a Member of this Corporation concurrently with his or her ceasing to meet the qualifications as provided herein.

1.2 **Annual Meeting.** The annual meeting of the Members shall be held for the purpose of election of the Directors; the transaction of any other business properly coming before it; and approval of the budget for the following fiscal year. It shall be held each year at a time and place designated by the Board of Directors, typically in March or April. There may be such other regular meetings of the Members as may from time to time be scheduled by a majority of the Board of Directors. Any amendments to the approved budget that require an increase of any budget item by more than \$1,000 or an addition of a budget item that is more than \$1,000 will require approval from a majority of the Members in attendance at a meeting of the Members.

1.3 **Notice of Meeting.** The Secretary shall publish the time and place of each annual meeting at least ten (10) but not more than thirty (30) days prior to the date of the meeting. Notice of any special meeting shall be given by the Secretary at least five (5) but not more than thirty (30) days prior to the date of the meeting.

1.4 **Place of Meeting.** Meetings of the Members shall be held at such place as may be designated by the Board of Directors and as stated in the notice provided for in Section 1.3 hereof.

1.5 **Quorum.** The general membership present and voting at a properly called annual or special meeting of the Members shall constitute a quorum for the transaction of business.

1.6 **Transferability.** A member may not voluntarily or involuntarily transfer his or her membership or any right arising therefrom.

1.7 **Dues.** No member shall be liable to the Corporation for any dues, subscriptions, or assessments of any kind.

ARTICLE 2 – BOARD OF DIRECTORS

2.1 **General Powers.** The business, property, and affairs of the Corporation shall be managed by a Board of Directors. The Board shall have all powers that may be exercised by the Corporation. Prior to the Annual Meeting, the Board of Directors shall review and propose the budget for the following fiscal year, any amendments to its Bylaws, and any changes to the structure of the Corporation and/or the means of doing business.

2.2 **Number, Term and Qualification.** The Board of Directors of the Corporation shall consist of a Chair, Vice Chair, Secretary, Treasurer, each President of the Eagle Heights Spanish Immersion School (EHSI) PTO, and any such other officers as may from time to time be elected by the Directors and designated as members of the Board of Directors. The initial Board of Directors consists of the persons designated in the Articles of Incorporation of the Corporation who shall serve until the times indicated in the Articles of Incorporation. Thereafter, directors of the Corporation shall be elected by the Members at each annual meeting and as the Board of Directors otherwise determines. Except as otherwise provided in the Articles of Incorporation

with respect to the initial Board of Directors or in this Section 2.2, each director of the Corporation shall be elected to serve for a term of one (1) year or until a successor is elected. Subject to the provisions of Sections 2.2, 2.3 and 2.4, each Director's term of office shall begin on July 1st following the annual meeting at which such Director was elected and shall continue until the following July 1st unless the Board of Directors has determined that a successor will not be elected, until his or her successor has assumed office; or until such Director's prior death, resignation or removal.

2.3 **Resignation.** A Director may resign at any time by giving written notice to the Chair or Secretary. Such resignation shall take effect at the time specified therein.

2.4 **Removal.** A Director may be removed at any time with or without cause by the Board of Directors present at a special meeting of the Directors called for that purpose.

2.5 **Schedule of Meetings.** The annual meeting of the SEF Board of Directors shall be held for the purpose of election of officers and the transaction of any other business properly coming before it. It shall be held each year at a time and place designated by the Board of Directors. There may be such other regular meetings of the Board of Directors as may from time to time be scheduled by a majority of the Board of Directors. Special meetings of the Board of Directors shall be called at any time by the Secretary of the Corporation upon written request by the Chair or not less than two of the Directors.

2.6 **Notice of Meeting.** The Secretary shall give to each Director by mail, electronic transmission or in person notice of the time and place of each annual meeting at least ten (10) but not more than thirty (30) days prior to the date of the meeting. Notice of any special meeting shall be given by the Secretary at least five (5) but not more than thirty (30) days prior to the date of the meeting by written notice to each Director sent by mail, electronic transmission, or in

person. The notice shall specify the time and place of the meeting and, in the case of a special meeting, the purpose of the meeting. Any Director may waive notice of any meeting before, at, or after the meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

2.7 **Place of Meeting.** Meetings of the Directors shall be held at such place as may be designated by the Board of Directors.

2.8 **Parliamentary Authority.** The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases in which they are applicable and in which they are not in conflict with these Bylaws or the Articles of Incorporation.

2.9 **Consent to Meetings.** The transactions taken at any meeting, however called and noticed and wherever and whenever held, shall be as valid as though taken at a meeting duly held in accordance with the other provisions of these Bylaws, if a quorum be present, and if, either before or after the meeting, each of the Directors not present thereat shall give a waiver of notice. All waivers of notice shall be made a part of the minutes of said meeting.

2.10 **Quorum.** A majority of the Directors shall constitute a quorum for the transaction of business.

2.11 **Compensation.** No Director shall receive any compensation for his/her services as a Director unless such compensation is authorized by resolution of the Board of Directors. Directors may be reimbursed for expenses of attendance at meetings of the Board. Nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

2.12 **Telephone Meetings and Actions Without Meetings.** To the extent permitted by Minnesota law, any action required to be or which may be taken at any meeting of the Board of Directors may be taken without a meeting, or without any or all persons physically being present, either:

(a) In a meeting conducted by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting may simultaneously hear each other, whether or not any of the persons are physically present at the meeting. Participation in a meeting in this manner shall constitute presence in person at a meeting; or

(b) By a consent in writing setting forth the action so taken and signed by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were present.

In either event, the Secretary or other appropriate officer may certify any action taken in such manner to any interested party as action taken at a meeting duly and lawfully convened and held.

ARTICLE 3 – OFFICERS

3.1 **Number.** The officers of the Corporation shall be a Chair, Vice Chair, Secretary, Treasurer, each EHSI PTO President and any such other officers as may from time to time be elected by the Directors. Any number of offices may be held by the same person. Officers do not have to be members of the Board of Directors.

3.2 **Election, Term of Office, and Qualification.** At the annual meeting of the Board of Directors, the Directors shall elect the officers. Each officer shall hold office until the next annual meeting and until his or her successor is elected and has qualified, or until the officer has been removed in the manner hereafter provided.

3.3 **Chair.** The Chair shall be the chief executive officer of the Corporation, shall preside at all meetings of the Directors, and shall have general control of the business of the Corporation. The Chair shall be ex-officio a member of all standing committees. Together with the Board of Directors, the Chair shall prepare a budget for the approval of the membership at the annual meeting. In preparation of the budget, the Chair and the Board of Directors will review each budget line item, including but not limited to all stipend amounts. He or she may execute and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, and in general shall perform all duties incident to the office of the Chair as well as such other duties as may from time to time be prescribed by the Board.

3.4 **Vice Chair.** In the absence of the Chair, the Vice Chair shall have all of the authority and responsibility of the Chair and shall have such other duties as may from time to time be prescribed by the Board, and will act as aide to the Chair.

3.5 **Secretary.** The Secretary shall (a) keep or cause to be kept in the corporate book proper minutes of all meetings of the Directors and Executive Committee; (b) give all required notices; (c) have custody of the corporate records; and (d) perform such other duties as may be assigned by the Board of Directors.

3.6 **Treasurer.** The Treasurer shall have charge and custody of all funds of the Corporation. He or she shall keep an accurate account of all receipts and disbursements and shall render accounts to the Corporation. The Treasurer shall deposit all monies in the name of the Corporation in such banks or depositories as the Directors shall designate and shall have the power to endorse for deposit all instruments received by the Corporation. The Treasurer shall make disbursements as authorized by the Chair, Board of Directors or the general membership in

accordance with the budget adopted by the Corporation. The Treasurer shall perform such other duties as may from time to time be prescribed by the Board of Directors including the provision of materials or a presentation of a financial statement at every meeting of the general membership and Board of Directors meeting, and at the meeting at which new Directors officially assume their duties. The Treasurer shall have the accounts examined annually in May, or upon change of Directors, by an approved designee of the Board of Directors that will ensure the Treasurer's annual report is true and correct to the best of his or her knowledge and shall sign a statement of that fact at the end of the annual report.

3.7 Eagle Heights Spanish Immersion School PTO Presidents as Officers of the Corporation. The EHSI PTO Presidents shall act as liaisons between the EHSI PTO and the Corporation, and perform such other duties as may be assigned by the Chair and/or the Board of Directors.

3.8 Removal and Replacement of Vacancies. Any officer may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of such officer. Any vacancy resulting from such removal or any vacancy resulting from resignation or death may be filled by the Board of Directors at any meeting thereof. All vacating Directors shall turn over to the Board of Directors, without delay, all records, books, and other materials pertaining to the office; and all funds pertaining to the office.

ARTICLE 4 – COMMITTEES

4.1 Committees with Authority. The Board of Directors may, in resolutions adopted by a majority of the members of the Board of Directors, establish committees having the authority of the Board of Directors to the extent provided in such resolutions. Only persons with

a current or past direct relationship with EHSI shall be eligible to serve in elected or appointed positions. Committees include (i) Intern, (ii) Communications, and (iii) Fundraising which shall be headed, respectively, by an Intern Chair, a Communications Chair and Fundraising Chair(s), with a term of one (1) year or until the selection of a successor is approved by the Board of Directors. The members of each such committee shall be appointed by the Board of Directors or, if expressly authorized by the Board of Directors, by the Chair. Each such committee is at all times subject to the control and direction of the Board of Directors. Committee members, other than members of the Executive Committee, need not be Directors. Notwithstanding any provision of these Bylaws apparently to the contrary, no committee shall have the authority to take any of the following actions:

- (a) Amend or repeal the Articles of Incorporation or Bylaws of this corporation;
- (b) Elect, appoint, or remove any member of the Board of Directors or the Executive Committee, or any officer of the Corporation;
- (c) Adopt or approve a plan of merger or consolidation with another corporation;
- (d) Authorize the sale, lease, exchange, mortgage or other disposition of all or substantially all of the assets of the Corporation;
- (e) Authorize the voluntary dissolution of the corporation or revoke proceedings therefore; or
- (f) Amend or repeal any resolution of the Board of Directors that by its terms provides that it shall not be amended, altered or repealed by any committee of the Corporation.

4.2 **Advisory Committees.** The Board of Directors or the Chair may establish advisory committees that have no authority to act on behalf of the Corporation. Members of such

committees shall be appointed in the manner specified by the Board of Directors or the Chair, whichever established the advisory committee.

4.3 **Executive Committee.** The Board of Directors may establish an Executive Committee composed of at least three Directors designated by the Board of Directors. Except for the powers expressly reserved to the Board of Directors as provided herein, the Executive Committee has the authority of the Board of Directors in the management of the business of the Corporation in the interval between meetings of the Board of Directors, subject always to the direction and control of the Board of Directors. When a member of the Executive Committee ceases to be a Director of the Corporation, that person automatically shall cease to be a member of the Executive Committee. Any action of the Executive Committee shall be reported at the first regular meeting of the Board following the action of the Executive Committee.

4.4 **Meetings and Voting.** Meetings of each committee shall be called and held in accordance with the provisions of Sections 2.5 to 2.12 of these Bylaws as they apply to meetings of the Board of Directors.

ARTICLE 5 – FISCAL YEAR

5.1 **Fiscal Year.** The Corporation's fiscal year shall begin on July 1 and end on the following June 30.

ARTICLE 6 – NO SEAL

6.1 **No Seal.** The Corporation shall have no seal.

ARTICLE 7 – POWERS

7.1 **Powers.** The Corporation shall have all powers now or hereafter conferred upon a nonprofit corporation under the laws of the State of Minnesota.

ARTICLE 8 – EXECUTION OF CONTRACTS

8.1 **Contracts.** Except as otherwise provided in these Bylaws, the Board of Directors may in writing authorize any officer or officers, agent or agents, to enter into any contract, or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board, 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 pecuniarily for any purpose or in any amount.

ARTICLE 9 – DEPOSITS

9.1 **Deposits.** All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate, or as may be designated by any officer or officers, agent or agents of the Corporation to whom such power may be delegated by the Board. For the purpose of such deposit, any persons to whom such power is so 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. All checks and vouchers shall require the signatures of two of the following four authorized persons: the Chair, Vice Chair, Treasurer and Secretary.

ARTICLE 10 – INDEMNIFICATION

10.1 **Indemnification.** To the fullest extent permitted by law, the Corporation shall indemnify and hold harmless all officers, Directors, employees, and agents of the Corporation for all acts performed by them in any good faith attempt to fulfill their duties to the Corporation, specifically including all costs and expenses, including attorneys' fees, incurred in any action, claim, or demand concerning any such act. This provision shall be construed so as to provide

and require the broadest, most complete and extensive scope of indemnification legally permissible at the time indemnification is sought or provided.

ARTICLE 11 – NOTICES

11.1 **Notices.** All notices required by these Bylaws shall be in writing and shall be mailed or delivered electronically by the Secretary to the persons entitled thereto at the addresses shown on the records of the Corporation except as otherwise provided herein.

11.2 **Waiver of Notice.** A Director or member of any committee may waive any notice required to be given by these Bylaws, the Articles of Incorporation, or by statute, either before or after the time stated therein. Any such waiver shall be in writing and signed by the person entitled to notice, and shall be deemed equivalent to such notice. All waivers shall be filed with the Secretary of the Corporation.

ARTICLE 12 – AMENDMENTS

12.1 **Amendments.** These Bylaws may be amended or repealed and new Bylaws adopted by the affirmative vote of a majority of the members of the Board of Directors and by a two-thirds vote of the general membership present and voting at any regular meeting of the Corporation. Notice of such proposed amendment shall be included in notice of the meeting held for such purpose.

The Amended and Restated Bylaws of the Spanish Education Fund (SEF) were adopted unanimously by the Board of Directors at a regularly scheduled meeting on April 9, 2013.

Tonya Haase, Its Secretary