

Bylaws
Of
Patrick Henry High School Foundation

ARTICLE 1 - MEMBERS

1.1 **Eligibility and Number.** Each member of the Board of Directors of this corporation automatically shall become and be a Member of this corporation concurrently with his or her becoming a member of such Board of Directors, shall continue to be a Member of this corporation so long as he or she is a member of such Board of Directors, and automatically shall cease to be a Member of this corporation concurrently with his or her ceasing to be a member of the Board of Directors of this corporation.

1.2 **Voting.** Each Member of the corporation shall have one vote on or in respect of any matter on which members of the corporation have the right to vote under the terms of the Articles of Incorporation, the Bylaws or any other applicable statute or rule of law. There shall be no cumulative voting. Members of the corporation may vote in person or electronically.

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

1.4 **Dues.** No Member shall be liable to the Corporation for any dues, subscriptions, or assessments of any kind except as the Member may specifically agree to in writing.

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.

2.2 **Number, Term and Qualification.** The number of Directors shall be as determined by the Members, but shall at no time be less than the number required by law. Directors shall be elected at the annual meeting of the Members for a term of one (1) year or until their successors are elected and qualify.

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

2.4 **Removal.** A Director may be removed by vote of two-thirds ($\frac{2}{3}$) of the Directors present at a special meeting of the Directors called for that purpose.

2.5 **Schedule of Meetings.** The annual meeting of the 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 President. 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 whole 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 President or not less than one-third ($\frac{1}{3}$) of the Directors.

2.6 **Notice of Meeting.** The Secretary shall give to each Director electronically or in person written 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 ten (10) days prior to the date of the meeting by written notice to each Director sent electronically or in person. However, a meeting may be held without waiver of notice from or giving notice to any Director while he or she is in the armed forces of the United States. 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 a place as may be designated by the Board of Directors.

2.8 **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.

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

2.10 **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.

2.11 **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 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 President, Vice President, Secretary, Treasurer, and such other officers as may from time to time be elected by the Directors. Any two (2) offices may be held by the same person. Officers must 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 **President.** The President 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 President shall be ex-officio a member of all standing committees. 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 President as well as such other duties as may from time to time be prescribed by the Board.

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

3.5 **Secretary.** The Secretary shall (a) keep or cause to be kept in the corporate book proper minutes of all meetings of the Members, 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 perform such other duties as may from time to time be prescribed by the Board of Directors.

3.7 **Removal and Replacement of Vacancies.** Any officers may be removed by the Board of Directors whenever in its judgement the best interest of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, in 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.

ARTICLE 4 - COMMITTEES

4.1 **Committees.** The Board of Directors may, from time to time, appoint such committees as it deems proper, and may prescribe the functions and duties of such committees and the term of membership of committee Members.

4.2 **Executive Committee.** The Board of Directors may by resolution establish an Executive Committee and appoint two (2) or more Directors to serve on such Executive Committee. Only one person who are Directors of the Corporation shall be eligible for appointment to the Executive Committee. 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. Except for the power to amend the Articles of Incorporation and Bylaws of the Corporation, the Executive Committee shall have all the powers and authority of the Board of Directors in the management of the property, business, and affairs of the Corporation in the intervals between meetings of the Board of Directors, subject always to the direction and control of the Board. Any action of the Executive Committee shall be reported at the first regular meeting of the Board following the action of the Executive Committee.

ARTICLE 5 - FISCAL YEAR

5.1 **Fiscal Year.** The Corporation's fiscal year shall be as determined by the Board of Directors.

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.

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 attorney's fees, incurred in any action, claim, or demand concerning any such set. 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 by the Secretary to the persons entitled thereto at the addresses shown on the records of the Corporation.

11.2 **Waiver of Notice.** A Member or Director 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 two-thirds ($\frac{2}{3}$) of the members of the Board of Directors; subject, however, to the power of the Members to adopt, amend or repeal any change to these Bylaws adopted by the Board. Notice of such proposed amendment shall be included in notice of the meeting held for such purpose.

I hereby certify that the Bylaws of the Patrick Henry High School Foundation were reviewed and adopted by the Board of Directors at the May 18, 2022 meeting and are effective immediately.

Signatures of the Board of Directors attending this meeting:

President: Catherine Peterson

Vice President Aeneas Kabel

Secretary Louise Siegwort

Treasurer Jean Scaryn

Director Lyndon Nelson

Director Judy Fehn

Director J. J. SIMON GRKEME

Director Dr. A. B.

Director Laura Hudson

Director _____

Director Scott Lee