

BYLAWS
OF THE ROSEMOUNT HIGH SCHOOL FOUNDATION

ARTICLE I — NAME AND PURPOSE

Section 1 - Name: The name of this corporation shall be the Rosemount High School Foundation. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota

Section 2 - Purpose: The Rosemount High School Foundation is a non-profit organization incorporated under the laws of the State of Minnesota and organized exclusively for charitable, educational, and scientific purposes.

The purpose of this corporation is to benefit academics, arts, and athletics in the Rosemount High School community.

Section 3 - Prohibited purposes / Exemption requirements: At all times the following shall operate as conditions restricting the operations and activities of the corporation:

- a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article I, section 2.
- b) No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- c) Notwithstanding any other provisions of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

ARTICLE II — MEMBERSHIP/LIAISONS

Section 1 - Voting membership: There shall be no voting membership other than the board of directors.

Section 2 - Non-voting membership: The board shall have the authority to establish and define non-voting classes or categories of membership. Any person who contributes to the corporation is a member.

Section 3 - Declining or terminating non-voting membership: A contributor may chose to decline membership at the time of making a contribution. A member may make a written request with the Secretary that their membership be terminated.

Section 4 – Ex officio member: The principal of Rosemount High School shall serve as non-voting member of the board of directors to represent the interests of the school.

Section 5 - Liaison: The principal of Rosemount High School may appoint a person to serve as a non-voting liaison in his/her place to represent the interests of Rosemount High School at any meeting of the board or other foundation activity.

Section 6 – Student liaisons: With the approval of the principal of Rosemount High School, the board may create roles for students to participate in meetings, committees, or functions of the foundation as non-voting liaisons.

ARTICLE III — BOARD OF DIRECTORS

Section 1 - Board role and size: The board of directors is responsible for overall policy and direction of the corporation. The board shall have up to 14, but not fewer than five directors.

Section 2 - Eligibility: Any resident of the Rosemount High School attendance area; any parent of a student who attends, or has graduated from, Rosemount High School; any graduate of Rosemount High School; any current or former teachers or staff of Rosemount High School; or any member of a class or category designated as eligible by the board shall be eligible to become a director.

Section 3 - Compensation: The board receives no compensation, other than reimbursement, if authorized by a reimbursement policy approved by the board, for reasonable and documented expenses.

Section 4 - Terms: All board members shall serve one- or two-year terms except officers shall serve two-year terms as determined and voted on by the board of directors.

Section 5 - Board elections, procedures: Directors shall be elected or re-elected by the board at the Board's October meeting of each year. Directors in the midst of a two-year term continue without need for re-election. Elections will begin with current directors stating their interest in re-election. Directors that are absent must make their preference known to the officers in advance of the meeting. The presiding officer will then call for additional nominations. Eligible persons may self-nominate. Any nominated person must accept a nomination to be considered. Each new nominee shall be allowed to make a brief oral and/or written statement of introduction and interest in serving on the board. Once the list of interested and nominated persons is complete and statements are heard or read, the presiding officer will first call for re-elections of existing directors. The motion to re-elect may be a single motion for all directors interested in re-election, unless an objection is raised by a board member or new nominee. Upon objection, motions for re-election will be considered individually. After consideration of returning directors, motions for new directors will be considered individually upon a motion made by a

current director. Directors will be elected by a simple majority of directors present at the meeting. A vote resulting in a tie is not considered a majority.

Section 6 - Officers and duties: There shall be five officers of the board, consisting of a Chair, Vice-Chair, Secretary, Treasurer, and Communications Chair. Their duties are as follows:

The Chair shall convene regularly-scheduled board meetings and shall, when present, preside at each meeting (substituted when not present in the following order: Vice-Chair, Treasurer, and Communications Chair). The Chair shall lead the development of business plans for board approval and shall consult with the other officers to monitor overall progress and activity. The Chair shall sign and deliver contracts or other instruments pertaining to the business of the corporation.

The Vice-Chair shall chair at least one committee, assist with financial planning, and may lead special projects as designated by the board.

The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The Treasurer shall keep accurate financial records and make a report at each board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, assist with fundraising plans, and make financial information available to board members and the public.

The Communications Chair shall chair the Communications Committee and shall be responsible for providing the content of the corporation's website and social media platforms and the dissemination of mass communications.

The board may assign other powers, rights, duties and responsibilities, and may establish additional officers, by majority vote.

Section 7 - Election of officers: Officers shall be elected or re-elected by the board at the Board's October meeting of each year. The officers will be elected in order of Chair, Vice-Chair, Treasurer, Secretary, and Communications Chair. Officers in the midst of a two-year term continue without need for re-election. As each position is considered, the current officer may state his/her interest in re-election or the presiding officer shall note the officer's advance notification of interest, if any, if the officer is absent. The presiding officer will then call for additional nominations. Directors may self-nominate. Any nominated person must accept a nomination to be considered. Each candidate shall be allowed to make a brief statement of their interest in serving the position. If only one candidate is nominated, the presiding officer will ask for a motion and the person shall be elected by a majority vote of directors present. A vote resulting in a tie is not considered a majority. If multiple candidates are nominated, the presiding officer will call for voting by ballots. Two officers shall count ballots and the person with the

most votes will be elected. A tie in a ballot vote shall be broken by chair, or -- in the case of the election of the Chair -- the Vice chair.

Section 8 - Consent to background checks: Each board member shall consent to a background check if requested by the Board.

Section 9 - Vacancies: When a vacancy on the board exists mid-term, the chair or Secretary shall notify all directors. If necessary to maintain the minimum number of directors, the board may elect or appoint a director to fill the vacancy to serve until the next regular election of directors. Vacancies in excess of the minimum number of directors may be filled at any regular meeting of the board following nominations, statements, individual motions, and the majority vote of directors present as described in section 5. When a vacancy occurs in an officer position, the board may determine an appropriate course of action to fill the position or fulfill the duties of the position for the remainder of the time until the next election described section 7.

Section 10 - Resignation, termination, and absences: Resignation from the board must be in writing to the board. A board member shall be terminated from the board due to three unexcused absences from board meetings in a year. The Chair may excuse absences. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

ARTICLE IV — MEETINGS AND QUORUM

Section 1 - Meetings and notice: The board shall meet at least three times in each fiscal year at agreed-upon days, times and places. The Chair may change the date, time and place of a regular meeting by giving a one-week notice to directors. The one-week notice may be waived by approval of two thirds of the directors.

Section 2 - Quorum: The presence of at least one-third of the corporation's directors, including two officers, shall constitute a quorum at all meetings of the corporation. Directors may participate by means of remote communication (such as voice and video conferencing), if available, and shall be considered present.

Section 3 - Voting: All directors shall have one vote. A majority of directors present at a meeting must cast affirmative votes to approve a motion. A vote resulting in a tie is not considered a majority. All motions must be seconded to be voted on. Email voting is not allowed when a meeting is held in person and/or by remote communication. Email voting is allowed for matters arising between meetings. For an email motion to pass, a majority of directors must cast affirmative votes to approve a motion.

Section 4 - 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 at least two weeks in advance.

ARTICLE V — COMMITTEES

Section 1 - Committee formation: The board may create committees at its discretion and appoint committee chairs. Committee members may include board members and others members of the community interested in furthering the purposes of the Foundation. Committees may include some or all of the following in addition to others as constituted by the Board.

Section 2 - Communications Committee: The Communications Committee will be led by the Communications Chair and, pursuant to the direction of the board, will be responsible for establishing and maintaining a website and its content; producing member communications such as newsletters and annual reports; preparing informational material such as mass mailings and pamphlets; preparing press releases; and managing the corporation's social media platforms.

Section 3 - Scholarships and Grants Committee: The Scholarship and Grants Committee, at the direction of the board, will be responsible for planning and carrying out methods for awarding scholarships and grants provided or coordinated by the corporation.

Section 4 - Fundraising Committee: The Fundraising Committee, at the direction of the board, will be responsible for planning and carrying out fundraising events and activities.

Section 5 - Executive Committee: The Executive Committee will consist of the officers and will be responsible for administrative and personnel matters, will lead strategic planning, and shall ensure that all reporting, audits, contracts, and other legal responsibilities are properly executed.

Section 6 - Finance Committee: The Finance Committee will be led by the Treasurer and, at the direction of the board, will be responsible for reviewing financial records, monitoring accounts, and making recommendations to the Board regarding investments and financial policies.

ARTICLE VI – NONDISCRIMINATION

Section 1 - Nondiscrimination: The officers, directors, committee members, employees and persons served by this foundation shall be selected entirely on a nondiscriminatory.

ARTICLE VII – AMENDMENTS

Section 1 - Amendments: These bylaws may be amended when necessary by two-thirds majority of the board of directors after providing at least a two week notice that the amendment will be taken up at the meeting.