

AMENDED AND REVISED EXPO ELEMENTARY COUNCIL OF PARENTS AND TEACHERS BYLAWS

ARTICLE 1 NAME & PURPOSE

Section 1.1 Name:

The name of the organization shall be *EXPO Elementary Council of Parents & Teachers, Inc.* It shall be a nonprofit organization incorporated under the laws of the State of Minnesota

Section 1.2 — Purpose:

EXPO Elementary Council of Parents & Teachers, Inc. is organized exclusively for charitable and educational purposes. The purpose of this organization is:

Provide educational and community building opportunities for all EXPO families, students and staff.

ARTICLE II — MEMBERSHIP

Section 2.1 — Membership:

Membership shall consist of the Board of Directors.

ARTICLE III — BOARD OF DIRECTORS

Section 3.1 — Board role, size, and compensation:

The Board is responsible for overall policy and direction of the association. The Board shall have up to 10 but not fewer than 6 members. The Board receives no compensation other than reasonable expenses.

Section 3.2 — Terms:

All Board members shall serve three-year terms, and are eligible for re-election for up to three terms.

Section 3.3 — Board elections:

By the end of May of each school year, the Board of Directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the Directors, called in accordance with the provisions of these Bylaws.

Section 3.4 — Election procedures:

New Directors shall be elected by a majority of Directors present at such a meeting, provided there is a quorum present.

The Board will solicit nominations for open Director positions from the Expo community annually. Nominations shall be solicited by the Board in a manner that encourages open participation from all Expo community members. The Expo Elementary community is comprised of parents, guardians, or other adults standing in loco parentis for a student at the school. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

The officers shall be a Chair, Vice Chair, Secretary, and Treasurer. Board officers for the next fiscal year will be elected by current Board members prior to the start of that fiscal year.

Section 3.5 — Vacancies:

When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new members from present Board members two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 3.6 — Resignation, termination, and absences:

Resignation from the Board must be in writing and received by the Secretary or Board Chair. A Board Member may be removed by a three-fourths vote of the Directors.

ARTICLE IV — MEETINGS

Section 4.1 — Meetings and notice:

The Board shall meet at least quarterly, at an agreed upon time and place. An official Board meeting requires that each Board Member have written notice at least two weeks in advance.

Section 4.2 — Quorum and voting:

A quorum must be attended by at a majority of Board Members for business transactions to take place and motions to pass. A Director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. A Director who is present at a meeting of the Board of Directors when an action is approved by the Board of Directors is presumed to have assented to the action unless the Director votes against the action or is prohibited from voting on the action.

Section 4.3 — 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 or Board Chair to each Board Member at least two weeks in advance.

Section 4.4.— Conflicts of Interest:

This organization shall not enter into any contract or transaction with (a) a Director or Officer, or a member of the family of a Director or Officer; (b) a Director or Officer of a related organization (within the meaning of Minnesota Statutes, section 317A.011, subd. 18) or a member of the family of a Director or officer of a related organization; or (c) an organization in or of which this organization's Director or Officer, or a member of the family of its Director or officer, is a Director, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the Director's or officer's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote (without counting any interested Director) of a majority of the entire Board of Directors, at a meeting at which there is a quorum without counting any interested Director. For purposes of these Bylaws, "member of the family of a Director or officer" shall mean the spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister, of the Director or officer. Failure to comply with the provisions of this Section shall not invalidate any contract or transaction to which this organization is a party.

Section 4.5 —Remote communication:

A Director or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

ARTICLE V –OFFICERS

Section 5. 1 Officers and Duties:

There shall be four Officers of the Board, consisting of a Chair, vice Chair, and Secretary who will each serve one year terms and a Treasurer who serves a two year term. Their duties are as follows:

The *Chair* of the Board shall preside at all meetings of the Board of Directors and shall oversee the long term goals and purposes of the Organization. He or she shall also perform such other duties as may be determined from time to time by the Board of Directors.

The *Vice Chair* shall act as the assistant to the Chair and shall, in the absence of the Chair, be the presiding officer at meetings of the Board of Directors.

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 the organization's records are maintained.

The *Treasurer* shall ensure the maintenance of accurate financial records and shall present a financial report at each Board meeting. The Treasurer shall ensure the accurate and timely legal reporting requirements for the organization and perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

Section 5.2 Principal:

The Principal of Expo Elementary shall serve as an ex-officio non-voting member of the Board of Directors.

ARTICLE VI –COMMITTEES

Section 6.1 — Committee formation:

The Board may create committees as needed, such as fundraising, public relations, marketing, evaluation, etc. The Board Chair appoints all committee Chairs.

Section 6.2— Executive Committee:

The Officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

ARTICLE VII — MISCELLANEOUS

Section 7.1 — Amendments:

These bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

Section 7.2 Fiscal year:

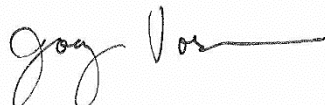
Unless otherwise fixed by the Board of Directors, the fiscal year of this organization shall begin on August 1 and end on July 31.

Section 7.3 Deposit of funds:

All funds of this organization shall be deposited from time to time to the credit of this organization in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.

CERTIFICATION

These Amended and Restated Bylaws were approved and adopted at a meeting of the Board of Directors by a majority vote on April 11, 2017.



Secretary _____ Date: April 11, 2017