



## 2023 Annual Member Meeting

5:00 pm | Tuesday, December 5, 2023

Online via GoToMeeting

### AGENDA

1. Call to Order & Welcome – President Jim Ferden
2. Approval of Agenda (ACTION)
3. Approval of 2022 Annual Member Meeting Minutes (ACTION)
4. 2023 Association Highlights (INFORMATION)
5. Board Elections & Candidates (INFORMATION)
6. Board-Recommended 2024 Legislative Platform (ACTION)
7. Board-Recommended MREA By-Laws Revisions (ACTION)
8. Board Recognition (INFORMATION)
9. Adjournment – President Ferden (ACTION)



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St. Cloud, MN 56302-0187

**VISIT**

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**2022 Annual Member Meeting**  
**5:00 pm | Wednesday, November 30, 2022**  
**Online via GoToMeeting**

**MINUTES**

**Call to Order & Welcome**

President Matt Schultz called the meeting to order at 5:04 pm.

**Approval of Agenda**

*Motion to approve the meeting agenda by Todd Holthaus, Hills-Beaver Creek; second by Dennis Laumeyer, Benson. Motion carried.*

**Approval of 2021 Annual Meeting Minutes**

*Motion to approve minutes of the 2021 Annual Member Meeting by Chris Mills, Stephen-Argyle Central; second by Jeff Drake, Fergus Falls. Motion carried.*

**2022 Review & Highlights**

Executive Director Bob Indihar reviewed highlights of calendar year 2022, including:

- Adoption of a new strategic plan
- Continued impactful educational advocacy and online briefings during the legislative session
- Rebranding the annual conference to the “Greater Education Summit”
  - Representation of nearly 1/3 of all Minnesota school districts at the Summit
  - Second year of attracting college education majors to the Summit and partnering with university members to reduce student attendance costs
- Increased membership with the addition of Lynd, Paynesville, and Hutchinson and the return of Long Prairie-Grey Eagle districts

Looking ahead to 2023, MREA anticipated strengthening its membership, partnership, and sponsorship programs, while also increasing office staffing capacity and exploring new virtual trainings to offer members.

MREA continued to be financially healthy due to robust membership renewals, strong conference attendance and sponsorships, and reduced travel and meeting expenses.

**2022 Board Elections & Candidates**

President Schultz announced that member elections for 2023 Board vacancies would be open December 1 and were moving to online voting to increase access and reduce postal delivery times. Ballots would be due December 31.



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Board candidates attending the meeting introduced themselves and shared how they could help the Board advance MREA’s mission:

- James Ferden, Win-E-Mac
- Chris Mills, Stephen-Argyle Central
- Michelle Rinke Koch, Menahga

### Approval of Recommended 2023 Legislative Platform

Members reviewed the Board-recommended legislative platform for 2023, focusing on:

- Revenue to support educator recruitment and retention
- Revenue to support fair access to deferred maintenance
- Policy to support local district innovation and control

*Motion to approve the recommended 2023 legislative platform by Todd Holthaus, Hills-Beaver Creek; second by Craig Oftedahl, Luverne. Motion carried.*

### Board Recognition

President Schultz thanked outgoing MREA Board members Karen Jacobson, Minnesota River Valley Education District, and Maydra Maas, Westbrook-Walnut Grove, for their service ending December 31.

### Adjournment

*Motion to adjourn the meeting by Bill Adams, Willmar; second by Jeff Lund, Marshall County Central. Motion carried.*

President Schultz adjourned the meeting at 5:36 pm.

### APPROVAL PENDING

\_\_\_\_\_  
Boyd Bradbury, Secretary-Treasurer

12/05/2023  
Date

#### Members Attending

- |                                 |  |   |
|---------------------------------|--|---|
| 1. Aitkin                       | 12. Maple Lake                         | 23. River Bend Education District           |
| 2. Benson                       | 13. Marshall County Central            | 24. Southern Minnesota Education Consortium |
| 3. Clinton-Graceville-Beardsley | 14. Menahga                            | 25. Stephen-Argyle Central                  |
| 4. Dover-Eyota                  | 15. Moose Lake                         | 26. Waseca                                  |
| 5. East Grand Forks             | 16. Minnesota River Valley Ed District | 27. Willmar                                 |
| 6. Fergus Falls                 | 17. MSU Moorhead                       | 28. Wini-E-Mac                              |
| 7. Grand Rapids/Bigfork         | 18. New London Spicer                  | 29. Winona State University                 |
| 8. Hills-Beaver Creek           | 19. New Ulm                            |   |
| 9. Lake Park Audubon            | 20. Park Rapids                        |   |
| 10. Lanesboro                   | 21. Plainview-Elgin Millville          |   |
| 11. Luverne                     | 22. Renville County West               |   |



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Voice For Greater Minnesota Education

# 2024 LEGISLATIVE PLATFORM

MREA advocates on behalf of about 237 school districts, 30 education districts and additional associate members across Greater Minnesota to provide educational opportunities and close achievement gaps in Minnesota.

*Draft Platform Recommended by MREA Board 10/30/23*



Minnesota's Public Schools are struggling to attract and retain staff. Funding a system of schools is a primary duty of the legislature and Governor. MREA is calling on state officials to improve educator compensation, making the profession more attractive, through several legislative actions.

## KEY ACTIONS NEEDED

### TEACHER COMPENSATION

- Establishing a Teacher Compensation Adjustment Revenue program initially aimed at improving starting teacher salaries to a minimum of \$60,000.
- Improving TRA by either lowering the combination of the normal retirement age and total years of service OR minimizing the reduction in retirement benefits paid before normal retirement age.
- Amending the Grow Your Own application requirements at MDE so rural districts can qualify.
- Reforming QComp so all schools qualify for the basic \$169/pupil and ensure allowable uses include paid student teaching.
- Providing direct underwriting to state colleges for teacher preparation programs so those credits are free to undergraduates seeking teaching degrees.

### CLEAN UP FROM 2023

- On-going financial support for UI costs
- Clarify instances of and professional judgement by school employees for use of restraints
- Additional funding for the Read Act
- Establish a new proxy for Compensatory Revenue
- Eliminate the \$200 daily rate required for the short call substitute pilot program

### CLOSE FUNDING GAPS

- Increase the LTFM allowance and allow roofs, pavements and HVAC projects in Health & Safety
- Increase Basic Formula & Local Optional Revenues to address inflationary pressures
- Restore Seasonal & Recreational Property to the RMV tax base, eliminating it from the state's Commercial/Industrial levy.
- Ensure minimum revenues for small schools & cooperatives for meaningful revenue generation across all public-school entities.
- Expand VPK to all 4-year-olds qualifying for free and reduced-price meals

### POLICY FLEXIBILITY, NOT MANDATES

- Create flexible pathways to licensure, in addition to broader licensure categories
- Oppose unfunded mandates and "one-size-fits-all" education policy



REVISED 11/04/2009, 11/04/2011,  
11/18/2014, 11/17/2015

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## BY-LAWS

### ARTICLE I VOTING MEMBERS

**SECTION 1. VOTING MEMBERSHIP.** Voting members shall meet the qualifications enumerated in the following section of this Article. They shall pay dues, if any, according to a schedule established by the Board. A list of the voting membership of this corporation shall be kept by the Secretary of the corporation pursuant to Article III, Section 4 of these By-Laws.

**SECTION 2. QUALIFICATION AND CLASSES OF MEMBERS.** Membership shall consist of, and be classified according to, the following structure:

**2.1** "Full" members -- Eligibility for such membership is available to all independent school districts within Minnesota; cooperatives such as: service cooperatives and education districts with ISD numbers; and post-secondary institutions who show an interest in MREA's mission and values. All must support the corporation's purposes and activities and have paid the entire cost of membership as established by the Board of Directors. (Rev. 12/15/00)

**2.2 Associate/Individual/Lifetime Members**

**2.2.1 Associate Members**

Eligibility for such membership is restricted to any business or chamber of commerce, post-secondary institution, service cooperative, education district or educational organization (such as Education MN or MSBA), who wishes to support some portion of the corporation's efforts, receive the corporation's publications, and have paid the dues established by the Board of Directors.

**2.2.2 Individual Members**

Eligibility for such membership is restricted to natural persons with an interest in rural education who petition for, and achieve, acceptance by the Personnel Committee, and have paid the dues established by the Board of Directors.

**2.2.3 Lifetime Members**

Eligibility for such membership is restricted to persons who have served on the MREA Board of Directors or Legislative Action Committee any time since the 1996-1997 membership year and are no longer affiliated with a school district -- administrator, teacher, and/or school board member. (Rev. 3/6/03)

**SECTION 3. VOTING RIGHTS.** Each full member as defined in Section 2.1 shall have voting rights; procedures shall be established by the Board of Directors.

**SECTION 4. MEMBERSHIP YEAR AND DUES.** The Board of Directors shall have the right to determine the dues or other payments to be made by the members of this corporation. The membership year for the members of this corporation shall be the same as the fiscal year of this corporation.

**SECTION 5. INTEREST IN PROPERTY.** The members of this corporation shall not, as such, have any right, title or interest in the real or personal property of this corporation.

**SECTION 6. RESIGNATION.** Any member may resign their membership at any time by giving written notice to the Board of Directors or to the Secretary. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member who resigns membership shall not be entitled to a refund of any dues or other payments made to this corporation.

## **ARTICLE II BOARD OF DIRECTORS**

**SECTION 1. COMPOSITION AND ELECTION.** Except as otherwise provided herein, the Board of Directors of this corporation shall be comprised of twenty-one (21) natural persons, as follows (Rev. 11/18/14):

**1.1 Statewide Directors**

Five (5) seats, hereinafter referred to as “Statewide” Directors, shall be appointed by the entire Board of Directors per Section 3.1 that follows.

**1.2 Elected Directors**

Sixteen (16), hereinafter referred to as “Elected” Directors, shall be elected by the membership per Section 3.2 that follows.

**1.3 Past President**

The twenty-second (22<sup>nd</sup>) seat on the Board shall be used only in the case of seating the individual who holds the office of “Past-President,” as defined in Article V, Section 1, if they are not already seated on the Board.

**SECTION 2. TERMS.** Subject to these By-Laws, Statewide and Representative Directors shall be elected to terms of four (4) years, and may only be elected to two (2) successive terms, with the exception noted in the following sentence -- a Director shall hold office for the terms for which he or she was elected and until the end of the meeting at which her or his successor has been elected and/or has qualified to succeed in such seat, or until the Director’s prior death, resignation or removal, or failure to meet the criteria for the seat to which they were elected.

If a Representative Director changes status of affiliation with a full member so that he or she still holds a qualifying position BUT same is no longer representing a member within the zone from which the Director was elected, such change of affiliation shall be considered a resignation by the Director effective December 31 of the year of their loss of affiliation with the school district or agency. In all cases, the individual who no longer meets the criteria for their seat shall be considered as forfeiting such seat on the 1st day of the month following their loss of affiliation with the school district or agency which had been the basis of their qualification.



**SECTION 3. ELECTION MECHANISMS AND QUALIFICATIONS.**

**3.1** The five (5) Statewide Directors shall consist of two “Higher Education” positions, two “Agency” positions, and one “Minnesota Education District Association” position (Rev. 11/18/14):

**3.1.1 Higher Education**

The “Higher Education” positions shall be posted with post-secondary institutions in Minnesota, as chosen by the Board, with candidates invited to send resumes and letters of application. The Higher Education Directors shall be considered an individual member and shall pay individual dues for the duration of their term unless the post-secondary institution they are representing is an associate/agency member. The Board will make every effort possible to appoint one Higher Education Director from the southern two zones and one from the northern two zones.

**3.1.2 Agency**

The “Agency” positions shall be posted with Minnesota’s agencies as chosen by the Board. Candidates will be invited to submit resumes/letters of application, with only those candidates representing “full membership” agencies considered for appointment. The Board of Directors shall appoint each such Director after review of all the candidate’s applications for such seat. The Board will make every effort possible to appoint one Agency Director from the southern two zones and one from the northern two zones.

**3.1.3 Minnesota Education District Association**

The “Minnesota Education District Association” (MEDA) position shall be posted with the Minnesota Education District Association members of MREA. Candidates will be invited to submit resumes/letters of application. The Board of Directors shall appoint each such Director after review of all the candidate’s applications for such seat.

**3.2** The sixteen (16) Elected Directors shall be comprised of individuals who represent one (or more) of the Corporation’s full members (at the time of election.) Each Elected Director must meet the qualification criteria to be nominated for election from one of the four zones.

**3.2.1** Specifically, from each of the four (4) zones, four Directors’ seats shall be filled, one (1) each from the following categories:

Teacher	School Board Member
Administrator	At-Large Representative

**3.2.2** An Elected Director is elected by the voting membership from the relevant zone after a request for nominations is sent to all members in such zone, a ballot created, and sent to all members eligible to vote, with all subject to procedures adopted by the Board of Directors.

**3.2.3** Full members are eligible to cast up to three (3) votes. Associate and individual members may only cast one (1) vote each.

- 3.2.4** The Board of Directors shall review periodically the assignment of member districts to zones and make adjustments in assignment of member districts as needed to zones to maintain roughly equal representation.
- 3.2.5** The Board of Directors reserves the right to appoint members state-wide to vacant seats on the Board of Directors until the next scheduled zone elections.

**SECTION 4. REMOVAL.** Any Director may at any time be removed with or without cause by the voting members of the Corporation eligible to elect such Director. Alternatively, a Director may be removed by the Board of Directors upon absence from three (3) consecutive Board meetings or upon the Board's subjective finding that the Board's overall ability to operate cohesively is impeded by the participation of the Director.

**SECTION 5. VACANCIES.** Vacancies occurring because of the death, resignation or removal of a Director or failure of a Director to maintain qualification under Items 3.1 or 3.2 hereof, shall be filled, in the case of Statewide Directors, by the Board of Directors, and in the case of Elected Directors, by the Board of Directors only for the portion of the year which expires December 31; and, thereafter, for the term remaining, if any, by the voting members originally entitled to fill the seat by election. In the case of a vacancy due to the failure to maintain qualification in the period prior to being seated on the Board, the Board of Directors shall have the discretion to hold said from the list of unselected nominees who prior ran, and failed, for said seat.

### **ARTICLE III MEETINGS OF THE MEMBERS**

**SECTION 1. ANNUAL MEETING.** The annual meeting of the membership shall be held at any location within Minnesota at a date and time as determined by the Board of Directors.

**SECTION 2. SPECIAL MEETINGS.** Special meetings of the members of this Corporation may be called at any time (a) by the President, (b) by the Board of Directors, (c) upon written request of ten percent, or fifty (whichever is less), of the voting members of this corporation.

Anyone entitled to call a special meeting of the members may make a written request to the President to call the meeting, who shall thereafter give notice of the meeting, setting forth the time, place and purpose thereof, to be held no later than ninety days after receiving the request. If the President fails to give notice of the meeting within thirty days from the date on which the request is received by the President, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided.

If a special meeting is demanded by the members, the meeting shall be held in the county where the registered office is located. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

**SECTION 3. NOTICE.** Written notice of each meeting of the members, stating the time and place thereof, shall be mailed, postage prepaid, not less than five nor more than sixty days before the meeting, excluding the day of the meeting, to each member of this Corporation at the last known address of the member. Any member may waive notice of a meeting before, at or after the meeting, orally, in writing or by attendance. Attendance by the member at a meeting is deemed a waiver by the member unless an objection is offered by such individual to the transaction of business because the meeting is not lawfully called or convened, or an objection is made before a

vote on an item of business because the item may not lawfully be considered at that meeting and the member does not participate in the consideration of the item at that meeting.

**SECTION 4. MEMBERS LIST FOR MEETING.** The Board of Directors shall fix a date not more than sixty days before the date of a meeting to members entitled to notice of the meeting; whensoever the Board fails to set such a date, the date shall be the sixtieth day before the date of the meeting. After fixing a record date for the meeting, the Secretary shall prepare a list of the names (in alphabetical order) and addresses of each member entitled to vote at the meeting. Beginning two business days after notice of the meeting is given, the list shall be available at the principal office of this corporation for inspection and copying on written demand by any member (or the agent or attorney of any member), at the member's expense, for the sole purpose of communication with other members concerning the meeting. The list shall be made available through the date of the meeting and at the meeting.

**SECTION 5. VOTING AND QUORUMS.** The presence of ten (10) percent of the voting members shall constitute a quorum at any meeting. The members present and entitled to vote at any meeting, with less than a quorum, may adjourn the meeting. A majority of the total number of votes held by the members present and entitled to vote, at which a quorum is present, must be cast to transact any business. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

**SECTION 6. WRITTEN BALLOT.** An action at a regular or special meeting of members may be taken by written ballot without a meeting in accordance with the procedure set forth in Minnesota Statutes Section 317A.447, as now enacted or hereinafter amended.

## **ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS**

**SECTION 1. REGULAR MEETINGS.** Regular meetings of the Board of Directors may be held at such time and place as shall from time to time be determined by resolution of the Board. After the time and place of such regular meetings have been so determined, no notice of such regular meetings need be given. Meetings may be held elsewhere, or at alternative times, if the notice of the meeting clearly provides so. Notice of any change in the place or time of holding any regular meeting, or of any adjournment of a regular meeting to reconvene at a different place, shall be given personally, by mail (postage prepaid), or telephone (including facsimile communication), not less than two days before the meeting, excluding the day of the meeting, to all directors who were absent at the time such action to schedule the meeting was taken.

**SECTION 2. SPECIAL MEETINGS.** Special meetings of the Board of Directors for any purpose or purposes shall be called by the President or at the written request of any Director. Such request shall state the purpose(s) of the proposed meeting. The President of this corporation shall give notice of all special meetings to each director, stating the time and place thereof, and the purposes for which such meeting is convened, by mail (postage prepaid), not less than five nor more than sixty days before the meeting, excluding the day of the meeting, to the Director's last known address, or by personally delivering or telephoning the director such notice, no later than two days prior to the day of the meeting. The business transacted at all special meetings of Directors shall be confined to the subject(s) stated in the notice and to matters germane thereto, unless all directors of the corporation are present at such meeting and consent to the transaction of other business.

**SECTION 3. NOTICE.** A Director may waive notice of a meeting of the Board, and such waiver is effective 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 is not lawfully called or convened and does not participate in the meeting.

**SECTION 4. QUORUM.** A majority of the number of Board of Directors' seats which are not vacant shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at such meeting shall be the act of the Board, except where otherwise provided by statute or these By-Laws. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the proportion or number otherwise required for a quorum.

**SECTION 5. WRITTEN ACTION (ACTION WITHOUT MEETING).** Any action permitted to be taken at a meeting of the Directors may be taken by written action signed by all of the Directors entitled to vote on the action.

**SECTION 6. DIRECTOR CONFLICTS OF INTEREST.** This corporation shall not enter into any contract or transaction with (a) one or more of its directors, officers, or a member of the immediate family of its director or officer, (b) a director or officer of a related organization, or a member of the immediate family of a director or officer of a related organization, or (c) an organization in or of which the corporation's director or officer, or member of the immediate family of its director or officer, is a director, officer, legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the interest of the director(s) or officer(s) 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 of a majority of the directors (not counting any vote that the interested director or officer might otherwise have, and not counting the interested director or officer in determining the presence of a quorum.) Failure to comply with this Section shall not invalidate any contract or transaction to which this corporation is a party.

**SECTION 7. CONFLICTS OF INTEREST: DEFINITIONS.** For purpose of the prior section, "immediate family" encompasses the following individuals: spouses, domestic-partners-in-fact, parents, children, children's spouses or children's domestic-partners-in-fact, siblings, or spouses or domestic-partners-in-fact of siblings. "Domestic-partner-in-fact" is used with respect to those designated as the intended life partner of an individual or otherwise identified as being related to that individual through intended long term ties of love, affection, responsibility, and commitment common to those undertaken in marriages recognized by any governmental authority.

"Material financial interest" encompasses, but is not limited to, an individual's relationship to an organization with respect to which rights of the individual exist, whether or not yet vested, for payment of dividends, profit-sharing, compensation, reimbursement of expenses, repayment of obligations or other liabilities, from the organization, but, for purposes of the prior section, "material financial interest" does not include fixing the compensation of the director or fixing the compensation of any other director as a director, officer, employee, or agent of the corporation, even though the first director is also receiving compensation from the corporation.

## **ARTICLE V OFFICERS**

**SECTION 1. OFFICERS.** The officers of this corporation shall consist of a President, a Secretary-Treasurer, a President-elect, and a Past-President. The Secretary-Treasurer and President-elect shall be elected by the Board

of Directors at the annual organizational meeting from the Board members then seated. As of January 1, the prior year's President-elect shall ascend to the office of President, and the prior year's President shall ascend to the office of Past-President.

**SECTION 2. TENURE OF OFFICE AND REMOVAL.** The term of office for each of the officers of this corporation shall be for one year, but in no case shall be concluded until the qualification of a successor has occurred. Any officer may be removed at any time prior to the expiration of his or her term by affirmative vote of a majority of the Directors. If the President's office is vacated, the President-elect shall ascend to such office, and the then vacated office of the President-elect shall be filled by the Board of Directors, as shall any other occurring vacancies of offices. However, the only individual eligible to fill a vacancy in the office of Past-President shall be whomsoever was the immediately preceding Past-President.

**SECTION 3. PRESIDENT.** The President shall have general management of the business of the corporation and, when present, preside at meetings of the Board and of the members; sees that orders and resolutions of the Board are carried into effect; sign and deliver in the name of the corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by this corporation's organizational documents or by the Board to another officer or agent of the corporation; maintain records of and, when necessary, certify proceedings of the Board and the members; and perform other duties prescribed by the Board.

**SECTION 4. SECRETARY-TREASURER.** This officer, in fulfilling the Secretary's function, shall maintain a list of the members of the corporation, sees that the corporation's records and minutes are maintained, fulfills the usual duties required by such office, and performs such other duties and exercises such other powers as may be imposed upon that position by resolution of the Board.

This officer, in fulfilling the Treasurer's function, sees that accurate financial records for the corporation are maintained; sees that money, drafts, and checks in the name of and to the credit of the corporation are deposited in banks and depositories designated by the Board; sees that deposit notes, checks and drafts received by the corporation as ordered by the Board, are properly deposited, and that the disbursement of corporate funds and issuance of checks and drafts in the name of the corporation, as ordered by the Board, are according to law; and, upon request, provides the President and the Board an account of transactions by the Treasurer and of the financial condition of the corporation. These duties are fulfilled by the Treasurer except in cases in which the authority to sign and deliver is expressly delegated by this corporation's organizational documents, or by the Board, to agent/s of the corporation.

## **ARTICLE VI COMMITTEES**

**SECTION 1. AUTHORITY.** The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time-to-time by the Board of Directors, and shall at all times be subject to the control and direction of the Board of Directors. Committee members need not be directors.

**SECTION 2. STANDING COMMITTEES.** The Standing Committee of the corporation shall be the Executive Committee. (Revised 12/15/00, 11/4/2011)

2.1 The Executive Committee shall be comprised of the Corporation's officers with a fifth member selected by the entire Board. This Committee shall act for the Board in all administrative matters of the corporation whensoever the Board is not in session.

## **ARTICLE VII INDEMNIFICATION**

**SECTION 1. COVERAGE.** To the full extent permitted by any applicable law, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, against the expenditures enumerated in the following SECTION 2, by reason of the former or present capacity of the person as:

- (a) a director, officer, employee, or member of a committee of this corporation, or
- (b) a governor, director, officer, partner, trustee, employee or agent of another organization (including employee benefit plans), who while a director, officer, employee, or member of a committee of this corporation, is or was serving another organization at the request of this corporation, or whose duties as a director, officer, employee, or member of a committee of this corporation involve or involved such service to another organization.

**SECTION 2. INDEMNIFIED EXPENDITURES.** Indemnification is mandatory if, with respect to the acts or omissions of the person complained of in the proceeding, the person:

- (a) acted in good faith;
- (b) received no improper personal benefit and section 317A.255 of Minnesota Statutes, 1996, as now enacted or hereinafter amended, regarding conflicts of interest, has been satisfied;
- (c) in the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and
- (d) in the case of acts or omissions occurring by a director, officer, employee or member of a committee of this corporation acting in such official capacity, reasonably believed that the conduct was in the best interests of this corporation, or in the case of acts or omissions occurring by a director, officer, employee, or members of a committee of this corporation who is or was serving another organization at the request of this corporation, or whose duties as a director, officer, employee or member of a committee.

**SECTION 3. ELIGIBILITY, ADVANCES, AND ANCILLARY RECOVERY.** Determination of eligibility for indemnification payments or advances shall be made in accord with section 317A.521, subd. 6, of Minnesota Statutes, 1996, as now enacted or hereinafter amended. Advances of expenses incurred which are payable under the preceding SECTION 2 of this Article shall not be made prior to a final disposition of a proceeding unless same are paid from insurance policies held by the corporation. Any indemnification realized other than under this Article shall apply as a credit against the indemnification provided herein.

**SECTION 4. INSURANCE.** This corporation may, to the full extent permitted by applicable law, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

## **ARTICLE VIII MISCELLANEOUS**

**SECTION 1. FISCAL YEAR.** The fiscal year of the corporation shall be from July 1 to June 30.

**SECTION 2. ELECTRONIC COMMUNICATIONS.** 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. A conference among Directors or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the Board of Directors or committee, as the case may be, if the same notice is given of the conference as would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting. Whenever it is determined that best business practices have adopted internet access on-line participation as equatable with the ability to “simultaneously hear” all others, such electronic means of communications shall be permitted.

## **ARTICLE IX AMENDMENTS**

**SECTION 1. AMENDMENT BY DIRECTORS.** The Board may amend these By-laws by adopting, via a two-thirds (2/3) vote of all Directors then seated, a resolution setting forth the amendment, except for the following actions which are reserved exclusively to the voting members:

- a. actions to adopt, amend, or repeal a By-Law fixing a quorum for meetings of members,
- b. prescribing procedures for removing voting members or filling vacancies in the Board of Directors,
- c. fixing the number of directors or their classifications, qualifications, or terms of office,
- d. adopting, amending, or repealing a By-Law increasing or decreasing the vote required for a member action, including voting rights related to the election of Directors per Article I, Section 3.

**SECTION 2. AMENDMENT BY VOTING MEMBERS.** The membership may amend the By-Laws by adopting a resolution setting forth the amendment; same must be proposed by at least fifty members or ten percent of the members, whichever is less.



Voice For Greater Minnesota Education

REVISED 11/04/2009, 11/04/2011,  
11/18/2014, 11/17/2015

## BY-LAWS

This document constitutes the Bylaws of the Minnesota Rural Education Association, a Minnesota nonprofit corporation and 501(c)(4) tax-exempt organization. These Bylaws, as amended from time to time, were adopted for the purpose of regulation and governance of the affairs of the organization.

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## BY-LAWS

### ARTICLE I NAME AND PURPOSE

SECTION 1. NAME. The name of the entity shall be Minnesota Rural Education Association (hereinafter "Corporation" or "MREA").

SECTION 2. PURPOSE. Corporation is organized and operated primarily for the promotion of social welfare in accordance with Section 501(c)(4) of the Internal Revenue Code, or the corresponding section of a future federal tax code. Specifically, Corporation shall engage in programs furthering social welfare that champion equitable access to high quality educational opportunities for all rural students and schools in Minnesota. This includes but is not limited to: 1.) identifying key issues impacting rural schools and working with legislative leaders to bring about positive change for students; 2.) keeping educational leaders informed of legislative changes; 3.) partnering with organizations and individuals to provide better opportunities for students; and 4.) elevating and celebrating Greater Minnesota educational accomplishments. Corporation shall also have all of the powers afforded to it by the provisions of the Minnesota Nonprofit Corporation Act, Minn. Stat. Chapter 317A, and as amended.

### ARTICLE II VOTING MEMBERSHIP

SECTION 1. VOTING ELIGIBILITY FOR MEMBERSHIP. Application for MREA membership is open to entities and/or natural persons who:

- support MREA's purpose and activities;
- timely pay all applicable dues/fees/assessments as set from time to time by the Board of Directors,
- agree to abide by all applicable Minnesota and federal laws, Corporation's Articles of Incorporation and Bylaws, and other organizational policies and procedures; and
- qualifies for one of the classes of membership, below.

Upon receipt of an initial application for membership, the Corporation will evaluate the applicant's eligibility and qualifications.

Voting members shall meet the qualifications enumerated in the following section of this Article. They shall pay dues, if any, according to a schedule established by the Board. A list of the voting membership of this corporation shall be kept by the Secretary of the corporation pursuant to Article III, Section 4 of these By-Laws.

SECTION 2. QUALIFICATION AND CLASSES OF MEMBERSHIP. The Board of Directors has the authority to establish and define classes of voting and non-voting membership and these classes may be changed from time to time. Corporation shall have the following classes of membership. Membership shall consist of, and be classified according to, the following structure:

- 2.1** Full Voting Members -- Voting membership is available to entities with Minnesota independent school district numbers (excluding charter and private schools) whose boundaries are wholly located outside the Twin Cities' 7-county metropolitan area, as well as

~~other Minnesota entities with an Organization ID number from the Minnesota Department of Education post-secondary institutions. In addition, the Board of Directors may approve status as a Voting Member to entities based on special petition made to the Board. such membership is available to all independent school districts within Minnesota; cooperatives such as: service cooperatives and education districts with ISD numbers; and post-secondary institutions who show an interest in MREA's mission and values. All must support the corporation's purposes and activities and have paid the entire cost of membership as established by the Board of Directors. (Rev. 12/15/00)~~

## 2.2 **Associate/Individual/Lifetime Non-Voting Members**

### 2.2.1 Associate Members

~~Eligibility for such membership~~ Associate membership is available restricted to any ~~business entity, association or organization or chamber of commerce, post secondary institution, service cooperative, education district or educational organization~~ without a Minnesota Department of Education organization ID number ~~(such as Education MN or MSBA), who wishes to support some portion of the corporation's efforts, receive the corporation's publications, and have paid the dues established by the Board of Directors.~~

### 2.2.2 Individual Members

~~Eligibility for such m~~Individual Membership is available restricted to natural persons aged eighteen (18) years of age or older who are no longer associated with a Voting Member or Associate Member through a student, employee, or independent contractor relationship with an interest in rural education who petition for, and achieve, acceptance by the Personnel Committee, and have paid the dues established by the Board of Directors.

### 2.2.3 Lifetime Members

~~Eligibility for such Lifetime M~~ membership is available restricted to natural persons aged eighteen (18) years of age or older who: a.) have served on the MREA's Board of Directors, or MREA's Legislative Action Committee, or as MREA's staff, any time since the 1996-1997 membership year and b.) are no longer affiliated with a Voting Member or Associate Member through a student, employee, or independent contractor relationship with a school district -- administrator, teacher, and/or school board member. (Rev. 3/6/03)

### 2.2.4 Introductory Members

Introductory Membership is available by invitation only to public operating independent school districts who have not paid full membership dues/fees/assessments as established by the Board of Directors.

**SECTION 3. VOTING RIGHTS OF MEMBERS.** Each full MREA member as defined in Section 2.1 shall have voting the following rights; procedures shall be established by the Board of Directors.:

3.1 All members shall be treated with respect and without discrimination on the basis of race, national or ethnic origin, religion, gender, gender identity, sexual orientation, socioeconomic status, age, or mental or physical disability. This does not preclude MREA from fulfilling its obligation to carry out activities and/or programs that have as their goal the alleviation amelioration of conditions that may restrict members from full participation in MREA or its activities and programs.

3.2 All members have the right to participate in MREA's activities and/or programs according to procedures established by the Board of Directors.

3.3 All members have the right to attend MREA's annual membership meeting and all other meetings of MREA's membership as called from time to time. Only Voting Members have the right to vote on issues brought before MREA's membership. Voting by proxy is not permitted.

3.4 All members can apply for a Board of Director seat.

3.5 Members have the right to other benefits as the Board of Directors may determine from time to time.

3.6 No member shall be responsible for any financial obligation of the Corporation.

**SECTION 4. MEMBERSHIP YEAR AND DUES.** The membership year for the members of MREA shall be the same as the fiscal year of the Corporation. Board of Directors shall have the right to determine the dues or other payments to be made by the members of this corporation. ~~The membership year for the members of this corporation shall be the same as the fiscal year of this corporation.~~

**SECTION 5. INTEREST IN PROPERTY.** The members of this ~~corporation~~ Corporation shall not, ~~as such,~~ have any right, title, or interest in the real or personal property of this corporation.

**SECTION 6. RESIGNATION.** Any member may resign their membership at any time by giving written notice to the Corporation Board of Directors or to the Secretary. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member who resigns membership shall not be entitled to a refund of any dues or other payments made to this corporation.

**SECTION 7. TERMINATION.** All rights, privileges, and benefits of membership shall terminate for a member upon any of the following:

7.1 Voluntary resignation of the member;

7.2 Death or dissolution of the member;

7.3 Failure of the member to pay dues/fees/assessments in a timely manner;

7.4 Dissolution of MREA;

7.5 Expulsion as determined by a majority vote of the Board of Directors according to procedures established by the Board of Directors, including for any reason allowed by applicable law, for violation of the established rules of the Corporation, or for conduct that violates the fundamental objectives of MREA and if allowed to persist would thwart those objectives or bring the organization into disrepute.

## **ARTICLE III BOARD OF DIRECTORS**

**SECTION 1. ROLE AND DUTIES.** The Board of Directors is responsible for overall policy and direction of the Corporation and delegates responsibility for day-to-day operations to staff and committees. Pursuant to

the Minnesota Nonprofit Corporation Act, Chapter 317A et seq. of the Minnesota Statutes, and as amended, the Board of Directors shall have all the duties and powers necessary and appropriate for the overall direction of Corporation, including but not limited to:

- 1.1. To utilize all funds received by or in the name of Corporation for the organization's legal and business benefit;
- 1.2. To perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, the Bylaws, the Policies and Procedures;
- 1.3. To appoint and remove, employ and discharge, and, except otherwise provided in these Bylaws, prescribe the duties and fix compensation, of all Officers, agents, employees, independent contractors, and/or committees of Corporation;
- 1.4. To manage and oversee the affairs and activities of Corporation, and to make policies and procedures;
- 1.5. To enter into contracts, leases, and other agreements which are, in the judgment of the Board of Directors, necessary or desirable in pursuing the purposes of promoting the interests of Corporation;
- 1.6. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of such property;
- 1.7. To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities; and
- 1.8. To indemnify and maintain insurance on behalf of any of its Directors, Officers, agents, employees, or independent contractors for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of Minn. Stat. Chapter 317A, as now enacted or hereinafter amended, or other law/equity.

The Board of Directors may engage in such acts that are in the best interests of Corporation and that are not in violation of Minnesota Statutes, specifically, Chapters 309, 317A, 501B, as now enacted or hereinafter amended, and federal law. No Director shall have any right, title, or interest in or to any property of Corporation.

**SECTION 2. COMPOSITION AND ELECTION.** Except as otherwise provided herein, the Board of Directors of this ~~corporation~~ Corporation shall be comprised of no fewer than three (3) and no greater than twenty-one-three (2+23) held by natural persons, as described as follows ~~(Rev. 11/18/14)~~:

**21.1 Statewide Appointed Directors**

Five (5) seats, hereinafter referred to as "Appointed" "Statewide" Directors, shall be appointed by the ~~entire~~ Board of Directors ~~per Section 3.1 that follows.~~

**12.2 Elected Directors**

Sixteen (16), hereinafter referred to as “Elected” Directors, shall be elected by the Voting Membership per Section 3.2 that follows.

**21.3 Immediate Past President**

~~If not already seated on the Board of Directors, the Immediate Past President The twenty-second (22<sup>nd</sup>) may hold a seat on the Board of Directors shall be used only in the case of seating the individual who holds the office of “Past President,” as defined in Article V, Section 1, if they are not already seated on the Board.~~

**21.4 Other Director(s) as appointed by the Board from time to time**

**SECTION 32. TERMS.** Subject to these By-Laws, ~~Statewide-Appointed~~ and ~~Representative-Elected~~ Directors shall be elected to terms of four (4) years, and may only be elected to two (2) successive terms. ~~Terms may be less than four (4) years for individuals elected or appointed to fulfill a mid-term vacancy. Only terms of office of four (4) years qualify for purposes of term limits and succession, with the exception noted in the following sentence —~~ A Director shall hold office for the terms for which he or she was elected or appointed and until ~~the end of the meeting at which his or her~~ or his successor has been elected and/or has qualified to succeed in such seat, or until the Director’s prior death, resignation or removal, or failure to meet the criteria for the seat to which they were elected.

If an ~~Representative-Elected~~ Director changes status of affiliation with a full MREA member so that he or she still holds a qualifying position BUT same is no longer representing the MREA member within the zone from which the Director was elected, such change of affiliation shall be considered a resignation by the Director ~~effective December 31 of the year of their loss of affiliation with the school district or agency. In all cases,~~ €The individual who no longer meets the criteria for their seat shall be considered as forfeiting such seat on the 1<sup>st</sup> day of the month following their loss of affiliation with the school district or agency ~~that which~~ had been the basis of their qualification. MREA’s Board of Directors may fill said vacancy as set forth below.

**SECTION 34. ELECTION MECHANISMS AND QUALIFICATIONS.**

**34.1** The five (5) ~~Statewide-Appointed~~ Directors shall consist of two (2) “Higher Education” positions, two (2) “Agency” positions, and one (1) “Minnesota Education District Association” position ~~(Rev. 11/18/14):~~

**43.1.1 Higher Education**

The “Higher Education” positions shall be posted with post-secondary institutions in Minnesota, as chosen by the Board, with candidates invited to send resumes and letters of application. The Higher Education Directors shall be considered an Individual Member ~~individual member~~ and shall pay individual dues for the duration of their term unless the post-secondary institution they are representing is an associate/agency-MREA member. The Board will make every effort possible to appoint one Higher Education Director from the southern two zones and one from the northern two zones.

**34.1.2 Agency**

The “Agency” positions shall be posted with Minnesota’s agencies-education service cooperatives as chosen by the Board. Candidates will be invited to submit resumes/letters of application, with only those candidates representing a full dues-paying “full membership” Voting Member agencies considered for appointment. The

Board of Directors shall appoint each such Director after review of all ~~the candidate's~~ applications for such seat. The Board will make every effort possible to appoint one Agency Director from the southern two zones and one from the northern two zones.

**43.1.3 Minnesota Education District Association**

The "Minnesota Education District Association" (MEDA) position shall be posted with the Minnesota Education District Association members of MREA. Candidates will be invited to submit resumes/letters of application. The Board of Directors shall appoint each such Director after review of all ~~the candidate's~~ applications for such seat.

**43.2** The sixteen (16) Elected Directors shall be comprised of individuals who represent one (or more) of the Corporation's ~~Full m~~Voting Members (at the time of election.) Each Elected Director must meet the qualification criteria to be nominated for election from one of the four zones. The Board of Directors is responsible for determining the qualification criteria.

**43.2.1** Specifically, from each of the four (4) zones, four Directors' seats shall be filled, one (1) each from the following categories:

Teacher	School Board Member
Administrator	At-Large Representative

**43.2.2** ~~An~~ Elected Director ~~s are is~~ elected by the ~~voting~~Voting membership Members from the relevant zone after a request for ~~nominations~~applications is sent to all members in such zone, a ballot created, and ~~the ballot is~~ sent to all members eligible to vote. ~~The process, with all is~~ subject to procedures adopted by the Board of Directors.

**34.2.3** ~~Full members~~With respect to the Elected Directors, Voting Members who are entities with Minnesota independent school district numbers are eligible to cast up to three (3) votes, and Voting Members who are other Minnesota entities with an Organization ID number from the Minnesota Department of Education are eligible to cast one (1) vote are eligible to cast up to three (3) votes. Associate and individual members may only cast one (1) vote each.

**43.2.4** The Board of Directors shall review periodically the assignment of member districts to zones and make adjustments in ~~the~~ assignment of member districts as needed ~~to zones~~ to maintain ~~roughly~~approximately equal representation.

~~3.2.5~~ ~~The Board of Directors reserves the right to appoint members state-wide to vacant seats on the Board of Directors until the next scheduled zone elections.~~

**SECTION 45. DIRECTOR COMPENSATION.** Other than as permitted by Minn. Stat. § 317A.257, subd. 3, as now enacted or hereinafter amended, no compensation may be paid to Corporation's Directors for their services, time, and/or efforts. Directors, however, may be reimbursed for necessary and reasonable actual expenses incurred in the performance of their duties as well as receive a per diem.

**SECTION 56. REMOVAL.** Any Director may at any time be removed with or without cause by an affirmative vote of the voting members of the Corporation eligible to elect such Director. ~~Alternatively, a~~ Director ~~also~~ may be removed by the Board of Directors upon absence from three (3) consecutive Board meetings or upon the Board's subjective finding that the ~~Board's Corporation's~~ overall ability to operate cohesively is impeded by the participation of the Director.



**SECTION 576. VACANCIES.** Vacancies occurring because of the death, resignation, or removal of a Director or failure of a Director to maintain qualification ~~as set forth above under Items 3.1 or 3.2 hereof, shall may~~ be filled ~~, in the case of Statewide Directors, by the Board of Directors, and in the case of Elected Directors,~~ by the Board of Directors on an interim basis only for the portion of the year which expires December 31; and, thereafter, for the term remaining, if any, by the voting members originally entitled to fill the seat by election. Vacancies may be filled with any qualified person based on the business judgment of the Board of Directors. ~~In the case of a vacancy due to the failure to maintain qualification in the period prior to being seated on the Board, the Board of Directors shall have the discretion to hold said from the list of unselected nominees who prior ran, and failed, for said seat.~~

**SECTION 87. DIRECTOR CONFLICTS OF INTEREST.** The Corporation shall endeavor to avoid transactions involving conflicts of interest. The Board of Directors shall establish and follow a conflicts of interest policy compliant with Minn. Stat. § 317A.255, as now enacted or hereinafter amended, and federal law.

## **ARTICLE IIIV MEETINGS OF THE MEMBERS**

**SECTION 1. ANNUAL MEETING.** The annual meeting of the membership shall be held at any location within Minnesota at a date and time as determined by the Board of Directors. The annual meeting shall be held for the purpose of electing the Board of Directors, as well as the consideration of any other business that may be properly brought before the membership. This shall include, but not be limited to, Board reports regarding Corporation activities and financial position and input toward the direction of the Corporation for the coming year. If desired, annual meetings may occur through remote communication pursuant to Sections 317A.431 and 317A.450 of the Minnesota Statutes, as now enacted or hereinafter amended.

**SECTION 2. SPECIAL MEETINGS.** Special meetings of the members of this Corporation may be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon written request of either ten percent, or fifty (whichever is less), of the Voting Members-voting members of this ~~corporation~~Corporation.

Anyone entitled to call a special meeting of the members may make a written request to the President to call the meeting, who shall thereafter give notice of the meeting, setting forth the time, place and purpose thereof, to be held no later than ninety (90) days after receiving the request. If the President fails to give notice of the meeting within thirty (30) days from the date on which the request is received by the President, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided.

If a special meeting is ~~demanded-called~~ by the Voting Mmembers, the meeting ~~shall may~~ be held in the county where the registered office is located or may be held by means of remote communication pursuant to Sections 317A.431 and 317A.450 of the Minnesota Statutes, as now enacted or hereinafter amended. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

**SECTION 3. NOTICE TO MEMBERS.** Written notice of each meeting of the members, stating the time and place thereof, shall be ~~mailed, postage prepaid~~provided to each member on the official membership roll, not less than five (5) nor more than sixty (60) days before the meeting, excluding the day of the meeting, ~~to each member of this Corporation at the last known address of the member.~~ This notice shall be given personally, by mail, e-mail or other electronic means, telephone, or facsimile. Any member may waive notice of a meeting before, at, or after the meeting, orally, in writing, or by attendance. Attendance by the member at a meeting



is deemed a waiver by the member unless an objection is offered by such individual to the transaction of business because the meeting is not lawfully called or convened, or an objection is made before a vote on an item of business because the item may not lawfully be considered at that meeting and the member does not participate in the consideration of the item at that meeting.

**SECTION 4. MEMBERS LIST FOR MEETING.** The Board of Directors shall fix a date not more than sixty (60) days, ~~nor shorter than ten (10) days,~~ before the date of a membership meeting to be the date for determining which persons are entitled to receive notice of and vote at the membership meeting~~to members entitled to notice of the meeting;~~ Whensoever the Board fails to set such a date, the date shall be the sixtieth (60th) day before the date of the meeting. After fixing a record date for the meeting, the Secretary Corporation shall prepare a list of the names (in alphabetical order) and addresses of each member entitled to vote at the meeting. Beginning two (2) business days after notice of the meeting is given, the list shall be available at the principal office of this ~~corporation~~ Corporation for inspection by the members with voting rights pursuant to the mandates of Minn. Stat. § 317A.439, as now enacted or hereinafter amended~~and copying on written demand by any member (or the agent or attorney of any member), at the member's expense, for the sole purpose of communication with other members concerning the meeting. The list shall be made available through the date of the meeting and at the meeting.~~

**SECTION 5. VOTING AND QUORUMS.** The presence of ten (10) percent (10%) of the Voting Members ~~voting members~~ shall constitute a quorum at any meeting of the MREA membership. Voting Members may cast their ballot according to procedures established by the Board of Directors and the requirements of Minn. Stat. Sections 317A.431 and 317A.450, as now enacted or hereinafter amended. ~~The members present and entitled to vote at any meeting, with less than a quorum, may adjourn the meeting. A majority of the total number of votes held by the members present and entitled to vote, at which a quorum is present, must be cast to transact any business. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken. Unless otherwise specified in these Bylaws, all issues to be voted upon by the Voting Members shall be decided by a simple majority of those present at the meeting in which there is a quorum. All eligible members with voting rights may cast one (1) vote for non-election related questions. Voting by proxy is NOT permitted. The members present and entitled to vote at any meeting, with less than a quorum, may adjourn the meeting.~~

**SECTION 6. WRITTEN ACTION BY BALLOT.** An action that may be taken at a regular or special meeting of members may be taken without a meeting by written ballot. ~~without a meeting~~ In accordance with the procedure set forth in Minn. Stat. Section § 317A.447, as now enacted or hereinafter amended, every member entitled to vote will be provided a ballot either by mail or via electronic communication.

**SECTION 7. MEETING DECORUM.** Corporation shall follow best and lawful practices for conducting business at Board and membership meetings. The Board of Directors shall exemplify, communicate, and enforce the expectation that meetings be conducted in a collaborative, orderly, and respectful manner. Corporation reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings.

**SECTION 8. GUIDING PRINCIPLES.** The Board of Directors shall adopt guiding principles for meetings of the membership and Board of Directors ensuring that all members and Directors have a right to speak and know what single issue is being discussed at any one time. The principles shall include measures to apply impartiality and fairness throughout meetings.

**ARTICLE IV**  
**MEETINGS OF THE BOARD OF DIRECTORS**

**SECTION 1. REGULAR MEETINGS.** ~~The Board of Directors shall meet at least annually.~~ Regular meetings of the Board of Directors may be held at such time and place as shall ~~be determined~~ from time to time ~~be determined~~ by ~~resolution of~~ the Board. After the time and place of such regular meetings ~~have has~~ been so determined, no notice of such regular meetings need be given. ~~If desired, regular meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, as now enacted or hereinafter amended. Meetings may be held elsewhere, or at alternative times, if the notice of the meeting clearly provides so.~~ Notice of any change in the place or time of ~~holding~~ any regular meeting, or of any adjournment of a regular meeting to reconvene at a different place, shall be given ~~personally, by mail, e-mail or other electronic means, telephone, or facsimile personally, by mail (postage prepaid), or telephone (including facsimile communication), to all Directors~~ not less than two (2) days before the meeting, excluding the day of the meeting, ~~to all directors who were absent at the time such action to schedule the meeting was taken.~~ Cancellation of a regular meeting may occur with less than two (2) days' notice.

**SECTION 2. SPECIAL MEETINGS.** Special meetings of the Board of Directors ~~for any purpose or purposes shall may~~ be called by the President or at the written request of any Director. Such request ~~shall must~~ state the purpose(s) of the proposed meeting. The President of this ~~corporation Corporation~~ shall give notice of ~~all~~ special meetings to each ~~director Director~~, stating the time and place thereof, and the purposes for which such meeting is ~~being~~ convened, ~~by mail (postage prepaid),~~ not less than ~~five twenty-four (24) hours nor more than sixty days~~ before the meeting, excluding the day of the meeting. ~~Said notice shall be given personally, by mail, e-mail or other electronic means, telephone, or facsimile, to the Director's last known address, or by personally delivering or telephoning the director such notice, no later than two days prior to the day of the meeting. If desired, regular meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, as now enacted or hereinafter amended.~~ The business transacted at all special meetings of Directors shall be confined to the subject(s) stated in the notice and to matters germane thereto, unless all ~~directors Directors~~ of the ~~corporation Corporation~~ are present ~~at such meeting~~ and consent to the transaction of other business.

**SECTION 3. WAIVER OF NOTICE.** A Director may waive notice of a meeting of the Board, and such waiver is effective whether given in writing, orally, or by attendance. Attendance by a Director at a Board 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 is not lawfully called or convened and does not participate in the meeting.

**SECTION 4. QUORUM.** A majority of the number of Board of Directors' seats which are not vacant shall be necessary to constitute a quorum for the transaction of business, ~~and the act of a majority of the Directors present at such meeting shall be the act of the Board, except where otherwise provided by statute or these By-Laws.~~ If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the proportion or number otherwise required for a quorum.

**SECTION 5. VOTING.** ~~During Board of Directors meetings, matters shall be decided by a majority vote of the Directors present at the meeting in which there is a quorum, except where otherwise indicated in these Bylaws. All eligible Directors may cast one (1) vote. Voting by proxy is NOT permitted. To the extent a vote is electronically held outside of a duly called meeting, the issue must be voted upon by the number of Directors that would be required to take the same action at a meeting of the Board at which all Directors were present, and the outcome must be recorded in the meeting minutes of the next duly held meeting of the Board of Directors.~~

**SECTION 56. WRITTEN ACTION (ACTION WITHOUT MEETING).** Any action permitted to be taken at a meeting of the Directors may be taken by written action signed, or consented to by authenticated electronic communication, by the number of Directors that would be required to take the same action at a meeting of the board at which all Directors were present. ~~by all of the Directors entitled to vote on the action.~~

~~**SECTION 6. DIRECTOR CONFLICTS OF INTEREST.** This corporation shall not enter into any contract or transaction with (a) one or more of its directors, officers, or a member of the immediate family of its director or officer, (b) a director or officer of a related organization, or a member of the immediate family of a director or officer of a related organization, or (c) an organization in or of which the corporation's director or officer, or member of the immediate family of its director or officer, is a director, officer, legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the interest of the director(s) or officer(s) 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 of a majority of the directors (not counting any vote that the interested director or officer might otherwise have, and not counting the interested director or officer in determining the presence of a quorum.) Failure to comply with this Section shall not invalidate any contract or transaction to which this corporation is a party.~~

~~**SECTION 7. CONFLICTS OF INTEREST: DEFINITIONS.** For purpose of the prior section, "immediate family" encompasses the following individuals: spouses, domestic partners in fact, parents, children, children's spouses or children's domestic partners in fact, siblings, or spouses or domestic partners in fact of siblings. "Domestic partner in fact" is used with respect to those designated as the intended life partner of an individual or otherwise identified as being related to that individual through intended long term ties of love, affection, responsibility, and commitment common to those undertaken in marriages recognized by any governmental authority.~~

~~"Material financial interest" encompasses, but is not limited to, an individual's relationship to an organization with respect to which rights of the individual exist, whether or not yet vested, for payment of dividends, profit sharing, compensation, reimbursement of expenses, repayment of obligations or other liabilities, from the organization, but, for purposes of the prior section, "material financial interest" does not include fixing the compensation of the director or fixing the compensation of any other director as a director, officer, employee, or agent of the corporation, even though the first director is also receiving compensation from the corporation.~~

## ARTICLE VI OFFICERS

**SECTION 1. OFFICERS.** Officers shall also be Directors of Corporation. The Corporation's Officers of this corporation shall consist of a President, a Secretary-Treasurer, a President-elect, and an Immediate Past-President. At the discretion of the Board of Directors, other Officers may be elected with duties that the Board shall prescribe.

**SECTION 2. ELECTION OF OFFICERS.** The Secretary-Treasurer and President-elect shall be elected by the Board of Directors at the annual organizational meeting from the Board members then seated. As of January 1, the prior year's President-elect shall ascend to the office of President, and the prior year's President shall ascend to the office of Immediate Past-President.

**SECTION 23. TENURE OF OFFICE AND REMOVAL.** The term of office for each ~~of the officers~~-Officer of this Corporation shall be for one (1) year, but in no case shall the term be concluded until the qualification of a

successor has occurred. Any ~~officer~~ Officer may be removed at any time prior to the expiration of his or her term by affirmative vote of a majority of the Directors. If the President's office is vacated, the President-elect shall ascend to such office, and the then vacated office of the President-elect shall be filled by the Board of Directors, as shall any other occurring vacancies of offices. However, the only individual eligible to fill a vacancy in the office of Past ~~President~~ shall be whomsoever was the immediately preceding Past ~~President~~.

**SECTION 4. OFFICER COMPENSATION.** Other than as permitted by Minn. Stat. § 317A.257, subd. 3, as now enacted or hereinafter amended, no compensation may be paid to the Corporation's Board Officers for their services, time, and/or efforts. Board Officers, however, may be reimbursed for necessary and reasonable actual expenses incurred in the performance of their duties.

**SECTION 35. PRESIDENT.** The President shall have general management of the business of the ~~corporation~~ Corporation and, when present, preside at meetings of the Board and of the members ~~hip~~. ~~The President shall see that the orders and resolutions of the Board are carried into effect; ; sees that orders and resolutions of the Board are carried into effect;~~ sign and deliver in the name of the ~~corporation~~ Corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the ~~corporation~~ Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by this ~~e~~ Corporation's organizational documents or by the Board to another officer or agent of the ~~corporation~~ Corporation; maintain records of and, when necessary, certify proceedings of the Board and the members ~~hip~~; and perform other duties ~~as~~ prescribed by the Board.

**SECTION 46. SECRETARY-TREASURER.** This ~~officer~~ Officer, in fulfilling the Secretary's function, shall maintain a list of the ~~Corporation's~~ members of the corporation, ~~sees that the corporation's~~ Corporation's records and minutes are accurately and timely maintained, fulfills the usual duties required by such office, and performs such other duties and exercises such other powers as may be imposed upon that position by resolution of the Board.

This ~~officer~~ Officer, in fulfilling the Treasurer's function, shall keep accurate and reliable financial records for the Corporation; sees that accurate financial records for the corporation are maintained; deposit (or cause to deposit) money, drafts, and checks in the name of and to the credit of Corporation in the banks and depositories designated by the Board; endorse (or cause to endorse) for deposit notes, checks, and drafts received by the Corporation as ordered by the Board; make (or cause to make) proper vouchers for deposit; and disburse (or cause to disburse) Corporation's funds and issue checks and drafts in the name of Corporation, as ordered by the Board. sees that money, drafts, and checks in the name of and to the credit of the corporation are deposited in banks and depositories designated by the Board; sees that deposit notes, checks and drafts received by the corporation as ordered by the Board, are properly deposited, and that the disbursal of corporate funds and issuance of checks and drafts in the name of the corporation, as ordered by the Board, are according to law; The Treasurer shall also present, from time to time, financial reports to the Board and membership and, upon request, provides the President and the Board an account of transactions by the Treasurer and of the financial condition of the corporation. These duties are fulfilled by the Treasurer except in cases in which the authority to sign and deliver is expressly delegated by this corporation's organizational documents, or by the Board, to agent/s of the corporation.

**SECTION 7. PRESIDENT-ELECT.** The President-Elect shall assist the President as requested and act in the absence or disability of the President. The President-Elect will compile and maintain a book of policies and procedures in collaboration with the organization's legal counsel.

**SECTION 8. IMMEDIATE PAST PRESIDENT.** Persons serving as President, after successfully completing his or her term(s), shall serve as Immediate Past President. The Immediate Past President will serve until the term expires for the successor President and that successor President then becomes the Immediate Past

President. Only one person shall serve with the designation of Immediate Past President at any given time. The Immediate Past President will act as a trusted advisor to the President and provide guidance to the Board of Directors regarding historical decision making of the Corporation.

## **ARTICLE VII COMMITTEES**

**SECTION 1. AUTHORITY.** The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority ~~of the members~~ of the Board of Directors. Each ~~such~~ committee shall have such duties and responsibilities as are granted to it from time-to-time by the Board of Directors and shall at all times be subject to the control and direction of the Board of Directors. Committee members other than the committee chair, need not be ~~D~~irectors. Unless otherwise stated in these Bylaws, a majority of the committee's membership shall constitute a quorum.

**SECTION 2. ~~STANDING EXECUTIVE COMMITTEES.~~** The Executive Committee shall be comprised of the Corporation's ~~O~~fficers, with a fifth member selected by the ~~entire~~ Board of Directors (as necessary). ~~This Committee shall act for the Board in all administrative matters of the corporation whensoever the Board is not in session. Except for the power to amend the Articles of Incorporation and/or 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. A quorum of the Executive Committee shall constitute seventy-five percent (75%) of the Executive Committee membership.~~

## **ARTICLE VIII EXECUTIVE DIRECTOR AND STAFF**

**SECTION 1. EXECUTIVE DIRECTOR.** The Board of Directors may select and employ an Executive Director. The Executive Director, if one is selected, shall be engaged by and act as an agent of the Board of Directors to administer the day-to-day affairs of Corporation as well as implement the policies and decisions of the Board of Directors. The Executive Director shall provide overall executive direction and leadership to the staff and contracted service providers. The Executive Director has no power or authority apart from that which is delegated to him/her by the Board of Directors, and the Board has the duty and responsibility to adequately supervise the actions of the Executive Director. The Executive Director is expected to attend all Board of Director and Executive Committee meetings unless otherwise directed. The Executive Director is employed by the Board of Directors in its sole discretion, and the Board shall decide compensation based on state and federal employment, nonprofit, and other applicable laws.

**SECTION 2. STAFF.** Unless the job description or service agreement requires otherwise, all staff and contracted service providers will report to the Executive Director, who is responsible for all staff issues including engagement, management, and dismissal.

## **ARTICLE ~~VIII~~ INDEMNIFICATION**

**SECTION 1. COVERAGE.** To the full extent permitted by any applicable law, this ~~corporation~~ Corporation shall indemnify each person made or threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the



right of this ~~C~~corporation, against the expenditures enumerated ~~below in the following SECTION 2~~, by reason of the former or present capacity of the person as:

(a) a director, officer, employee, or member of a committee of this corporation, or

(b) a governor, director, officer, partner, trustee, employee or agent of another \_\_\_\_\_organization (including employee benefit plans), who while a director, officer, employee, or member of a committee of this ~~corporation~~Corporation, is or was serving another organization at the request of this ~~corporation~~Corporation, or whose duties as a director, officer, employee, or member of a committee of this ~~corporation~~Corporation involve or involved such service to another organization.

**SECTION 2. INDEMNIFIED EXPENDITURES.** Indemnification is mandatory if, with respect to the acts or omissions of the person complained of in the proceeding, the person:

(a) acted in good faith;

(b) received no improper personal benefit and section 317A.255 of ~~the~~ Minnesota Statutes, ~~1996~~, as now enacted or hereinafter amended, regarding conflicts of interest, has been satisfied;

(c) in the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and

(d) in the case of acts or omissions occurring by a director, officer, employee or member of a committee of this corporation acting in such official capacity, reasonably believed that the conduct was in the best interests of this ~~corporation~~Corporation, or in the case of acts or omissions occurring by a director, officer, employee, or members of a committee of this ~~corporation~~Corporation who is or was serving another organization at the request of this corporation, or whose duties as a director, officer, employee, or member of a committee.

**SECTION 3. ELIGIBILITY, ADVANCES, AND ANCILLARY RECOVERY.** Determination of eligibility for indemnification payments or advances shall be made in accordance with section 317A.521, ~~subd. 6~~, of ~~the~~ Minnesota Statutes, ~~1996~~, as now enacted or hereinafter amended. Advances of expenses incurred which are payable ~~under the preceding SECTION 2 of this Article~~ shall not be made prior to a final disposition of a proceeding unless same are paid from insurance policies held by the ~~corporation~~Corporation. Any indemnification realized other than under this Article shall apply as a credit against the indemnification provided herein.

**SECTION 4. INSURANCE.** This ~~corporation~~Corporation may, to the full extent permitted by applicable law, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or member of a committee of this ~~corporation~~Corporation against any liability asserted against such person and incurred by such person in any such capacity.

## **ARTICLE ~~VHX~~ MISCELLANEOUS**

**SECTION 1. FISCAL YEAR.** The fiscal year of the corporation shall be from July 1 to June 30.

~~**SECTION 2. ELECTRONIC COMMUNICATIONS.** 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. A conference among Directors or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the Board of Directors or committee, as the case may be, if the same notice is given of the conference as would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting. Whensoever it is determined that best business practices have adopted internet access on-line participation as equatable with the ability to “simultaneously hear” all others, such electronic means of communications shall be permitted.~~

**SECTION 2. BOOKS AND ACCOUNTS.**

~~2.1 Corporation shall maintain appropriate checking, savings, and other accounts at a reputable bank or financial institution under the name “Minnesota Rural Education Association”.~~

~~2.2 Under the supervision of the Board of Directors, the Executive Director (if one exists) as well as the President and Treasurer may independently authorize unbudgeted expenditures not to exceed \$25,000 for items and/or services immediately necessary for the continued operation of the organization. Proper invoices and receipts are required for all such expenditures pursuant to Corporation’s financial policies and procedures.~~

~~2.3 Corporation’s books and accounts (or an exact copy thereof) shall be kept at the registered office.~~

~~2.4 All money received in Corporation’s name shall be deposited in Corporation’s account and used for Corporation’s charitable purposes according to Minnesota and Federal fundraising laws and rules.~~

~~**SECTION 3. EXAMINATION BY DIRECTORS.** Every member or director of Corporation shall have a right to examine, in person or by agent or attorney, at any reasonable time, and at the registered office, books and records of Corporation as described in Section 317A.461 of the Minnesota Statutes, as now enacted or hereinafter amended, and make extracts or copies therefrom.~~

~~**SECTION 4. LEGAL INSTRUMENTS.** All contracts, agreements, and other legal instruments executed by Corporation shall be issued in the name of Corporation, not the individual name of a Director, Board Officer, or Executive Director (if one exists). Legal instruments must be signed by one or more of the following persons: the President, Treasurer, or Executive Director (if one exists). Legal instruments with financial obligations exceeding \$25,000 shall be approved by the Board of Directors after proper consideration and due diligence, in advance of signature. In the absence of approval by the Board of Directors, the individual Director, Board Officer, or Executive Director (if one exists) may be personally liable on the legal instrument unless the obligation is subsequently ratified by Board action.~~

~~**SECTION 5. LOANS.** No loans shall be contracted on behalf of Corporation nor shall evidences of indebtedness be issued in its name unless in conformance with Section 317A.501 of the Minnesota Statutes, as now enacted or hereinafter amended, and specifically authorized by written resolution of the Board of Directors. Such authority shall be confined to specific instances.~~

**SECTION 6. PERIODIC REVIEWS.** To ensure Corporation operates in a manner consistent with charitable purposes, files all required paperwork, and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- 6.1 Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;
- 6.2 Whether partnerships, joint ventures, and arrangements with management organizations conform to Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction;
- 6.3 Whether Corporation is properly filing annual paperwork with the Minnesota Secretary of State, Internal Revenue Service, and other government entities. Corporation shall file the Form 990 with the IRS annually. In addition, Corporation shall file all required employer reports to agencies such as the Minnesota Unemployment Insurance Fund, the Minnesota Dept. of Revenue, the Minnesota Attorney General's Office, the Minnesota Secretary of State, the Social Security Administration, and provide employee tax documents by the required deadlines.

**SECTION 7. AFFILIATIONS.** Corporation may maintain professional affiliations that benefit and strengthen the organization in its capacity to fulfill its mission.

**SECTION 8. POLICIES AND PROCEDURES.** The Board of Directors should establish policies and procedures:

- To codify decisions made by the Board at regular meetings in one central location;
- Regarding internal financial controls;
- Regarding gifts and grants to other individuals/organizations;
- Regarding a code of conduct at meetings and organizational gatherings;
- Regarding employees and volunteers; and
- Regarding other topics that may become reasonable and necessary.

**SECTION 39. NO PRIVATE INUREMENT.** No part of Corporation's annual gross receipts shall inure to the benefit of, or be distributable to, its Directors, Officers, Members, or other private persons, incidentally or otherwise, except that the organization 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 the purpose clause herein. This includes reasonable compensation for employees and independent contractors.

**ARTICLE IXI  
AMENDMENTS**



SECTION 1. ~~As set forth below, Corporation shall have the power to amend the Bylaws subject to restrictions imposed by Section 317A.133 of the Minnesota Statutes, as now enacted or hereinafter amended:~~

1.1 ~~Amendments to the Bylaws must be approved by the affirmative vote of a two-thirds (2/3) majority of all Directors at a properly called meeting of the Board of Directors as well as the affirmative vote of a two-thirds (2/3) majority of the Voting Members at a properly called meeting of the MREA membership. The amendments must be circulated to the membership at least seven (7) days prior to the membership meeting.~~

1.2 ~~Notwithstanding the foregoing, the **AMENDMENT BY DIRECTORS.** The Board of Directors may amend these By-laws by adopting, via a two-thirds (2/3) vote of all Directors then seated, a resolution setting forth the amendment, except for the following actions ~~which are reserved exclusively to the voting members:~~ a.)~~

~~a.) actions to adopt, amend, or repeal a By-Law fixing a quorum for meetings of members; b.)~~

~~b.) prescribing procedures for removing ~~voting~~ members with voting rights or filling vacancies in the Board of Directors; c.)~~

~~c.) fixing the number of ~~directors~~ Directors or their classifications, qualifications, or terms of office; d.)~~

~~d.) adopting, amending, or repealing a By-Law that increases or decreases the vote required for action by members with voting rights ~~action~~, including voting rights related to the election of Directors per Article I, Section 3.~~

SECTION 2. AMENDMENT BY VOTING MEMBERS. ~~The membership may amend the By-Laws by adopting a resolution setting forth the amendment; same must be proposed by at least fifty members or ten percent of the members, whichever is less.~~

### CERTIFICATION

The Voting Members of Minnesota Rural Education Association approved these Bylaws by adopting a resolution setting forth the amendments on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Secretary \_\_\_\_\_ Date

These Bylaws were approved at a meeting of the Board of Directors of Minnesota Rural Education Association by a two-thirds majority vote on this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Secretary \_\_\_\_\_ Date