

AMENDED AND RESTATED BYLAWS

OF

**MINNESOTA INDEPENDENT SCHOOL FORUM
MINNDEPENDENT**

Effective ~~June 14, 2023~~ January 1, 2014

ARTICLE 1

Mission

The mission of this corporation is to connect and strengthen Minnesota's private and independent schools through exceptional training, resources, and advocacy so they can be student-centered and mission-driven. ~~strengthen Minnesota's independent schools through advocacy and advancement.~~

ARTICLE 2

Membership

SECTION 2.1 Nonvoting members. This corporation shall have no members with voting rights. It shall have at least three classes of nonvoting members: Full School Members, Affiliate School Members, and ~~Forum Associate~~ Members. The Board of ~~Trustees~~ Directors may establish additional classes by resolution. Each class shall have the qualifications, rights, privileges, and obligations as are determined from time to time by the Board of ~~Trustees~~ Directors; provided, however, that no members as such shall have the right to vote or otherwise participate in the management of the corporation. Full School Members may apply for membership in such manner as the Board of ~~Trustees~~ Directors may determine from time to time, and shall become Full School Members with the approval of the President. Affiliate School Members ~~and Forum Members~~ shall be admitted as such in accordance with such procedures as the Board of ~~Trustees~~ Directors may determine from time to time. Associate Members may apply for membership in such manner as the Board of Directors may determine from time to time and shall become Associate Members with the approval of the President. The membership year for the members of this corporation shall be the same as the fiscal year of this corporation. All determinations regarding eligibility for membership shall be made by this corporation in its sole discretion and shall not be subject to appeal or review.

SECTION 2.2 Full School Members. Membership as a Full School Member shall be open to nonpublic schools (as defined in Minnesota Statutes, section 123B.41, subd. 9) located in Minnesota that (a) are exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, (b) are fully accredited, ~~(c) have been in operation for at least one year,~~ ~~(d) provide proof of sound financial practices and responsible governance and administration,~~ and ~~(e) are likely to contribute significantly to the efforts and objectives of this corporation.~~ The Board of ~~Trustees~~ Directors may also extend membership as a Full School Member to preschools ~~and non-accredited home schools based on such criteria as it may determine.~~

SECTION 2.3 Affiliate School Members. Membership as an Affiliate School Member shall be open to nonpublic schools located in Minnesota that (a) are exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, (b) are not accredited, (c) have been in operation for at least one year, (d) provide proof of sound financial practices and responsible governance and administration, and (e) are likely to contribute significantly to the efforts and objectives of this corporation.

SECTION 2.4 ~~Associate Forum~~ Members. Membership as an ~~Associate Forum~~ Member in this corporation shall be open to individuals affiliated with private and/or independent (nonpublic) school associations. These individuals will be given membership status in MINNDEPENDENT based on the requirements below being met by the organization/association the individual is affiliated with:

a) 501(c)(3) status from IRS

b) Private and/or Independent (Nonpublic) School Association ~~non-school entities legally recognized under relevant state laws, including but not limited to nonprofit and for-profit corporations.~~

SECTION 2.5 Dues and assessments. The Board of ~~Trustees~~Directors shall from time to time determine in its sole discretion the membership dues or other payments to be made by members to this corporation, which may vary by class of membership, and such rules and procedures for the manner and method of payment, the collection of delinquent dues and assessments, any penalties for delinquent dues and assessments, and the proration or refund, if any, of dues and assessments.

SECTION 2.6 Interest in property. The ~~M~~members of this corporation do not, as such, have any right, title or interest in the real or personal property of this corporation.

SECTION 2.7 Resignation. Any ~~M~~member may resign or non-renew its membership at any time by giving written notice to the President, ~~or to the Secretary.~~ Such resignation shall be effective on the date it is received by the President, ~~or the Secretary,~~ or such later date as is specified in the notice.

SECTION 2.8 Termination. Any membership may be terminated if the Board of ~~Trustees~~Directors deems it to be in the best interests of the corporation.

SECTION 2.9 Transfer of Membership. Membership in the corporation is nontransferable. Members shall have no ownership rights or beneficial interests of any kind in the assets of the corporation.

ARTICLE 3

TrusteesDirectors

SECTION 3.1 Number and method of election. The board of ~~Trustees~~Directors of this corporation shall consist of not more than 21 persons, including the following:

- a. At least six persons who are employees of Full School (or Associate) Members;
- ~~b. At least two persons who are community volunteers with demonstrated leadership skills or parents of students in schools eligible for membership as Full School Members;~~
- ~~e.b.~~ At least ten persons who represent constituencies which support or are impacted by the work of the corporation. are employees of businesses or philanthropic grantmaking organizations; and
- ~~d.c.~~ The President of this corporation.

Members of the Board of ~~Trustees~~Directors other than the President (the “Elected ~~Trustees~~Directors”) shall be elected annually by the Board of ~~Trustees~~Directors. The President shall be appointed by the Board of ~~Trustees~~Directors from time to time.

SECTION 3.2 Term. Generally, an Elected ~~Trustee~~Director will serve no more than 2 successive three-year terms unless there are special circumstances, in which case an Elected ~~Trustee-Director~~ can be elected for additional terms. The Elected ~~Trustees~~Directors shall be divided into three classes as nearly equal in number as possible, so that the terms of office of approximately one-third of the Elected ~~Trustees~~Directors shall expire each year. An Elected ~~Trustee-Director~~ shall hold office for the term for which he or she was elected and through the end of the meeting at which his or her successor has been elected and until such successor has qualified, or until the Elected ~~Director's Trustee's~~ prior death, resignation or removal. Any Elected ~~Director Trustee~~ may at any time be removed with or without cause by a two-thirds vote of the entire Board of ~~Trustees~~Directors. Any vacancy occurring because of the death, resignation or removal of an Elected ~~Director Trustee~~ shall be filled by the Board of ~~Trustees~~Directors for the unexpired term of such trustee.

ARTICLE 4

Meeting of the Board of ~~Trustees~~Directors

SECTION 4.1 Regular meetings. Meetings of the Board of ~~Trustees~~Directors shall be held at least four times a year for the purpose of transacting such business as may properly come before the meeting. Regular meetings of the Board of ~~Trustees~~Directors may be held at such time and place as are announced at a previous meeting of the Board of ~~Trustees~~Directors or in a written notice in accordance with the provisions of Section 4.3 of these Bylaws. A meeting for the purpose of electing Elected ~~Trustees~~Directors and officers shall be held annually at the time and place designated from time to time by the Board of Directors. ; ~~within or without the State of Minnesota, designated from time to time by the Board of Trustees.~~

SECTION 4.2 Other meetings. Meetings of the Board of TrusteesDirectors may also be called at any time (a) by the Chairperson, (b) by the Board of TrusteesDirectors, (c) by the President, or (d) upon the written request of five or more members of the Board of TrusteesDirectors. Anyone entitled to call a meeting of the Board of TrusteesDirectors may make a written request to the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time and place thereof, to be held between 7 and 30 days after receiving the request. If the Secretary fails to give notice of the meeting within 7 days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

SECTION 4.3 Notice of meetings. Written notice of each meeting of the Board of TrusteesDirectors called pursuant to Section 4.2 of these Bylaws, stating the time and place thereof, shall be given to each member of the Board of TrusteesDirectors by electronic communication or in person at least two days before the meeting, or shall be mailed to each trusteedirector at least seven days before the meeting. ~~A trustee may be given notice by electronic communication only if the trustee has previously consented to receive notice in that form of electronic communication.~~ All notices not given in person shall be sent to the director trustee at his or her postal or electronic address according to the latest available records of this corporation. Any director trustee may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the director trustee objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the trusteedirector does not participate in the meeting.

SECTION 4.4 Quorum and voting. The presence of a majority of the members of the Board of TrusteesDirectors shall constitute a quorum at any meeting thereof, but the trusteesDirectors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. At all meetings of the Board of TrusteesDirectors, each trusteedirector shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the trusteesDirectors present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes are required by law or these Bylaws. A trusteedirector shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of TrusteesDirectors. For purposes of determining whether a trusteedirector has met his or her fiduciary duties as a trusteedirector, but for no other purpose, a trusteedirector who is present at a meeting of the Board of TrusteesDirectors when the Board of TrusteesDirectors approves an action is presumed to have assented to the action unless the trusteedirector votes against the actions or is prohibited from voting on the action.

SECTION 4.5 Adjourned meetings. When a meeting of the Board of TrusteesDirectors 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 4.6 Written action. Any action that could be taken at a meeting of the Board of TrusteesDirectors may be taken by written action, including electronic communication signed by all of the trusteesDirectors.

ARTICLE 5

Officers

SECTION 5.1 Tenure of office. The officers of this corporation shall be a Chairperson, a Vice Chairperson, a President, a Secretary, a Treasurer and such other officers as the Board of ~~Trustees~~Directors may from time to time designate. Officers other than the President (“Elected Officers”) shall be elected by the Board of ~~Trustees~~Directors to serve for terms of one year and until their respective successors are chosen and have qualified. Any Elected Officer may at any time be removed by the Board of ~~Trustees~~Directors with or without cause. Any Elected Officer may hold more than one office at the same time, except the offices of (a) Chairperson and Vice Chairperson and (b) Chairperson and Secretary. Elected Officers must be ~~trustees~~Directors of this corporation. The Board of ~~Trustees~~Directors shall appoint the President of the corporation. The President shall serve for such time and upon such conditions as shall be set forth in a written agreement between the corporation and the President. The Board of ~~Trustees~~Directors shall evaluate the President annually.

SECTION 5.2 Chairperson. The Chairperson shall preside at all meetings of the Board of ~~Trustees~~Directors and work with the President to assure that all orders and resolutions of the Board of ~~Trustees~~Directors are carried into effect. The Chairperson may execute on behalf of this corporation all contracts, deeds, conveyances and other instruments in writing, which may be required or authorized by the Board of ~~Trustees~~Directors for the proper and necessary transaction of the business of this corporation.

SECTION 5.3 Vice Chairperson. The Vice Chairperson shall perform the duties of the Chairperson in case of the Chairperson’s absence or disability.

SECTION 5.4 President. The President shall be the chief executive officer of this corporation. He or she shall be responsible for the general supervision, direction and management of the affairs of this corporation. He or she may execute on behalf of this corporation all contracts, deeds, conveyances and other instruments in writing which may be required or authorized by the Board of ~~Trustees~~Directors for the proper and necessary transaction of the business of this corporation.

SECTION 5.5 Secretary. The Secretary shall provide for the keeping of accurate minutes of all meetings and shall be responsible for the custody of the records, documents and papers of this corporation. He or she shall provide for the keeping of proper records of all transactions of this corporation. He or she shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws. He or she shall also perform such other duties as may be assigned to him or her from time to time by the Board of ~~Trustees~~Directors.

~~**SECTION 5.6 Assistant Secretary.** The Board of Trustees in its discretion may elect an Assistant Secretary, who shall perform the duties and assume the responsibilities of the Secretary as above set forth under the general direction of the Secretary or President.~~

SECTION 5.7 Treasurer. The Treasurer shall provide for the maintenance of accurate financial records for this corporation and safeguarding the assets of this corporation. He or she shall at least annually present a report of this corporation's financial transactions and status to the Board of ~~Trustees~~Directors, and shall from time to time make such other reports to the Board of ~~Trustees~~Directors as it may require. The Treasurer shall perform such other duties as may be assigned to him or her from time to time by the Board of ~~Trustees~~Directors.

~~**SECTION 5.8 Assistant Treasurer.** The Board of Trustees in its discretion may elect an Assistant Treasurer who shall perform the duties and assume the responsibilities of the Treasurer as above set forth under the general direction of the Treasurer or President.~~

SECTION 5.9 Additional powers. Any officer of this corporation, in addition to the powers conferred upon him or her by these Bylaws shall have such powers and perform such additional duties as may be prescribed from time to time by the Board of ~~Trustees~~Directors.

ARTICLE 6

Committees

SECTION 6.1 Committees with authority. The Board of ~~Trustees~~Directors may, in resolutions adopted by a majority of the members of the Board of ~~Trustees~~Directors, establish committees having the authority of the Board of ~~Trustees~~Directors to the extent provided in such resolutions. The members of each such committee shall be appointed by the Board of ~~Trustees~~Directors or, if expressly authorized by the Board of ~~Trustees~~Directors, by the President. Each such committee is at all times subject to the control and direction of the Board of ~~Trustees~~Directors. Committee members, other than members of the Executive Committee, need not be ~~trustees~~Directors. Notwithstanding any provision of these Bylaws apparently to the contrary, no committee shall have the authority to take any of the following actions:

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

SECTION 6.2 Advisory Committees. The Board of ~~Trustees~~Directors or the President may establish advisory committees that have no authority to act on behalf of the corporation. Appointments to these advisory committees shall be made in the manner specified by the Board of ~~Trustees~~Directors or the President, whichever established the advisory committee.

SECTION 6.3 Executive Committee. The Board of ~~Trustees~~Directors may designate an Executive Committee composed of at least five ~~trustees~~Directors designated by the Board of ~~Trustees~~Directors. The Executive Committee shall have the authority of the Board of ~~Trustees~~Directors in the management of the business of this corporation in the interval between meetings of the Board of ~~Trustees~~Directors. The Executive Committee shall at all times be subject to the control and direction of the Board of ~~Trustees~~Directors.

SECTION 6.4 ~~Nominating Governance~~ Committee. This corporation shall have a ~~Nominating Governance~~ Committee consisting of three or more persons appointed by the Chairperson with the approval of the Board of ~~Trustees~~Directors. The ~~Governance Nominating~~ Committee shall identify, evaluate, and recommend potential candidates to serve on the Board of ~~Trustees~~Directors and to serve as officers of this corporation. Prior to each election of ~~Trustees~~Directors, the ~~Governance Nominating~~ Committee shall present to the Board of ~~Trustees~~Directors a slate of candidates for all open offices.

SECTION 6.5 Meetings and voting. Meetings of each committee having authority of the Board of ~~Trustees~~Directors shall be called and held in accordance with the provisions of Meetings of each committee shall be called and held in accordance with the provisions of Sections 4.2 to 4.6 of these Bylaws as they apply to meetings of the Board of Directors.

ARTICLE 7

Indemnification

SECTION 7.1 Indemnification. This corporation shall indemnify its ~~trustees~~Directors, officers, committee members, and employees against such expenses and liabilities, in such manner, under such circumstances, and to such extent, as required or permitted by Minnesota Statutes, Section 317A.521, subd. 2, as amended from time to time, or as required by other provisions of law; provided, however, that this corporation shall not indemnify any person with respect to any claim, issue or matter as to which that person is adjudged to be liable to this corporation.

SECTION 7.2 Advances. This corporation shall advance expenses in such manner, under such circumstances, and to such extent, as required or permitted by Minnesota Statutes, Section 317A.521, subd. 3, as amended from time to time; provided, however, that this corporation shall not advance expenses incurred in defense of a claim brought by or in the right of this corporation or expenses incurred in pursuing a claim against this corporation. The provisions of this Section are not intended to limit the ability of a person to receive advances as an insured under an insurance policy maintained by this corporation.

SECTION 7.3 Insurance. This corporation may purchase and maintain insurance on behalf of any person who is or was a ~~trustee~~director, officer, committee member, or employee against any liability asserted against and incurred by that person in or arising from such capacity, whether or not this corporation would otherwise be required to indemnify the person against the liability.

ARTICLE 8

Miscellaneous

SECTION 8.1 Fiscal year. Unless otherwise fixed by the Board of TrusteesDirectors, the fiscal year of this corporation shall begin on July 1 and end on the succeeding June 30.

SECTION 8.2 Electronic communications. A trusteedirector or committee member may participate in a Board of TrusteesDirectors or committee meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may communicate with each other on a substantially simultaneous basis. Participation in a meeting by remote communication constitutes presence in person at the meeting.

SECTION 8.3 Amendments. The Board of TrusteesDirectors may amend the Bylaws by adopting a resolution setting forth the amendment. The amendments must be approved by at least two-thirds of the entire Board of TrusteesDirectors.

SECTION 8.4 Authority to borrow, encumber assets. No trusteedirector, officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property or enter into leases except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of TrusteesDirectors. Authority may be given by the Board of TrusteesDirectors for any of the above purposes and may be general or limited to specific instances.

SECTION 8.5 Execution of instruments. All deeds, mortgages, bonds, checks, and contracts pertaining to the business and affairs of this corporation shall be signed on behalf of the corporation by one or more of the following: the Chairperson, the Vice Chairperson, or the President, as determined by the Board of TrusteesDirectors, or by such other person or persons as may be designated from time to time by the Board of TrusteesDirectors.

SECTION 8.6 Deposit of funds. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of TrusteesDirectors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of TrusteesDirectors from time to time.