

# **Bylaws of Friends of Spectrum, Inc.**

## **Article I – Name and Corporate Seal**

Section 1.     Name. The name of the nonprofit corporation shall be Friends of Spectrum, Inc. (hereinafter “Corporation”).

Section 2.     Corporate Seal. Corporation may, but need not, have a corporate seal, and the use or non-use of a corporate seal shall not affect the validity, recordability, or enforceability of a document or act. If Corporation’s Board of Directors adopts a corporate seal, the use of the seal is not required. The seal need only include the word “Seal,” but it may also include, at the discretion of the Board, such additional wording as is permitted by Chapter 317A. The seal shall be intellectual property owned by Corporation.

## **Article II – Location**

Section 1.     Registered Office. The registered office of Corporation is the place designated in the Articles of Incorporation as the registered office. Corporation may change its registered office in accordance with Chapter 317A, Minnesota Statutes, as amended from time to time (hereinafter, “Chapter 317A”). On the date these Bylaws were adopted, the registered address of Corporation was 17796 Industrial Circle NW, Elk River, MN 55330-3305. A copy of the corporate records shall be stored at Corporation’s registered office.

Section 2.     Mailing Address. Corporation’s mailing address is 17796 Industrial Circle NW, Elk River, MN 55330-3305.

Section 3.     Other Offices. Corporation may maintain other offices and places of business, within or outside the State of Minnesota, as the Board may from time to time designate, or the business of the Corporation may require.

## **Article III – Purpose**

Corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code. This corporation shall not be operated for profit, but rather shall be operated exclusively for charitable purposes.

The specific purpose of Corporation is charitable: Supporting the educational needs of Spectrum High School and Spectrum Middle School in Elk River, Minnesota. This includes, but is not limited to: 1.) funding programs such as music, fine arts, competitive sports, and other academic enrichment opportunities; 2.) subsidizing teachers' classroom needs; 3.) supporting technological and innovative advancements; and 4.) promoting the common good through inspired philanthropy.

#### **Article IV – Membership**

Section 1.     Membership. Membership will consist of the Board of Directors.

#### **Article V – Board of Directors (Governing Board)**

Section 1.     Number and Qualifications. Corporation's Board of Directors shall be composed of not less than three (3) nor more than fifteen (15) persons who are broadly representative of the community's interests, possess applicable professional experience, or who have an expressed concern for the charitable purposes of Corporation. Directors shall be natural persons, over the age of eighteen (18).

Section 2.     Governing Powers. Pursuant to the Minnesota Nonprofit Corporation Act, Chapter 317A et seq. of the Minnesota Statutes, 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:

- A. To utilize all funds raised by or in the name of Corporation for the organization's legal and business benefit;
- B. To perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, the Bylaws, the Policies & Procedures;
- C. 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;
- D. To manage and oversee the affairs and activities of Corporation, and to make policies and procedures;
- E. 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;

- F. 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;
- G. 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;
- H. 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 or other law/equity;
- I. To follow these Bylaws, including meeting regularly; and
- J. To register their addresses with the Corporation, and have Corporation notices sent to them at such addresses. Corporation notices shall be valid so long as they are sent within the proper legal timeframe.

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, and federal law. No Director shall have any right, title, or interest in or to any property of Corporation. There shall be no cumulative voting among Directors.

Section 3. Terms. There shall be staggered Directorships beginning and ending at Corporation's annual meeting. In order to create staggered terms of office, at the 2019 annual meeting approximately one-third (1/3) of the Directors shall agree to serve a one (1)-year term, approximately one-third (1/3) of the Directors shall agree to serve a two (2)-year term, and approximately one-third (1/3) of the Directors shall agree to serve a three (3)-year term. Thereafter, all Directors shall serve a three (3)-year term. There shall be no limit to the number of terms a Director may serve. A Director shall hold office until his or her successor is elected and qualified.

Section 4. Election Procedures. Any person interested in becoming a Director of Corporation shall submit a written and signed notice of interest to the Corporation. An existing Director can also nominate a candidate by submitting his/her interest to the Corporation. Each submitted notice of interest shall be considered by the Board of Directors, or a Nominating Committee, and vetted within a reasonable time. Existing Directors shall vote to approve or disapprove potential candidates at the annual meeting (or at a regular or special meeting if the number of existing Directors falls below three (3)). A majority vote of existing Directors is needed for a candidate to become a Director of Corporation.

Section 5. Ex Officio Nonvoting Board Members. In addition to voting members of the Board of Directors, Corporation may choose to create *ex officio* nonvoting Board Member seats. These *ex officio* nonvoting seats shall be filled by a vote of the majority of the remaining Directors of Corporation, so long as the total number of Directors seated by Corporation will remain at forty-nine percent (49%) or below of the total number of Directors. If, by appointing *ex officio* nonvoting Board Members, Corporation will have seated a majority of its own Board of Directors, the appointment must be made by the Directors of Spectrum High School. The following may sit as *ex officio* nonvoting members of the Board of Directors:

- A. Spectrum High School's Executive Director
- B. Spectrum High School's Athletic Director
- C. Spectrum High School's Activities Director
- D. Spectrum High School's Business Manager

Section 6. Resignation, Termination, Leaves, and Absences.

- A. A Director may resign or request a leave of absence at any time by giving written notice to the Corporation. The resignation or request for leave of absence is effective immediately without acceptance, unless a later effective time is specified in the notice. If a resignation is effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor shall not take office until the effective date.
- B. A Director on leave shall be considered an inactive member of the Board of Directors.
- C. Any Director may be removed for just cause, including excess unexcused absences, by an affirmative vote of a two-thirds (2/3) of the remaining Directors.
- D. The matter of removal may be acted upon at any meeting of the Board, provided that notice of the intention to consider a Director's removal has been given. Any Director whose removal will be proposed shall be given at least fifteen (15) days' notice of the intent to take such action and an opportunity to be heard at the meeting.

Section 7. Vacancies. Vacancies in the Board of Directors may be filled by a vote of the majority of the remaining Directors. Each person so elected shall be an interim-Director until that person or a successor is elected at the next annual meeting. When a vacancy on the Board exists mid-term, the Corporation must receive nominations for new candidates from present Directors at least ten (10) days in advance of the Board meeting. These nominations shall be sent out to Directors with the regular Board meeting announcement, to be voted upon at the next Board meeting.

Section 8.     Compensation. No compensation shall be paid to Directors of Corporation 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.

Section 9.     Annual Meetings. An annual meeting shall take place in the month of September, **October, November, or December**, the specific date, time, and location of which will be designated by the President of the Board. If the President fails to select a place for the annual meeting, it shall be held at Corporation's registered office. The annual meeting shall be held for the purpose of electing the Board of Directors and the Officers of Corporation, as well as the consideration of any other business that may be properly brought before the Board. This shall include, but not be limited to, Board reports regarding Corporation activities and financial position; analysis of the annual information return submitted to the IRS; approval of policy/procedures, amendments to the Articles of Incorporation and Bylaws; and input toward the direction of the Corporation for the coming year. Annual meetings may occur through remote communication pursuant to Sections 317A.231, 317A.431, and 317A.450 of the Minnesota Statutes, if desired.

Section 10.    Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. If the Board fails to select a place for a regular Board meeting, it shall be held at Corporation's registered office. The Board of Directors shall meet at least quarterly, or (4) times each year. Regular meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, if desired.

Section 11.    Special Meetings. The Corporation shall call a special meeting upon the written request of either the President or one-third (1/3) of the Board. If the Board fails to select a place for the special Board meeting, it shall be held at Corporation's registered office. Special meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, if desired.

Section 12.    Notice. Written notice, including the date, time, and place of the meeting, shall be provided to each Director at least five (5) calendar days in advance of the meeting. Notice shall not be provided more than sixty (60) calendar days in advance of the meeting. This notice shall be given personally, by mail, e-mail, telephone, or facsimile.

Section 13.    Quorum. At all meetings of the Board of Directors, fifty-one percent (51%) or greater of active Directors shall constitute a quorum for the transaction of all authorized business. If fifty-one percent (51%) or greater of active Directors are not present, no voting may commence. The acts of the majority of the Directors present at a meeting at which a quorum exists shall be the acts of the Board of Directors of Corporation.

Section 14.    Voting. During Board meetings, matters shall be decided by a majority vote of the Directors except where otherwise indicated in these Bylaws.

Section 15. Proxies. Voting by proxy shall NOT be permitted in meetings of Corporation's Board of Directors.

Section 16. Private Entity. Corporation is a private entity not subject to open meetings law and government data practices pursuant to Minn. Stat. Chapters 13 and 13D.

Section 17. Meeting Procedures. All questions of order with respect to any meeting or action of Corporation, its Board of Directors, or any committee appointed hereunder shall be resolved in accordance with Corporation's Code of Conduct and Robert's Rules of Order Newly Revised, as modified from time to time.

Section 18. 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. Per Robert's Rules of Order Newly Revised, the President has the sole responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and exclude non-members. If necessary to maintain an orderly meeting, the President has the authority to remove a participant from the meeting.

Section 19. Written Action. Pursuant to Minn. Stat. Chapter 317A, any action required or permitted to be taken at a Board of Director's meeting 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.

## **Article VI – Officers**

Section 1. Designation. Principal Officers of Corporation shall be: President (Board Chair), Treasurer, and Secretary. At the discretion of the Board of Directors, other Officers such as Vice President (Vice Board Chair) may be elected with duties that the Board shall prescribe.

Section 2. Election of Officers. Officers shall also be Directors of Corporation and must be elected at the annual meeting. Officers shall be elected by the Board of Directors. Unless sooner removed by the Board, officers shall serve for a term of one (1) year, or until their successors are elected. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. The Board of Directors shall also have the authority to appoint temporary acting officers as may be necessary during the temporary absence or disability of the regular officers. When a vacancy on the Board exists mid-term, the Corporation must receive nominations for new candidates from existing Directors at least ten (10) days in advance of the

Board meeting. These nominations shall be sent out to Directors with the regular Board meeting announcement, to be voted upon at the next Board meeting.

Section 3. Terms. All Officers shall serve a one (1)-year term that coincides with their term as Director. Terms of office shall begin and end at Corporation's annual meeting. There shall be no limit to the number of terms an Officer may serve (other than the limitations on his/her service as a Director); however, in the case of the Treasurer, the Treasurer may serve only up to four (4) consecutive terms unless he/she is a licensed CPA. After serving four (4) consecutive years, the Treasurer (unless a licensed CPA) must take at least one (1) year off from the Treasurer position before being considered for another term as Treasurer.

Section 4. Resignation. An Officer may resign by giving written notice to Corporation. The resignation is effective without acceptance by the Board, when the notice is given to the Board, unless a later effective date is named in the notice.

Section 5. Removal. Any officer may be removed from his/her position for just cause by a two-thirds (2/3) vote of the remaining Directors. The matter of removal may be acted upon at any meeting of the Board, provided that notice of the intention to consider an Officer's removal has been given to each Director and to the officer affected at least fifteen (15) days' in advance of the meeting.

Section 6. Compensation. No compensation shall be paid to Officers of Corporation for their services, time, and/or efforts. Officers, however, may be reimbursed for necessary and reasonable actual expenses incurred in the performance of their duties.

Section 7. President (Board Chair).

- Subject to the direction and control of the Board, the President shall have general active management of the business of Corporation. When present, the President shall preside at meetings of the Board and of Committees.
- The President shall see that the orders and resolutions of the Board are carried into effect, and, along with one other Officer of Corporation, shall sign and deliver in the name of Corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of 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 the Articles or by the Board to another Officer or the Executive Director(s).
- The President shall perform duties of other elected Officers in the event of their absence or inability to complete their duties.
- After the Board of Directors authorizes said committee, the President may appoint members. The President shall be a voting ex-officio member of all committees.
- The President shall certify the proceedings of the Board, and shall cast the deciding vote when the Board of Directors is equally divided.

Section 8. Vice President (Vice Board Chair).

- The Vice President shall act in the absence or disability of the President.
- The Vice President shall assist the President as requested.
- The Vice President shall compile and maintain a book of policies and procedures in collaboration with the organization's legal counsel.
- The Vice President shall perform other duties as prescribed by the Board or by the President.
- In the absence of an elected Vice President, the President and Treasurer shall perform the functions of the Vice President in a manner prescribed by the Board.

Section 9. Secretary.

- The Secretary shall keep, or cause to be kept, the minutes of all meetings of the Board of Directors and of the Executive Committee.
- The Secretary shall be responsible for maintaining all books, correspondence, committee minutes, Membership lists, paraphernalia, and papers relating to the business of Corporation, except those of the Treasurer. Moreover, the Secretary shall maintain a list Directors, Officers, members, and other volunteers that have been disciplined or otherwise sanctioned by Corporation. Copies of all documents shall be maintained at Corporation's registered office.
- The Secretary shall give, or cause to be given, all notices of Board of Directors meetings and other notices required by law or these Bylaws.
- The Secretary shall file any document required by any statute, federal or state, in collaboration with the organization's legal counsel.
- The Secretary shall perform other duties as prescribed by the Board or by the President.

Section 10. Treasurer.

- The Treasurer shall have care and custody of monies belonging to Corporation and shall be responsible for such monies or securities of the organization.
- The Treasurer shall keep, or cause to be kept, all financial records belonging to Corporation. All financial records shall be accurate and reliable. Copies of all documents shall be maintained at Corporation's registered office.
- The Treasurer shall deposit, or cause to be deposited, money, drafts, and checks in the name of and to the credit of Corporation in the banks and depositories designated by the Board; endorse for deposit notes, checks, and drafts received by the Corporation as ordered by the Board; make proper vouchers for deposit; and disburse, or cause to be disbursed, Corporation's funds, and issue checks and drafts in the name of Corporation, as ordered by the Board.
- The Treasurer shall prepare, or cause to be prepared, a proposed annual budget as well as present the budget and a report of the financial condition of the Corporation to the Board

of Directors at the annual meeting, and will, from time to time, make such other financial reports to the Board of Directors as it may require. The Treasurer shall also prepare, or cause to be prepared, the annual Form 990, annual audit (if required), and other annual financial reports. These tasks may be completed in collaboration with Corporation's CPA/Accountant if so authorized by the Board of Directors.

- The Treasurer shall serve as the Finance Committee Chair.
- The Treasurer shall perform other duties as prescribed by the Board or by the President.

Section 11. Any Officer of Corporation, in addition to the duties and powers conferred upon him or her by these Bylaws, shall have such additional duties and powers as may be prescribed from time to time by the Board of Directors.

## **Article VII – Conflicts of Interest**

Conflicts of Interest Policy. The purpose of this conflicts of interest policy is to protect Corporation when Corporation is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of Corporation or might result in a possible excess benefit transaction.

### A. Definitions:

1. Interested Person. An interested person, for purposes of this conflicts of interest policy, is any Director, Officer, or Member of a committee with Board-delegated powers, who has a direct or indirect financial interest.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a. An ownership or investment interest in any entity with which Corporation has a transaction or arrangement;
  - b. A compensation arrangement with Corporation or with any entity or individual with which Corporation has a transaction or arrangement; or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Corporation is negotiating a transaction or arrangement.
3. Compensation. Compensation means anything of value received for services rendered. Compensation includes direct and indirect remuneration as well as gifts or favors that are not de minimus.

4. Conflict of Interest. A real or seeming incompatibility between one's private interests and one's public or fiduciary duties.
  5. Contract or Transaction. A contract or transaction is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan, scholarship, grant, the establishment of any other type of financial relationship, or the review of any other organization. The making of a gift to the organization is not a Contract or Transaction.
  6. Member of the family. A member of the family of a Director or Officer is a spouse, parent, child, spouse of a child, brother, sister, spouse of a brother or sister, grandparent, or grandchild.
- B. Policy: Pursuant to Section 317A.255 of the Minnesota Statutes, the Board of Directors shall not enter into any contract or transaction with (a) one or more of its Directors or a Member of the family of its Director, (b) a Director of a related organization, or (c) an organization in or of which one of Corporation's Directors, or a Member of the family of one of its Directors, is also a Director, Officer, legal representative, or interested person, or in some other way has a material financial interest, unless:
1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person MUST disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and Members of committees with Board-delegated powers considering the proposed transaction or arrangement.
  2. Determining Whether a Conflict of Interest Exists. After disclosure of all material facts regarding the transaction or arrangement and all details about the interested person's financial interest, the remaining Board or committee Members shall decide if a conflict of interest exists.
  3. Procedures for Addressing the Conflict of Interest.
    - a. The interested person has the burden of proving that the interested transaction or arrangement is fair and reasonable as compared to other available transactions or arrangements.
    - b. The interested person may be present for discussion to answer questions, but may NOT advocate for the action to be taken, cannot be included to establish a quorum for the meeting, and must leave the room while a vote

is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

- c. If a more advantageous transaction or arrangement is not reasonably possible under circumstances that do not produce a conflict of interest, the Board or committee shall determine by a two-thirds (2/3) majority vote of the disinterested Directors whether the interested transaction or arrangement is in Corporation's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make a decision as to whether to enter into the interested transaction or arrangement.

4. Records of Proceedings. The minutes of all actions taken on such matters shall clearly reflect the following:

- a. The names of the interested person(s) who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's (or Committee's) decision as to whether a conflict of interest in fact existed.
- b. The names of persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceeding. Record who voted in the affirmative, who dissented, and who failed to vote.

5. Violations of the Conflict of Interest Policy.

- a. If the Board or committee has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford him or her an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board or committee determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

6. Annual Statements. Each Director, Officer, and member of a Committee with powers delegated by the Board of Directors shall annually sign a statement which affirms:

- a. Such person has received a copy of the Conflict of Interest Policy;

- b. Such person has read and understands the policy;
- c. Such person has agreed to comply with the policy; and
- d. Such person understands Corporation is a charitable organization, and in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one (1) or more of its tax-exempt purposes.

C. Compensation: This subsection shall govern when Corporation determines compensation.

1. A Director who receives compensation, directly or indirectly, from Corporation for *services* is precluded from voting on matters pertaining to that Director's compensation.
2. A voting Member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Corporation for *services* is precluded from voting on matters pertaining to that Member's compensation.

D. Gifts, Gratuities and Entertainment.

1. Corporation may solicit and accept gifts that are consistent with its mission.
2. Donations may generally be accepted by Corporation from individuals, partnerships, corporations, foundations, government agencies, or other entities, without limitations.
3. In the course of its regular fundraising activities, Corporation may accept donations of money, real property, personal property, stock, and in-kind services.
4. Corporation's Directors and/or Officers personally accepting gifts, entertainment or other favors from individuals or entities can result in a conflict of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Director and/or Officer in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of Corporation.

## **Article VIII – 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 Board of Directors. Each 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 Directors or Officers of Corporation (i.e., they can be non-voting volunteers of Corporation). Examples of committees that may be formed by the Board are:

- Nominating Committee
- Development/Fundraising Committee
- Marketing/PR Committee
- Investment Committee
- Legal and Governance Committee

Section 2. Executive Committee. The Board of Directors, by resolution adopted by a majority of the Board, may establish an Executive Committee to consist of the President, Vice President (if one exists), Treasurer, and Secretary. The President will be the Chair of the Executive Committee. The designation of the Executive Committee and the delegation of authority granted to it shall not operate to relieve the Board of Directors of any responsibility imposed upon it, as it is subject to the direction and control of the full Board. However, 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, except for the power to amend the Articles of Incorporation and Bylaws. No individual shall continue to be a member of the Executive Committee after he or she ceases to be a Director of Corporation.

Section 3. Finance Committee. The Board of Directors, by resolution adopted by a majority of the Board, may establish a Finance Committee. The Treasurer is the Chair of the Finance Committee, which includes one (1) or two (2) other Directors. The Finance Committee is responsible for developing and reviewing the fiscal procedures, fundraising plans, and the annual budget with other Board Members. The Board must approve the budget and all expenditures must be within budget, unless the budget is revised. Any major change in the budget must be approved by the Board. Annual reports are required to be submitted to the Board and reviewed at the annual meeting. The financial records of the organization shall be made available to the Directors, Officers, members, and all other persons in any way affiliated with Corporation.

Section 4. Meetings. Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the Board President, or by the Board of Directors. Notice of meetings shall be given to the committee's members at least five (5) business days and no more than sixty business (60) days in advance of the meeting unless all members agree to a shorter notification. A majority of the committee's membership shall constitute a quorum.

## **Article IX – Executive Director(s), Employees, & Independent Contractors**

Section 1. Designation. The Board of Directors may select and employ an Executive Director and/or co-Executive Directors. The Executive Director shall be engaged by and act as the administrative agent of the Board of Directors to administer the affairs of Corporation and implement the policies and decisions of the Board of Directors. 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 monitor the actions of the Executive Director. The Executive Director shall be a non-voting ex officio member of all standing committees and shall attend and may participate in all meetings of the Board of Directors except when matters regarding his/her employment and compensation are under consideration. The Executive Director may also serve as a Director and/or Officer if permitted by the Board of Directors; however, strict adherence to the Conflicts of Interest policy shall be necessary, the Executive Director shall only be compensated in his or her capacity as an employee, and the Executive Director shall not also serve as the Treasurer of Corporation.

Section 2. Compensation. Corporation may pay compensation to the Executive Director, employees, and other independent contractors for services rendered. The amount and frequency of payments shall be reasonable, determined from time to time by the Board, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

Section 3. Checks, Drafts, Petty Cash Fund. The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for Corporation. He or she may also be authorized to administer a Petty Cash Fund, the size of which will be designated by the Board of Directors.

## **Article X – Volunteers**

Section 1. Designation. The Board of Directors shall establish policies and procedures to recruit, train, and utilize volunteers in the operation of its activities and fulfillment of its purpose and mission.

Section 2. Insurance Coverage for Volunteers. Corporation may maintain a special accident policy to cover those individuals serving the organization in a volunteer capacity.

## **Article XI – Management & Miscellaneous Provisions**

Section 1. Financial Year. The accounting year of Corporation shall be the fiscal year, July 1 through June 30th. The accounting year shall begin on the first day of July of each year and end on the last day of June of each year.

Section 2. Books and Accounts.

- A. Corporation shall maintain appropriate checking, savings, and other accounts at a reputable bank or financial institution under the name “Friends of Spectrum, Inc.”
- B. The President and Treasurer are authorized to act as signatories on all Corporation financial accounts. In the event the President or Treasurer positions are temporarily vacant, another Officer is authorized to temporarily act as a signatory.
- C. Corporation’s books and accounts (or an exact copy thereof) shall be kept at the registered office.
- D. All money fundraised 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 and Members. Every Director, Officer, and Member of Corporation shall have a right to examine, in person or by agent or attorney, at any reasonable time, and at the registered office, all books and records of Corporation 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 or Officer. Legal instruments shall be signed by no fewer than two (2) Officers of Corporation – the President (if able), and one other Officer. While Directors and Officers have authority to sign official documents on behalf of Corporation, they may do so ONLY after proper consideration and approval by the Board of Directors. In the absence of approval by the Board of Directors, the individual Director or Officer is personally liable on the legal instrument.

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 and specifically authorized by 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:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;
- B. 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;
- C. Whether Corporation is properly filing annual paperwork with the Minnesota Attorney General's Office, 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.
- D. Whether Corporation is properly engaging in Minnesota and Federal fundraising laws and rules.

Section 7. Publication and Media.

- A. WEBSITE: Corporation's official website shall be maintained monthly or as often as deemed necessary by the Board of Directors. The Webmaster shall coordinate with the Board of Directors with regard to website content. Corporation will be responsible for paying all costs associated with the domain name, hosting, SEO, and other related expenses related to maintaining Corporation's official URL.
- B. NEWSPAPERS AND PRESS: Corporation shall always portray the organization and its Directors, Officers, members, employees, independent contractors, and other agents in the most positive nature possible. When internal and/or external crises arise, public relations matters may require immediate referral to a mediator, and/or advice from an attorney or PR professional.
- C. SOCIAL MEDIA: Social media content shall portray the organization in the most positive light possible. All content shall be actively managed by a member assigned by the Board of Directors. Information displayed on any of Corporation's social media pages shall be accurate and true in nature.

Section 8. Affiliations. Corporation may maintain professional affiliations that benefit and strengthen the organization in its capacity to fulfill its mission.

Section 9. Policies and Procedures. The Board of Directors shall 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 10. Amending the Articles of Incorporation and Bylaws. Corporation shall have the power to amend the Articles of Incorporation and any Bylaws. Subject to restrictions imposed by Section 317A.133 of the Minnesota Statutes, amendments to the Articles and Bylaws must be approved by the affirmative vote of a majority of all Directors at a properly called meeting of the Board of Directors.

### **Certification**

These amended Bylaws were approved at a meeting of the Board of Directors of Friends of Spectrum, Inc. by a majority vote on this 10th day of September, 2019.



\_\_\_\_\_  
Secretary

\_\_\_\_\_  
September 10, 2019

Date