

Cardinal Foundation
Organizational Bylaws

ARTICLE I – NAME AND PURPOSE

Section 1: Name: The name of the organization shall be Cardinal Foundation. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota

Section 2: Purpose: Cardinal Foundation is organized exclusively for charitable and education purposes to fund educational experiences that go beyond what can be supported by the Lewiston Altura School District annual budget.

The purpose of this foundation is:

- To support quality education opportunities, programs, or activities for Lewiston-Altura Elementary, High School, and School Readiness students.
- To raise money to be used to help fund different initiatives and educational experiences for the students.
- To coordinate with the school to provide programs, activities, and equipment to supplement the curriculum.
- To provide a platform for community members to make tax exempt contributions to specific enhancements for educational and extra-curricular programs, projects, and activities that have an immediate and lasting impact.

ARTICLE II – MEMBERSHIP

Section 1 Membership: Membership shall consist of the board of directors.

ARTICLE III – BOARD OF DIRECTORS

Section 1 - Board role, size and compensation: The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to nine, but not fewer than three members. The board receives no compensation other than reimbursement for reasonable and documented expenses.

Section 2 - Terms: All board members shall serve two-year terms and are eligible for re-election for up to five consecutive terms. An individual may not serve again as a board member until at list one full fiscal year has passed following the year in which such individual has most recently served as a board member.

Section 3 - Meetings and notice: The board shall meet monthly at an agreed upon time and place. An official board meeting requires that each board member have written notice at least three weeks in advance.

Section 4 - Board elections: During the last quarter of each fiscal year of the corporation, the board of directors shall elect directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

Section 5 - Election procedures: New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 6 - Quorum: A quorum must be attended by at least fifty percent of board members for business transactions to take place and motions to pass.

Section 7 - Officers and Duties: There shall be four officers of the board, consisting of a chair, vicechair, secretary and treasurer. Their duties are as follows:

The chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer. Serves as an ex-officio member of all committees. Sign documents or contracts on behalf of the Cardinal Foundation.

The vice-chair shall chair committees on special subjects as designated by the board.

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

The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the annual budget, help develop fundraising plans, make financial information available to board members and the public and ensure that appropriate financial records are maintained.

Section 8 - Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members three weeks in advance of a board meeting.

These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9 - Resignation, termination, and absences: Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 - Special meetings: Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least three weeks in advance.

Section 11 - Remote communication for meetings: Any meeting of directors may be conducted solely by one or more means of remote communication through which all directors may participate in the meeting, if notice of the meeting is given as described in Section 3 and if the number participating is sufficient to constitute a quorum as described in Section 6. Remote communication includes but is not limited to telephone, the Internet, or such other means by which persons may communicate with each

other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

Section 12 - Action without a meeting: Upon initiative of the board chair or Executive Committee, an action that may be taken at a regular or special meeting may be taken without a meeting if the secretary mails or electronically delivers a ballot to every director entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a meeting

ARTICLE IV – COMMITTEES

Section 1 - Committee formation: The board may create ad hoc committees as needed, such as fundraising, public relations, data collection, etc. Standing committees shall include, but are not limited to: Executive Committee, Finance Committee, and Nominating Committee. The board chair appoints all committee chairs.

Section 2 - Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board. A quorum of the Executive Committee shall be 75 percent of the officers.

Section 3 - Finance Committee: The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

Section 4 – Nominating Committee: Responsible for vetting board candidates, developing slates of candidates for elections and recommending officers for election by the full board. The Nominating Committee may include the executive director as a non-voting member.

ARTICLE V – AMENDMENTS

Section 1 - Amendments: These bylaws may be amended, when necessary, by two-thirds majority of the full board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements

Certification

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on

[02/14/2024]

Secretary Amber Reps Date 2/14/24