

Winterquist Elementary Partners in Education Bylaws

Adopted February 2, 2006

Organization Purpose: Winterquist Elementary Partners in Education is formed for the purpose of supporting, promoting and enhancing the educational environment of all children in the Winterquist Elementary school in Esko, Minnesota. This purpose will be accomplished by working in conjunction with teachers and other school representatives to provide the school environment with the means to support the objective.

Name of the Corporation: The name of the corporation will be Winterquist Elementary Partners in Education.

Legal Type of Corporation: The Corporation is being formed as a 501 (c) (3) tax-exempt corporation.

Office Location: The office location will be 2 Highway 61 East, Thomson Twp, Esko, Minnesota, 55733. The office is located in the Minnesota county of Carlton. This organization may have other locations as determined and declared by the Board of Directors.

Fiscal Year: The fiscal year of the corporation will coincide with the calendar year and begin January 1 and end December 31.

Basis of Accounting Records: The basis of accounting at the initial start of the corporation will be a cash basis. The Board of Directors may choose to use a different basis in the future if a different basis is determined to meet the needs of the corporation.

Corporation Structure: A corporate structure will govern the operating and business affairs of the corporation. This corporation will be overseen by a Board of Directors with specific duties and responsibilities in the operations of the Winterquist Elementary Partners in Education.

Board of Directors: The Board of Directors will consist of three officers holding specific offices. The three offices will consist of: Chairperson, Co-Chairperson/Secretary, and Treasurer.

The Board will conduct its affairs by meeting and following Robert's Rules of Order. All Board members will be adequately notified of any meetings necessary to conduct the affairs of the corporation. All decisions will be recorded and maintained with decisions being determined by a simple majority of those in attendance. A quorum will be required in order to officially conduct business and consist of a minimum of two (2) members of the Board of Directors.

The Board of Directors will be responsible to agree for the corporation, if necessary, to incur any borrowing or debt and appoint the person or persons responsible for signing

any financial documents of the corporation.

The Board may assign other specific duties and responsibilities not specifically delineated in these Bylaws. The Board of Directors is responsible for overseeing the operation of the corporation and ensuring the corporation is complying with all applicable rules, regulations and laws.

The Board of Directors will be responsible for declaring and giving adequate notice of monthly meetings during the school-year, and an Annual Meeting.

Duties & Terms of Office: The office of Chairperson will direct and conduct meetings for the purpose of conducting the affairs of the Winterquist Elementary Partners in Education. The Chairperson will be responsible for ensuring the corporation is maintaining all necessary documents, records, and filings necessary to comply with all applicable rules, regulations and laws. The Chairperson will serve for a minimum of one year, with consecutive terms being permitted if agreed upon by a majority in attendance at the Annual Meeting. The length of time of this office can be changed if agreed upon by majority vote at the Annual Meeting. If the Chairperson is unable to complete their term, the Co-Chairperson/Secretary will serve as Chairperson for the remainder of the term.

The office of Co-Chairperson/Secretary's responsibilities will be to conduct meetings of the Winterquist Elementary Partners in Education in the instances where the Chairperson is absent or unable to complete the term of the office of Chairperson. This office will also be responsible for recording and maintaining all minutes, current Directors, terms of offices and other documents necessary to document the affairs and actions taken at the meetings of the Winterquist Elementary Partners in Education. The minutes will be reviewed and approved by a majority in attendance at subsequent meetings of the Winterquist Elementary Partners in Education. Co-Chairperson/Secretary shall be nominated and elected at the Annual Meeting. The Co-Chairperson/Secretary will serve for a minimum of one year, becoming Chairperson the year following completion of the designated term. Consecutive terms will be permitted if agreed upon by a majority in attendance at the Annual Meeting. The length of time of this office can be changed if agreed upon by majority vote at the Annual Meeting. If the Co-Chairperson/Secretary is unable to complete their term, the Chairperson may appoint a person to fill the office for the remainder of the term.

The office of Treasurer is responsible to maintain and/or oversee the financial records of the corporation and communicate the status of financial position of the corporation as determined by the Board. At a minimum, the financial condition of the Winterquist Elementary Partners in Education will be communicated at the Annual Meeting of the corporation. The Treasurer will be responsible for maintaining all necessary documents, records, filings necessary to comply with all applicable rules, regulations and laws. The term of the office of Treasurer will be for two years. Consecutive terms will be permitted if agreed upon by a majority in attendance at the Annual Meeting. The length of time of this office can be changed if agreed upon by majority vote at the Annual Meeting. If the

Treasurer is unable to complete their term, the Chairperson may appoint a person to fill the office for the remainder of the term.

Meetings:

Monthly Meeting: During the school year, a monthly meeting will be conducted and will be announced via community newspaper or other means reaching the majority of people in the Esko community.

At a minimum the purpose of the monthly meeting will include the following:

- Review minutes of previous Monthly Meeting
- Review financial information for the previous month
- Review and finish old business
- Review and act on new business
- Conduct other appropriate business
- Adjourn

Annual Meeting: An annual meeting will be conducted every year and will be announced via community newspaper or other means reaching the majority of people in the Esko community.

At a minimum the purpose of the annual meeting will include the following:

- Review minutes of previous Annual Meeting
- Seek nominations for the various offices of the Winterquist Elementary Partners in Education
- Elect officers to all office positions
- Review financial information for the previous year
- Review and amend bylaws
- Review and finish old business
- Review and act on new business
- Conduct other appropriate business
- Adjourn

Votes and Voting Rights: On items requiring votes at the monthly or annual meetings, all attendees age 18 or older will be allowed to vote. No proxy votes will be allowed. Persons in attendance, meeting the criteria established, will be granted one vote. Simple majority of the attendees will decide how the issue is determined.

Business Affairs: The Winterquist Elementary Partners in Education will seek to raise revenues in a variety of ways to fulfill the corporation's purpose. Some of the activities may include, but are not limited to:

- Donations
- Raffles
- Concession sales

- Other fund raising activities

Disbursements: Disbursement of funds will be used for providing additional funding to teachers or representatives of Winterquist Elementary school in Esko, Minnesota. A detailed description of the request for such additional funds shall be presented in writing by said teacher or school representative and the expenditure voted on at the monthly meeting. A majority vote will be required before funds are dispersed. Oversight and disbursement of all funds will be at the direction of the Board and conducted by the officers of the corporation.

Distribution of Assets at time of Dissolution: If it becomes necessary to dissolve the corporation in the future, it is agreed upon, by the Board of Directors initiating this corporation that the assets, if any, should be distributed to Winterquist Elementary School, Independent School District #99. If this organization should not exist then any distribution will be conducted as mentioned in the Articles of Incorporation.