

Second Amended and Restated Bylaws

Of

Normandale Parent Teacher Organization (PTO)

(a Minnesota Non-Profit Corporation)

May 21, 2013

**AMENDED AND RESTATED BYLAWS OF
NORMANDEALE PARENT TEACHER ORGANIZATION (PTO)**

**ARTICLE I.
NAME & REGISTERED OFFICE**

Section 1.01 Name. The name of the corporation is Normandale Parent Teacher Organization (PTO) (“Normandale PTO”). It was formed in accordance with the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A.

Section 1.02 Registered Office. The address of the registered office of Normandale PTO in Minnesota shall be as set forth in the Articles of Incorporation, as such Articles of Incorporation may be amended from time to time.

**ARTICLE II.
PURPOSE**

Section 2.01 Purpose. Normandale PTO is organized and operated exclusively for educational and charitable purposes. Specifically, Normandale PTO shall advance, support, promote, enhance, and administer educational and charitable activities, causes, and projects to further the mission, beliefs, student goals, and strategic policies of Normandale Elementary French Immersion School in Edina, Minnesota (“Normandale Elementary”).

Section 2.02 Limitations. The Articles of Incorporation contain certain limitations on Normandale PTO’s corporate activities. These limitations are incorporated into and made a part of these Bylaws.

**ARTICLE III.
MEMBERS**

Section 3.01 Membership and Membership Dues. Normandale PTO has one class of members. Membership is open to all parents and guardians of children who are enrolled, the principal, and all full- and part-time teachers and staff of Normandale Elementary. The Normandale Leadership Team (NLT) – the “Board of Directors” – shall determine the payment schedule for membership dues annually.

Section 3.02 Regular Membership Meetings. Regular membership meetings shall be led by the NLT at least twice each school year, at times and places determined by the NLT. Notice of the time and place of each regular membership meeting shall be given at least fourteen (14) calendar days prior to the meeting. The majority of the board of directors constitutes a quorum for a regular meeting of the members. Each regular membership meeting shall include a report from:

- (1) The NLT, including the financial condition of Normandale PTO;

- (2) Committees of the NLT; School Advisory and Communication (SAC), People, Events and Funds (PEF), Intern Organization and Coordination (IOC); French Education Fund (FEF), any other committee of the NLT; and
- (3) The Principal and staff of Normandale Elementary.
- (4) In addition, the following matters shall be considered and voted on by the members at the final regular membership meeting of each school year:
- (5) The officers for the following fiscal year; and
- (6) Normandale PTO's annual budget for the following fiscal year.

Section 3.03 Special Membership Meetings. Special membership meetings may be called from time to time at the discretion of the NLT or as otherwise provided by Minnesota Statutes, Chapter 317A.433. Notice of the time, place, and purpose of special membership meetings shall be given at least fourteen (14) calendar days prior to the meeting. The majority of the board of directors constitutes a quorum for a special meeting of the members. The business conducted at a special membership meeting is limited to the purpose(s) stated in the notice of the special meeting.

Section 3.04 Action by Members. The affirmative vote of a majority of the members present at a meeting is an act of the members. Vote may be taken by voice, show of hands, or ballot, at the discretion of the NLT. Each member is entitled to one vote on each matter. Voting by proxy is not allowed.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.01 General Powers. The business and affairs of Normandale PTO shall be managed by or under the direction of its board of directors (which shall be called the "Normandale Leadership Team"). The NLT may exercise all such powers and do all such things as may be exercised or done by Normandale PTO, subject to the provisions of applicable law, the Articles of Incorporation or these Bylaws.

Section 4.02 Number and Qualification; Vacancies. The NLT shall consist of not less than twelve (12) nor more than twentyone (21) persons. At all times a majority of the NLT must be citizens of the United States. Directors will serve a minimum two year term and can be elected for term extensions or additional terms by an affirmative majority vote. They will serve on the NLT until his or her successor is duly appointed and qualified. The NLT will be comprised of:

- (1) The President(s);
- (2) The Vice President(s);
- (3) The Treasurer;
- (4) The Secretary;

- (5) Six parent representatives (2 SAC, 2 PEF, 2 ICO);
- (6) Eight staff representatives (2 SAC, 2 PEF, 2 ICO, 2 at-large);
- (7) The Principal of Normandale Elementary.

Two at-large parent representatives partner with staff at-large representatives to vice chair and then chair the NLT. The parent representatives also serve as vice-president and then president of the PTO during their two-year elected term.

A vacancy on the NLT may be filled by the affirmative vote of a majority of the directors then in office, and the person appointed shall serve on the NLT until the end of the fiscal year.

Section 4.03 NLT Meetings. The NLT shall meet regularly throughout the school year, at times and places determined by the NLT. If the date, time, and place of a meeting has been announced at a previous meeting, no further notice is required. In all other cases, fourteen (14) calendar days' written notice of the meeting, stating the date, time, and place, is required.

Section 4.04 Quorum and Voting. A majority of directors currently holding office is a quorum for the transaction of business at a meeting of the NLT. If a quorum is present when a meeting is convened, the directors present may continue to transact business until adjournment, even if early departure of some directors originally present leaves less than the number otherwise required for a quorum. The NLT may take action by the affirmative vote of a majority of directors present, except as to any question upon which any different vote is required by law, the Articles of Incorporation or these Bylaws.

ARTICLE V. **COMMITTEES.**

Section 5.01 Committees Generally. The NLT may establish one or more committees having the authority of the NLT in the management and business of Normandale PTO. Each committee shall at all times be subject to the direction and control of the NLT. Committee members need not be directors. The NLT shall appoint a chairperson(s) for each committee, such appointment to be effective at the start of the fiscal year. A majority of the members of any committee shall constitute a quorum for the transaction of business at a meeting of the committee. In other matters of procedure, these Bylaws apply to committees and its members to the same extent they apply to the NLT and the directors. Each committee shall keep regular minutes of its proceedings and shall report to the NLT, at the NLT's discretion, on activities and financial status. Each committee has the authority to develop sub-committees as needed.

Section 5.02 School Advisory and Communications ("SAC Committee").

- (1) **Establishment and Purpose.** The SAC Committee is established to serve as a sounding board for staff and parents, solicit input and make policy recommendations as needed and enhance and manage timely and effective communications with all stakeholders.

- (2) **Committee Members; Terms.** The SAC Committee shall consist of:
- (a) The person(s) designated by the NLT as the Committee Chair(s)
 - (b) The School Advisory Sub-Committee Chair;
 - (c) The Communications Sub-Committee Chair; and
 - (d) Additional persons appointed by the NLT.

At all times a majority of the members of the SAC must be citizens of the United States. Each person shall serve on the Committee until his or her successor is duly appointed and qualified.

(3) **Duties and Responsibilities.**

It shall be the Principal's responsibility to direct and manage day-to-day school operation as required by the Normandale Strategic Plan, applicable law, school district policy, contractual agreements and Minnesota Department of Children, Families and Learning rulings unless specifically waived in writing. Furthermore, it is the responsibility of the Principal to provide information and advice to the SAC regarding the status of the school's progress toward its mission and strategic plan.

The SAC Committee shall:

- (a) Assist in achieving the mission of Normandale Elementary by establishing policy and providing direction in accordance with the strategic plan;
 - (b) Serve as sounding board for staff and parents;
 - (c) Solicit input from school community to make policy recommendations;
 - (d) Create task force(s) to develop strategy/action plans;
 - (e) Enhance and manage timely and effective communications (La Liaison, all school emails, etc.)
 - (f) Produce materials designed to organize and build school community (directory, new family mentor program, etc.)
 - (g) Maintain the Normandale PTO website, facebook page, and other social media sources; and
 - (h) Perform any other duties and have such powers as determined by the NLT.
- (4) **Annual Plans.** Each spring the SAC Committee shall present to the NLT for its approval a plan, budget and leadership recommendations for the following school year.

Section 5.04 People, Events and Funds (“PEF Committee”).

- (1) **Establishment and Purpose.** The PEF Committee is established to help build a sense of community, implement fundraising efforts, manage volunteer needs, evaluate and coordinate enrichment programs and offer grade/staff support as needed.
- (2) **Committee Members; Terms.** The PEF Committee shall consist of:
 - (a) The person(s) designated by the NLT as the Committee Chair(s) (these individuals sit on the NLT);
 - (b) Sub-committee chairs as identified by the PEF Committee; and
 - (c) Additional persons appointed by the NLT.

At all times a majority of the members of the PEF Committee must be citizens of the United States. Each person shall serve on the PEF Committee until his or her successor is duly appointed and qualified.

- (3) **Duties and Responsibilities.** The PEF Committee shall:
 - (a) Identify and recruit volunteers
 - (b) Coordinate enrichment programs (i.e. Jr. Great Books, Art Adventure);
 - (c) Identify, plan and implement fundraising events;
 - (d) Plan and coordinate community building events; and
 - (e) Support staff in each grade as requested.
 - (f) Perform any other duties and have such powers as determined by the NLT.
- (4) **Annual Plans.** The PEF Committee shall annually present to the NLT for its approval a budget, a recruiting plan, leadership recommendations and a training plan for the following school year.

Section 5.05 Intern Organization and Coordination (“IOC Committee”).

- (1) **Establishment and Purpose.** An essential part of the student experience at Normandale Elementary involves the interns, which provides native French speaking teacher trainees in the classroom. The NLT established the IOC Committee to manage and oversee all aspects of the interns. A sub-committee of the IOC, the Extended French Booster Club, extends the same program offerings into the middle school.
- (2) **Committee Members; Terms.** The IOC Committee shall consist of:

- (a) The person(s) designated by the NLT as the Responsible Officer and Alternate Responsible Officers (as that term is used by the U.S. Department of State for purposes of exchange visitor program sponsors);
- (b) Sub-committee chairs as determined by the Committee; and
- (c) Additional persons appointed by the NLT.

At all times a majority of the members of the IOC Committee must be citizens of the United States. Each person shall serve on the Committee until his or her successor is duly appointed and qualified.

(3) **Duties and Responsibilities.** The IOC Committee shall:

- (a) Manage and oversee the Intern Program on behalf of Normandale Elementary including but not limited to recruitment, hosting, education and enrichment for the Interns; and
- (b) Perform any other duties and have such other powers as the NLT may determine.
- (c) Support the Extended French Booster Club at Valley View Middle School with shared program resources
- (d) Perform any other duties and have such powers as determined by the NLT.

The Extended French Booster Club sub-committee shall function at Valley View to:

- (a) Solicit host families;
- (b) Fund translation of materials as needed;
- (c) Serve as a source for home reference materials;
- (d) Serve as a forum to discuss matters pertaining to French curriculum, program development, etc.;
- (e) Sponsor year-end recognition events;
- (f) Perform any other duties and have such powers as determined by the NLT.

(4) **Annual Plans.** The IOC shall annually present to the NLT for its approval a budget, leadership recommendations, recruiting plan and training plan for the following school year. The EFBC shall annually present to the NLT for its approval a budget for how it plans to support its portion of the Intern expenses.

Section 5.06 French Education Fund (“FEF Committee”).

(1) **Establishment and Purpose.** As of the date of these Bylaws, Normandale PTO has begun the process to seek approval from the U.S. Department of State to become an exchange visitor program sponsor (a “J-1 Sponsor”). The FEF Committee shall manage the investment of the French Education Fund, the account(s) established to support Normandale PTO’s application to become a J-1 Sponsor. The FEF Committee shall cease to exist on the later of (a) the final denial of Normandale PTO’s application to become a J-1 Sponsor, or (b) the date on which Normandale PTO ceases to be a J-1 Sponsor.

(2) **Committee Members; Terms.** The FEF Committee shall consist of:

(a) The person designated by the NLT as the Responsible Officer, as that term is used by the U.S. Department of State for purposes of exchange visitor program sponsors;

(b) The Treasurer of Normandale PTO; and

(c) One (1) person appointed by the NLT.

Each person shall serve on the French Education Fund Committee until his or her successor is duly elected or appointed and qualified.

(3) **Duties and Responsibilities.** The French Education Fund Committee shall:

(a) Manage the investment of the French Education Fund so that Normandale PTO is at all times able to meet its financial obligations and responsibilities attendant to its status as a J-1 Sponsor;

(b) Upon approval of Normandale becoming a J-1 Sponsor, the Committee will develop a task force to assess the pro/cons implementing the J-1 Sponsor status in light of current process/procedures required to be a J-1 Sponsor; findings will be presented to the NLT for vote; and

(c) Perform any other duties as determined by the NLT.

(4) **Investment Policy.** The FEF Committee shall annually present to the NLT for its approval an investment policy for the French Education Fund. This investment policy, and any transfer, withdrawal, or use of the French Education Fund outside the policy, must be approved by unanimous consent of the members of the NLT.

ARTICLE VI. OFFICERS

Section 6.01 Number and Qualification; Vacancies. As required by statute, Normandale PTO shall have one or more natural persons exercising the functions of the offices of president and treasurer. Each officer shall also serve on the NLT. At all times a majority of the officers must be citizens of the United States. A vacancy of any office may be filled by the affirmative

vote of a majority of the directors then in office, and the person so appointed shall serve until the end of the fiscal year.

Section 6.02 Election and Term of Office. At the final membership meeting of each school year the members shall elect the officers for the following school year. Each officer shall serve a one-year term, beginning at the start of the next fiscal year.

Section 6.03 President(s)/Chairperson(s). The President(s) shall have and exercise the general active management and supervision over the affairs of Normandale PTO. The President/Chair can serve Specifically, the President(s) shall:

- (1) Serve as Chairperson(s) of the NLT and preside at meetings of the NLT;
- (2) See that orders and resolutions of the NLT are carried into effect;
- (3) Sign and deliver in the name of Normandale PTO contracts and other instruments pertaining to the business of Normandale PTO;
- (4) Maintain the records of, and, when necessary, certify proceedings of the NLT and the members of Normandale PTO; and
- (5) Perform any other duties and have such other powers as the NLT may determine.

Section 6.04 Treasurer. The Treasurer shall be responsible for all funds and property of Normandale PTO and shall in perform all the duties required of the office of treasurer. Specifically, the Treasurer shall:

- (1) Keep accurate financial records of Normandale PTO;
- (2) Deposit money, drafts, and checks in the name of and to the credit of Normandale PTO in the banks and depositories designated by the NLT;
- (3) Endorse for deposit notes, checks and drafts received by Normandale PTO, as ordered by the NLT, making proper vouchers for the deposit;
- (4) Disburse corporate funds and issue checks and drafts in the name of Normandale PTO, as ordered by the NLT;
- (5) Upon request, provide the President and the NLT an account of transactions by the Treasurer and of the financial condition of Normandale PTO;
- (6) Prepare and file all tax returns, and all reports, returns, registrations and other documentation necessary for the maintenance of Normandale PTO's corporate existence and non-profit, tax-exempt status;
- (7) Serve on the French Education Fund Committee; and
- (8) Perform any other duties and have such other powers as the NLT may determine.

Section 6.05 Vice Treasurer. The Vice Treasurer shall:

- (1) Perform any duties delegated by the Treasurer;
- (2) In the event of the Treasurer's absence or disability, perform the duties and perform and exercise the power of the Treasurer; and
- (3) Perform any other duties and have such other powers as the NLT may determine.

Section 6.06 Secretary. The Secretary shall in general perform all duties incident to the office of secretary. Specifically, the Secretary shall:

- (1) Record proceedings of all meetings of the NLT and the members;
- (2) Keep a register of the names and addresses of all members of Normandale PTO;
- (3) Keep on file at all times a complete copy of the Articles of Incorporation and these Bylaws;
- (4) Give proper notice of meetings of the members; and
- (5) Perform any other duties and have such other powers as the NLT may determine.

Section 6.07 Other Officers, Agents, and Representatives. Normandale PTO may have such other officers, agents, and employees as may be deemed necessary by the NLT. They shall be appointed, have duties, and hold their offices for such terms as may be designated by the NLT.

ARTICLE VII. **INDEMNIFICATION**

Section 7.01 General. Normandale PTO shall indemnify its officers, directors/members of the NLT, committee members, employees and agents in the manner set forth in Minnesota Statutes Section 317A.521 (or any successor provision), provided Normandale PTO has made such determination or determinations, if any, as it may reasonably require to establish that the standards set forth in Minnesota Statutes Section 317A.521, subd. 2, have been met. In addition, Normandale PTO may, in the sole discretion of the NLT, indemnify any other person under such circumstances or different circumstances as the NLT deems appropriate as long as the NLT reasonably believes such indemnification to be in the best interests of Normandale PTO.

Section 7.02 Rights Not Exclusive. The indemnification provided by this article shall continue as to a person who has ceased to be a director/member of NLT, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person. Nothing contained in this article shall affect any rights to indemnification to which Normandale PTO's personnel, other than directors/members of NLT and officers, may be entitled by contract or otherwise under law.

Section 7.03 Insurance. Normandale PTO may buy and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of Normandale PTO or who is or was serving at the request of Normandale PTO as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity.

Section 7.04 Standard of Conduct. Each director/member of the NLT and officer shall act in good faith, in a manner which the director or officer reasonably believes to be in the best interests of Normandale PTO, and with the care an ordinary prudent person in a like position would exercise under similar circumstances.

ARTICLE VIII. MISCELLANEOUS

Section 8.01 Fiscal Year. The fiscal year of Normandale PTO shall be as determined from time to time by the NLT; provided, however, that until such time as the NLT may otherwise direct, Normandale PTO's fiscal year shall commence on the first day of July of each year and end on the thirtieth day of June.

Section 8.02 Accounting System. The NLT shall establish and maintain, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting system for Normandale PTO. The NLT may request the books and records of Normandale PTO be audited at such times as it determines reasonable and proper, and may retain person or firm for such purposes as it deems appropriate.

ARTICLE IX. AMENDMENT OF BYLAWS

Section 9.01 Power. The power to amend, restate or repeal these Bylaws is vested in the directors.

Section 9.02 Method. The directors may amend, restate, or repeal these Bylaws at any scheduled meeting provided proper notice has been given.

SECRETARY'S CERTIFICATE

The undersigned, being the duly elected and qualified secretary of Normandale Parent Teacher Organization (PTO), a Minnesota non-profit corporation ("Normandale PTO"), does hereby certify that the foregoing Amended and Restated Bylaws of Normandale PTO were approved pursuant to Minnesota Statutes, Chapter 317A.

IN WITNESS WHEREOF, I have hereunto subscribed my name as of the ____ day of _____, 2013.

Heidi Seargent, Secretary