

EXHIBIT II

ADVISORY BOARD OPERATING PROCEDURES

Maple River AAA Foundation

The Maple River AAA Foundation has been established as a designated fund of Southern Minnesota Initiative Foundation (“SMIF”) pursuant to the Maple River AAA Foundation Declaration Establishing Fund (the “Fund Instrument”). These Operating Procedures, together with the Fund Instrument, govern the management and operations of the Fund. If the Fund provides scholarships, the SMIF Scholarship Policies and Selection Procedures also apply.

The goal of the Maple River AAA Foundation is to provide an educational experience not provided in the curriculum, provide every student with the opportunity to develop their full potential, develop lifelong attitudes in the area of academics, arts, and athletics and provide leadership and emotional skills that help develop well-rounded student citizens.

Duties of the Maple River AAA Foundation Advisory Board

The Maple River AAA Foundation Advisory Board (“Board”) assists SMIF with respect to the local operations of the Fund. The Board is responsible for building relationships with donors and local nonprofit organizations and within its own ranks, assisting with Fund development, and recommending projects for funding by SMIF. Because the Fund is a designated fund of SMIF, SMIF retains ultimate authority, ownership, and control over all aspects of the Fund.

The Board shall meet at regular intervals to discuss and approve recommendations regarding grants from the Fund. All recommendations approved by the Board shall be submitted to SMIF. Such recommendations shall be considered, as appropriate, by SMIF. A representative of the Board may meet with a representative of SMIF to discuss such recommendations. Such a meeting shall be held at a time and place which is mutually agreeable to both parties. All recommendations submitted by the Board to SMIF shall be considered by, but shall not be legally binding on SMIF.

The Fund is located in a geographical area served by SMIF. The Board is expected to communicate and agree to a memorandum of understanding between the Maple River AAA Foundation and SMIF on the operating guidelines and procedures related to working as one of SMIF’s community foundations.

Advisory Board Members

Qualifications and Composition. The Board shall consist of a minimum of five (5) and a maximum of fifteen (15) members, as determined by the Board and subject to the approval of SMIF. Members of the Board shall be selected to bring a variety of interests and expertise to the Board, without regard to such person's status as a donor. The initial members of the Board are listed on an attachment to the Fund Instrument, Exhibit I.

Advisors to Advisory Board The Maple River Schools Superintendent, Principal and Activities Director will serve as advisors to the Advisory Board. The Advisors to the Advisory Board positions are non-voting with no term limits.

Terms and Term Limits. Board members shall serve for a term of three (3) years, staggered so that approximately one-third of the Board members' terms expire each year. No Board member shall serve more than two (2) consecutive three-year terms. If an individual is selected to a term of less than three years, such term shall be disregarded for the purposes of the previous sentence.

Annual Appointments. At its annual meeting, the Board shall nominate for appointment new or returning members to fill the positions of members whose terms are expiring and forward such nominations to SMIF, which shall make appointments.

Vacancy. If a position on the Board becomes vacant for any reason, the remaining members of the Board may nominate a successor and forward such nomination to SMIF, or the Board may leave such position vacant so long as the number of Board members does not fall below the required minimum.

Resignation. Any Board member may resign at any time by giving written notice to the Secretary of the Board. Such resignation shall be effective upon delivery, unless a later date is specified in the notice.

Removal. Any Board member may be removed by a majority of all members of the Board, not including the member proposed for removal, at a duly called and held meeting of the Board. Notice of the proposed removal will be given to Board members with the notice of the meeting. The Board member involved will be given the opportunity to be present and to be heard at the meeting at which his or her removal is considered. SMIF's Board of Directors may remove any Board member at any time. Upon request, the member involved will be given the opportunity to be present and to be heard at the meeting of SMIF's Board of Directors or Designated Board at which his or her removal is considered.

Compensation. No compensation will be paid to any Board member for services rendered as a member of the Board.

Advisory Board Meetings

Place and Times of Meetings. The Board may hold its annual, regular, and special meetings at such times and places as may be determined by the chairperson of the Board.

Annual Meeting. An annual meeting of the Board will be held for the purpose of electing a chairperson, vice-chairperson, a secretary, and a treasurer and conducting such business as may come before the Board.

Special Meetings. Special meetings may be called at any time by the chairperson of the Board, by two or more members of the Board, or by SMIF.

Notice. Notice of all meetings shall be provided to each Board member and to SMIF. In the event that a standing time, date, and place of regular minutes is established and recorded in the minutes, no additional notice of regular meeting shall be required. If no such standing meeting time is established, notice of regular, special, and annual meetings will be mailed or e-mailed at least five days prior to the day such a meeting is held. Any Board member may make written waiver of the notice before, at, or after the meeting. The waiver will be filed with the person who has been designated to serve as secretary of the meeting; this person will enter it in the records of the meeting. Appearance at a meeting is deemed a waiver unless the member attends for the express purpose of asserting the illegality of the meeting.

Minutes. The Board shall keep regular minutes of its meetings that record the actions taken at the meeting, members who were present, and voting on actions at the meeting, and such other information as may be appropriate. Meeting minutes shall be provided to all members of the Board and SMIF no later than the next meeting of the Board.

Voting. At all meetings of the Board, each member present shall be entitled to cast one vote on any motion coming before the meeting. One-half of the members must be present at a duly called meeting to constitute a quorum. A simple majority affirmative vote of the members present at a duly called meeting is required to pass a motion, except as otherwise required by these operational guidelines. Proxies, assigning the voting authority of one member to another, shall not be permitted.

Rules of Order. Robert's Rules of Order will be the authority for all questions of procedure at meetings.

Officers

Officers. The officers of the Board will consist of the chairperson, vice-chairperson, secretary, and treasurer and such other officers with such duties as the Board prescribes.

Term of Office. The officers of the Board will be elected for two year terms by the members of the Board at its annual meeting, subject to the approval of SMIF. Officers must be Board members. The Vice-Chairperson will succeed the Chairperson position.

Removal. Any officer may be removed with or without cause by the Board by a vote of the majority of all members. The matter of removal may be acted upon at any meeting provided that notice of intention to consider said removal has been given to each member and to the officer affected at least five days previously. The officer involved will be given the opportunity to be present and to be heard at the meeting at which his or her removal is considered. SMIF Board of Directors may remove any officer of the Board at any time.

Vacancy. A vacancy in any office may be filled at any time by a majority vote of the Board for the unexpired portion of the term, subject to the approval of SMIF.

Chairperson. It will be the duty of the chairperson to preside at all meetings of the Board and to have general supervision of the affairs of the Board. He or she will execute on behalf of the Board all instruments conveying recommendations to SMIF.

Vice-Chairperson The Vice-Chair shall have such powers and shall perform such duties as may be specified or prescribed by the Board or by the Chair. In the event of absence, disability or death of the Chair, the Vice Chair shall succeed to his/her powers and duties. The Vice-Chairperson will succeed the Chairperson.

Secretary. The secretary shall be responsible for ensuring that all actions and the minutes of all proceedings of the Board are recorded in a book to be kept for that purpose, and shall be responsible for keeping all other Board records other than those connected with the office of treasurer. He or she will give or cause to be given all notices of meetings and all other notices required by these Operating Procedures. The secretary will be the custodian of one copy of all records relating to the business of the Board. The secretary shall be responsible for ensuring that one copy of all minutes and other records of the Board are forwarded SMIF.

Treasurer. The treasurer shall be responsible for receiving and presenting the most timely account statements available, provided by SMIF. The treasurer shall maintain necessary documentation to ensure proper stewardship of designated gifts and will be responsible for forwarding donations to SMIF in a timely manner for processing.

Subboards

The Board may by resolution establish such subBoards as it determines are useful to assist it in the accomplishment of its duties as set forth in these Operating Procedures. SubBoard members shall be appointed by the Board by resolution and need not be Board members. The authority of such subBoards shall be limited to making recommendations to the Board.

Conflict of Interest

SMIF Conflict of Interest Policy shall apply to the Board and its members to the same extent as it applies to SMIF Board of Directors.

If an item is brought before the Board for which it is impossible to take action because a majority of the members have a conflict of interest, the matter must be forwarded to SMIF's Board of Directors for action without input or recommendation of the Board.

Amendments

The Operating Procedures may be amended by SMIF's Board of Directors from time to time, with notice to all Board members.