

MAPLE GROVE MIDDLE SCHOOL P.A.C.T.

AMENDED AND RESTATED BYLAWS

ARTICLE 1. NAME AND OFFICE

Section 1.1 **Name**. The name of the nonprofit corporation is “Maple Grove Middle School P.A.C.T.” which stands for Maple Grove Middle School Parents and Community Together, a parent teacher organization, otherwise known as MGMS PACT (“MGMS PACT” or the “Organization”).

Section 1.2 **Registered Office**. The registered office of MGMS PACT in the State of Minnesota shall be as stated in the Articles of Organization (the “Articles”), attached hereto as Exhibit A, or such other place within the State as the Board may designate from time to time.

ARTICLE 2. MISSION

The mission of the MGMS PACT is to foster communication between the school and its families, to involve parents in our school community, to enhance the educational environment and positively affect the school culture in alignment with school needs and goals. The Organization shall achieve this mission via fundraising efforts, volunteering commitment and successful partnerships with school administrators/staff.

ARTICLE 3. MEMBERSHIP AND DUES

Section 3.1 **Membership**. Every parent or guardian of either (1) an enrolled student(s) of Maple Grove Middle School (“MGMS”) or (2) an incoming enrolled student (of the upcoming school year) is an automatic member of MGMS PACT (each a “Member” and together the “Members”). Employees of District 279 are encouraged to attend meetings but are not considered members of the organization.

Section 3.2 **Dues**. No dues or assessments shall be levied upon the Members or imposed as a condition of membership in MGMS PACT, but this provision shall not prevent the Organization or any of its affiliates from requesting or accepting voluntary contributions from the Members or others.

Section 3.3 **Member Powers**. The Organization must have Member approval to take any of the following actions: (1) approve any expenditures or disbursements exceeding \$250; (2) substantially change the present or now intended nature of the Organization’s operations or its mission; (3) amend the Articles or Bylaws; or (4) voluntarily dissolve and dispose of all or substantially all its assets. In addition, the Members may remove and replace Directors at any time, with or without cause, and exercise all other powers reserved to the Members pursuant to the MGMS PACT’s Articles, Bylaws, or Minnesota Statutes Chapter 317A.

ARTICLE 4.
MEETINGS OF THE ORGANIZATION

Section 4.1 **General Meetings**. General meetings of the Organization shall be held several times during the school year on dates determined by the Board, sufficient notice having been given to all Members of meeting dates and/or changes of date. Such meetings shall be open to all Members and MGMS staff.

Section 4.2 **Special Meetings**. Special meetings of the Organization may be called by the President or by the Board, sufficient notice having been given to all Members.

Section 4.3 **Quorum**. A minimum of four Members, not including the Directors, shall constitute a quorum for the transaction of business in any meeting of the Organization. If a quorum is not present or represented at any meeting of the Organization, any Member shall have power to adjourn the meeting, without notice other than announcement at the meeting, until a quorum is present or represented.

ARTICLE 5.
BOARD OF DIRECTORS

Section 5.1 **General Powers**. The business and affairs of the Organization shall be managed by or under the direction of a Board of Directors (the "Board," each individually a "Director"). In addition to the powers conferred upon the Board by these Bylaws, the Board may exercise all powers of the Organization and perform all acts which are not prohibited to it by law, by the Articles or by these Bylaws, all as may be amended.

Section 5.2 **Number**. The Members, or the Board upon approval by the Members, may set the number of Directors on the Board and may increase or decrease that number from time to time, so long as the number of Directors is no fewer than three. No decrease in the number of Directors pursuant to this section shall affect the removal of any Director then in office.

Section 5.3 **Qualifications**. Directors must be Members or former Members of the Organization in good standing, or in the case of the Director holding the position of Volunteer Coordinator, a current member of Maple Grove Middle staff. Each Director shall demonstrate his or her willingness to accept responsibility for governance and his or her availability to participate actively in governance activities.

Section 5.4 **Nomination and Election**. The Board will communicate open Director positions to the Members in March, with voting to occur at the regular meeting in April. Only those persons who qualify under Section 5.3 above and who have signified their consent to serve (if elected) shall be nominated for, or elected to, the Board. All Members are encouraged to vote. Elections shall be made by voice vote, except that the option to convert to written ballots shall be offered and provided to all upon the request of any Member.

Section 5.5 **Term**. A Director shall assume his or her official duties on May 1 and serve until the later of (a) the end of the following school year or (b) 60 days following the

election of their replacement. Directors may serve any number of additional terms, provided they are re-elected to the Board and remain qualified.

Section 5.6 **Specific Powers.** The Board shall (1) oversee all Organization business in adherence to the Organization's mission and bylaws; (2) create any standing or special committees it deems necessary; (3) review the working plans and current progress of the standing committees; (4) direct the preparation and submission of a fiscal year budget for review and adoption by the Members; (5) review and approve, by unanimous written consent, any *de minimis* expenditures ($\leq$ \$250) requested of the Organization between General Meetings, provided that they are in keeping with the mission and values of the organization.

Section 1.1 **Board Action; Quorum.** A quorum shall be required for any Board action, except as otherwise provided by statute or by the charter. A quorum of Directors shall consist of a majority of the votes entitled to be cast on a matter by the Directors. If a quorum is not present or represented at any meeting of Directors, the meeting shall be adjourned, without notice other than announcement at the meeting, until a quorum is present or represented.

Section 5.7 **Meeting Attendance and Additional Duties.** All Directors shall attempt to attend all Organization meetings and perform their duties as outlined in these Bylaws as well as any additional duties as assigned and agreed upon.

Section 5.8 **Vacancy.** If a Director position becomes vacant for any reason, the Members may appoint a successor Director or may leave such position vacant so long as the number of Directors does not fall below the minimum number of Directors set forth in Section 3.2.

Section 5.9 **Removal of Directors.** A Director may be removed at any time with or without cause by the Members. In addition, any Director may be removed with or without cause upon a two-thirds vote of all Directors then in office, excluding the Director proposed for removal.

Section 5.10 **Resignation.** Any Director may resign at any time by giving written notice of such resignation to the President or Secretary. Such resignation shall be effective upon delivery, unless a later date is specified in the notice.

Section 5.11 **Compensation.** Directors shall not receive compensation from the Organization for services as a Director.

Section 5.12 **Confidentiality.** From time to time, confidentiality at meetings of the Board may be vital to promoting free and candid discussions, deliberations, records and other information generated in connection with the activities of the Board. The President may designate certain agenda items or topics as confidential. Directors shall make no disclosure regarding these confidential items or topics except as authorized by the President.

ARTICLE 6.
ELECTION OF OFFICERS AND TERM OF OFFICE

Section 6.1 **Offices**. The officers of this Organization shall consist of a President, a Treasurer, and a Secretary. The Organization may also have a Communications Coordinator and a Volunteer Coordinator. Except as provided in these Bylaws, the Board shall fix the powers and duties of all officers.

Section 6.2 **Qualifications**. Only duly elected Directors of the Organization may be Officers.

Section 6.3 **Nomination and Election**. The nomination and election of the Officers of the Organization shall align with the nomination and election of the Directors, as outlined in Section 5.4.

Section 6.4 **Term**. The term of the Officers of the Organization shall align with the nomination and election of the Directors, as outlined in Section 5.5.

ARTICLE 7.
DUTIES OF OFFICERS

Section 7.1 **President**. The President shall:

- (a) Determine meeting agendas (in partnership with administration and board) and preside at all meetings of the Organization.
- (b) Foster positive relationships with administration and staff.
- (c) Be an ex-officio member of all committees.
- (d) Ensure that work of the Officers and committees of the Organization are aligned with the mission of the Organization.

Section 7.2 **Treasurer**. The Treasurer shall:

- (a) In the absence of the President, preside at all meetings of the Organization.
- (b) Maintain organized and secure custody of the funds of the Organization, including limiting access to those funds to select Officers designated by the Board as outlined in Section 8.5.
- (c) Create an annual budget outlining all major income and expenditures, as further outlined in Section 8.6.
- (d) Present a monthly financial statement at every General Meeting of the organization and at other times when requested by the Board.
- (e) Make disbursements as authorized by the President in accordance with the budget adopted by the Organization.

(f) Be responsible for the completion and filing of appropriate forms as may be required by Internal Revenue Service regulations no later than the date established by the regulations.

(g) Maintain financial records for seven (7) fiscal years.

(h) Maintain a full and accurate record of receipts and expenditures, including supporting documentation, and provide it to the Board upon request.

Section 7.3 **Secretary**. The Secretary shall:

(a) Record and publish the minutes of all meetings of the Organization.

(b) Have a current copy of the Organization's Bylaws for reference at each meeting and ensure meeting activities follow proper procedure.

(c) Facilitate reminders and connection between and among the Board and event and committee leaders.

Section 7.4 **Communications Coordinator**. The Communications Coordinator, if any, shall:

(a) Create and publish communication and promotional materials regarding the purpose and ongoing work of PACT or PACT committees, upcoming events and activities supported by PACT, and recruitment of new leaders and members; this is done primarily through the school newsletter, the Mustang Memo, but may also include other newsletters, email communications and social media.

(b) Facilitate connection with event and committee leaders to aid in creating communication materials as necessary.

Section 7.5 **Volunteer Coordinator**. The Volunteer Coordinator, if any, shall:

(a) Assist PACT in smoothly incorporating PACT activities and events into the everyday operations of MGMS.

(b) Assist PACT in volunteer recruitment and compliance of any PACT supported activities and events with MGMS rules and regulations.

(c) Assist the Board in communication efforts through school resources and the MGMS Facebook page.

(d) Facilitate access to school social media accounts, as appropriate.

Section 7.6 **Meeting Attendance and Additional Duties**. All Officers shall attempt to attend all Organization meetings and perform their duties as outlined in these Bylaws as well as any additional duties as assigned and agreed upon.

Section 7.7 **Resignation or Removal.** Upon the expiration of the term of office or in the case of resignation, each Officer shall turn over to the President, without delay, all records, books, and other materials pertaining to the office, and shall return to the Treasurer, without delay, all funds pertaining to the office.

Section 7.8 **Vacancies.** Should an Officer choose to resign mid-term, the existing Board will appoint an interim replacement to that office from the existing Board until a qualified successor is identified and elected by the Members in a general or special meeting.

ARTICLE 8. FISCAL MATTERS

Section 8.1 **Nonprofit Status.** MGMS PACT is an educational organization in accordance with IRS code 501(c)(3) (see attached Exhibit B).

Section 8.2 **Accounting Year.** The accounting year of the Organization shall be July 1 to June 30.

Section 8.3 **Contracts.** The Board may authorize such officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be either general or confined to specific instances. Contracts and other instruments entered into in the ordinary course of business may be executed by the President or, in the absence of the President or pursuant to a delegation by the President, by such officer designated to act in the place of or in the absence of the President, without specific Board authorization.

Section 8.4 **Loans.** No loans shall be contracted on behalf of the Organization, and no evidence of indebtedness other than checks, drafts or other orders for payment of money issued in the ordinary course of business shall be issued in its name unless authorized by the Board. Such authorization and approval may be general or confined to specific instances.

Section 8.5 **Accounts, Deposits, Drafts.** All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board, or the Treasurer upon delegation by the Board, may select. All checks, drafts or other orders for the payment of money issued in the name of the Organization shall be determined by resolution of the Board, or by the Treasurer upon delegation by the Board. Only the Treasurer and other officers of the Board, as determined by the Board, shall have access to such accounts.

Section 8.6 **Budget.** An annual budget outlining all major income and expenditures, shall be prepared by the Treasurer, with cooperation from the other officers, and presented for approval annually at a predetermined General Meeting.

Section 8.7 **Maintenance of Records; Audit.** The Organization shall keep correct and complete electronic copies of its Articles and Bylaws, accounting records, voting agreements, and minutes of meetings of the Members and the Board, and committees having any of the authority of the Board, which records shall be available and open to inspection upon the demand of any Director. The Board shall cause the books and records of account of the Organization to

be audited by certified public accountants, to be selected by the Board, at such times as it may deem necessary or appropriate.

Section 8.8 **Corporate Seal**. The Organization shall have no corporate seal.

ARTICLE 9.
INDEMNITY

The Organization shall indemnify its Officers, Directors, Members, and committee members against judgments, penalties, fines, including without limitation, settlements, and reasonable expenses, including attorneys' fees, and disbursements incurred by such persons in connection with a proceeding in which they are or are threatened to be made a party by reason of their action on behalf of the Organization. In order to avail himself or herself of this indemnification provision, however, a person must: (1) not already be indemnified by another organization in connection to the same proceeding and the same acts or omissions; (2) have acted in good faith with respect to the acts or omissions complained of; (3) have received no improper personal benefit; (4) in the case of a criminal proceeding, have had no reasonable cause to believe his or her conduct was unlawful; (5) in the case of a civil proceeding, have reasonably believed that he or she was acting in the best interests of the Organization.

ARTICLE 10.
AMENDMENT

These Bylaws may be amended at any General Meeting of the organization by a simple vote of the members present and voting, provided that a written notice of the amendment has been given at the previous General Meeting or in writing 14 days prior to the meeting at which the amendment is moved.

These Amended & Restated Bylaws were reviewed, voted on, and approved by members of the Organization on _____, 2025.

Name: _____
Secretary