

Bylaws: Intermediate School District 287

SUBJECT: Bylaws

BOARD APPROVED: June 26, 2008

EFFECTIVE DATE: January 1, 2009

REVISION DATE:

PREAMBLE

The Board has been established as a “joint board” pursuant to a memorandum of agreement (hereinafter called "the agreement") entered into by certain independent school districts and Intermediate District 287 pursuant to Minnesota Statutes. All independent school districts in Hennepin and Wright Counties, Minnesota, are eligible for membership in the District pursuant to the provisions of Paragraph 8 of the agreement.

As in the agreement, “members” shall mean the member school districts participating in the District and the Board and “Board members” or “representatives” shall mean persons appointed by the member school districts to the Board. “Board” shall refer to the joint board organized pursuant to the agreement to represent the member parties to the agreement. “District” or “Service Provider” shall refer to Intermediate District 287.

I. LEGAL STATUS OF THE BOARD

- A. The basis for the establishment and operation of the Intermediate District and the Board lies in the State of Minnesota Constitution, Minnesota Statutes, court interpretations of these laws, and the powers implied under them.
- B. The Board shall have the general charge of the business, management and governance of District programs, facilities, and services.
- C. Board members have no individual authority and the Board is not bound by an action or statement on the part of an individual Board member or member district.
- D. The legal address of Intermediate District 287 and the Board shall be 1820 Xenium Lane North, Plymouth, MN 55441.

II. BOARD MEMBERS AND ORGANIZATION

- A. The Board shall consist of 13 appointed members, 1 representative from each member district, and the District superintendent as an ex-officio member.

- B. The term of office of a Board member is two years commencing on the first Monday in January and until a successor qualifies.
- C. The Board may establish standing or special committees when necessary or desirable to facilitate the work of the Board.

III. BOARD MEMBER DUTIES AND ETHICS

To ensure that the Board's business is conducted with maximum effectiveness, efficiency, and integrity, each Board member shall understand the roles and responsibilities of the Board and adhere to the code of ethics stated below:

- A. Always remember that the first and greatest concern must be the educational welfare of the students attending District programs and receiving District services;
- B. Attend all regularly scheduled and special Board meetings insofar as possible;
- C. Become informed concerning the issues to be considered at those meetings;
- D. Exercise prudent judgment in initiating, reviewing, considering and voting on items affecting operations of the District;
- E. Initiate and maintain constructive two-way dialogue with District administration and the Board member's local district board and superintendent as a means to engage all clients and stakeholders in the work of the Board and the District;
- F. Represent the Board and the District to the Board member's local district board and community in a manner that fosters public confidence and respect;
- G. Maintain a working rapport with other members of the Board and the superintendent;
- H. Respect the right of others to hold and express opinions ;
- I. Support the employment of those persons best qualified to serve as District staff, and insist on a regular and impartial evaluation of all staff;
- J. Recuse when in a position of conflict of interest, and not use the Board position for personal or partisan gain;

- K. Take no private action that will compromise the Board or District administration;
- L. Respect the confidentiality of information that is privileged under applicable law; and
- M. Abide by majority decisions of the Board while retaining the right to seek changes in such decisions through ethical and constructive channels.

IV. DUTIES OF OFFICERS

The Board shall appoint a chair, vice chair, clerk, treasurer and other officers as determined by the Board. The superintendent is an ex-officio nonvoting member of the Board.

- A. The chair shall:
 - 1. Preside at all Board meetings and ensure the orderly conduct of meetings;
 - 2. Set meeting agendas in consultation with the superintendent;
 - 3. Countersign orders upon the treasurer for claims approved by the Board;
 - 4. Sign all contracts and agreements approved by the Board;
 - 5. Represent the Board in all matters;
 - 6. Appoint all committee members;
 - 7. In case of absence, inability, or refusal of the clerk to draw orders for the payment of money authorized by a vote of the majority of the Board to be paid, draw orders to be paid by the treasurer, or, along with the treasurer, declare the office of the clerk vacant and fill by appointment;
 - 8. Ensure that the policies of the Board are properly administered; and
 - 9. Confer with the superintendent as may be necessary and desirable.
- B. The vice-chair shall, in the absence or disability of the chair, perform the duties of the chair.
- C. The clerk shall ensure the following:
 - 1. Minutes of the Board are recorded;
 - 2. Detailed accounts of Board business are kept;
 - 3. All contracts and agreements approved by the Board are signed;
 - 4. All orders upon the treasurer for payment of bills, salaries and contracts approved by the Board are signed;
 - 5. All records and reports required of the clerk are prepared as directed by the Board; and

6. All duties of the chair are performed in the absence of the chair and vice chair.

D. The treasurer shall ensure the following:

1. Funds of the District are deposited in the official depository;
2. All funds are received, held in custody, and expended as directed by the Board and detailed records are kept of all orders processed;
3. All records and reports required of the treasurer are prepared as directed by the chair;
4. All orders upon the treasurer approved by the Board are signed, thereby converting the orders into checks; and
5. If there are insufficient funds on hand to pay valid orders presented to the treasurer, orders are received, endorsed, and processed in accordance with Minnesota Statutes.

E. The superintendent shall:

1. Prepare reports and materials for the Board and submit appropriate recommendations;
2. Keep the Board well-informed in a timely manner about District operations and needs;
3. Implement Board policies and actions; and
4. Perform other duties and fulfill other responsibilities as prescribed by the Board.

V. CALL AND CONDUCT OF MEETINGS

A. Regular Meetings

1. The Board shall meet as required by law. No action authorized or required by law shall be taken by the Board except in a meeting open to the public and after appropriate notice to the public as required by law.
2. An agenda shall be sent to each member school district and Board member at least six (6) days prior to each regular meeting of the Board. All matters to be included thereon, proposed by Board members, shall be submitted in writing to the chair no later than fifteen (15) days prior to such meeting. The superintendent is empowered to submit additional items with the approval of the chair. To the extent reasonably possible, matters submitted for the agenda in the form of a resolution by a Board member shall appear on the agenda in the form prepared and proposed by the Board member.

3. Matters not on the agenda may be considered at any meeting of the Board consistent with Robert's Rules of Order.

B. Special Meetings

1. Special meetings of the Board may be called by the chair or shall be called upon the written request of three or more members of the Board.
2. Board members shall receive written notice of special meetings by first class mail sent to the address of each member district and Board member at least three (3) days before such meetings. The notice shall state the time, place, and purpose of the special meeting, and shall be given by the clerk or designate.
3. The powers of the Board shall be the same at special meetings as at regular meetings.

C. Organizational Meetings

1. The organizational meeting shall be held in January, or as soon thereafter as possible, on such date and at such place as the Board shall designate.
2. The business of the organizational meeting shall include:
 - a. Determination of a quorum and call to order;
 - b. Election of officers for the ensuing year;
 - c. Report of the nominating committee;
 - d. Designation of depositories;
 - e. Collateral agreements;
 - f. Designation of official newspaper;
 - g. Designation of legal counsel;
 - h. Appointment of assistant treasurer;
 - i. Regular meeting schedule of the Board; such schedule shall include at least four (4) future meetings of the Board, including the organizational meeting;
 - j. Any other business as may come before the meeting or any adjournment thereof; and
 - k. Adjournment.
3. The chair shall appoint a nominating committee of three persons not less than thirty (30) days before the organizational meeting. Such committee shall nominate members of the Board to serve as Board officers.

- D. The rules of parliamentary procedure in Robert's Rules of Order shall govern the Board in its deliberations in all matters except as otherwise provided in these bylaws. Meeting procedures are intended to ensure that meetings are conducted in an internally consistent manner, decisions are made in an orderly and reasonable manner, there is adequate discussion of decisions, and members have the necessary information to make decisions on substantive issues.
- E. The rules of procedure may be amended at any meeting by majority vote.
- F. Proxy voting shall not be permitted.

VI. MEETING MINUTES

- A. Maintenance of Minutes and Records
 - 1. The clerk shall ensure that permanent records of the Board are kept, including records of the meeting minutes.
 - 2. A copy of all motions and the names of the persons making and seconding motions shall be recorded. There shall be a recorded vote if the vote is not unanimous.
 - 3. Minutes of meetings shall be available for inspection at the administrative offices of the District after they have been prepared.
 - 4. Meeting minutes shall be approved by the Board at a subsequent meeting, and signed by the chair and clerk after approval.
- B. Publication of Official Board Proceedings
 - 1. Minutes of the proceedings of the Board shall be sent to the member districts and Board members.
 - 2. The Board shall publish its minutes in the District's official newspaper. The proceedings to be published may be a summary if the summary adequately informs the public of the substance of the proceedings.

VII. QUORUM

No meeting shall be convened nor any business transacted by the Board unless a quorum of its members is present. A quorum of the Board consists of a majority of the Board members.

VIII. NOTICES TO MEMBERS

Notices shall be sent to each Board member.

IX. FISCAL YEAR

The fiscal year of the District shall commence on July 1 and end on June 30 of each year.

X. CORPORATE SEAL

The Board shall have no corporate seal.

XI. AMENDMENTS

The bylaws may be amended by an affirmative vote of two-thirds of the members present at a meeting of the Board, provided that the substance of the proposed amendment shall have been submitted in writing to member districts and Board members at least ten (10) days prior to such meeting.