

Intermediate District 287

RESPONSIVE. INNOVATIVE. SOLUTIONS.

DISTRICT POLICY

Bylaws: Intermediate School District 287

SUBJECT: Bylaws

BOARD APPROVED: June 26, 2008

EFFECTIVE DATE: January 1, 2009

REVISION DATE: June 8, 2017

EFFECTIVE DATE: July 1, 2017

PREAMBLE

The Intermediate District 287 School Board has been established pursuant to Minnesota Statutes and the Memorandum of Agreement ("MOA") entered into by certain independent school districts and Intermediate District 287. The most recent MOA became effective on July 1, 2017.

"Members" or "member districts" refers to the independent school districts who are members of Intermediate District 287. "Board members" or "representatives" means persons appointed by the member districts to the Intermediate District 287 School Board ("287 Board" or "Board"). Intermediate District 287 is referred to as the "Intermediate."

I. LEGAL STATUS OF THE BOARD

- A. The basis for the establishment and operation of the Intermediate and the 287 Board is in the State of Minnesota Constitution, Minnesota Statutes, court interpretations of these laws, and the powers implied under them.
- B. The Board is the governing and policy-making body of the Intermediate and has the general charge of the business, management and governance of Intermediate programs, facilities, and services. The Board provides direction and exercises leadership primarily through the oversight of the development and adoption of policies.
- C. Board members have binding authority only when acting as a member of the Board when it is legally in session, except where specific authority is provided to Board members or officers individually. In the absence of specific authority, the Board is not bound by an action or statement by an individual Board member.
- D. The legal address of the Intermediate and the Board is 1820 Xenium Lane North, Plymouth, MN 55441.

II. BOARD MEMBERS AND ORGANIZATION

- A. The Board consists of eleven (11) appointed members, one (1) representative from each member district, and the Intermediate Superintendent as an ex-officio member. Member districts appoint their own representative to the 287 Board.
- B. The term of office of a Board member is two years beginning on the first Monday in January and until a successor representative qualifies. If a Board member is unable to finish his or her term for any reason, the member district shall appoint a new representative to finish out the original Board member's term.
- C. The Board may establish standing or special committees when necessary or desirable to facilitate the work of the Board.

III. BOARD DUTIES AND CODE OF ETHICS

- A. The Board shall perform the following duties in accordance with applicable law:
 - 1. Review the Intermediate's mission statement and strategic plan annually.
 - 2. Provide for the evaluation and improvement of instructional programs.
 - 3. Conduct the business of the Intermediate and pay indebtedness and proper expenses;
 - 4. Establish a suitable learning environment for students by providing the necessary and appropriate school buildings and program sites to support the instructional process and to provide for the comfort, health and safety of students and staff while at school;
 - 5. Purchase, sell, and exchange Intermediate property and equipment as necessary;
 - 6. Provide for the payment of claims against the Intermediate and prosecute and defend actions by or against the Intermediate;
 - 7. Employ, and contract with, necessary qualified teachers and discharge the same for cause;
 - 8. Employ and discharge necessary qualified employees and contract for other services;
 - 9. Procure insurance against liability of the Intermediate, its officers, and employees;
 - 10. Oversee the development of policies and adopt those policies that are necessary to communicate the Board's vision for the Intermediate and/or are legally required;
 - 11. Receive, for the benefit of the Intermediate, bequests, donations, or gifts, for any proper purpose; and
 - 12. Perform other acts as the Board deems to be reasonably necessary or required for the governance of the Intermediate.

- B. To ensure that the Board's business is conducted with maximum effectiveness, efficiency, and integrity, 287 Board members shall understand the roles and responsibilities of the Board and adhere to the Code of Ethics below:
1. Always remember that the first and greatest concern must be the educational welfare of the students attending Intermediate programs and receiving Intermediate services;
 2. Attend all regularly scheduled and special Board meetings whenever possible;
 3. Become informed concerning the issues to be considered at meetings;
 4. Exercise prudent judgment in initiating, reviewing, considering and voting on items affecting operations of the Intermediate, recognizing that it is Board members' responsibility to see that the Intermediate is properly run, not to run it themselves;
 5. Initiate and maintain constructive two-way dialogue with Intermediate administration and the member district board and superintendent as a means to engage all clients and stakeholders in the work of the 287 Board and the Intermediate;
 6. Represent the 287 Board and the Intermediate to the member district board and community in a manner that fosters public confidence and respect;
 7. Maintain a working rapport with other members of the Board and the Superintendent;
 8. Respect the right of others to hold and express opinions;
 9. Support the employment of those persons best qualified to serve the Intermediate and provide them with authority commensurate with their responsibilities;
 10. Recuse oneself when one has a conflict of interest or when there may be an appearance of impropriety, and not use the Board position for personal or partisan gain. The determination of whether a conflict of interest exists will be made by the Board;
 11. Take no action that will compromise the Board, the Intermediate, or Intermediate administration;
 12. Respect the confidentiality of information that is confidential and/or privileged under applicable law;
 13. Abide by majority decisions of the Board while retaining the right to seek changes in such decisions through ethical and constructive channels; and
 14. Comply with all federal, state, and local laws and rules relating to the office and function of a Board member.

IV. DUTIES OF BOARD OFFICERS

The 287 Board shall, by majority vote, elect a Chair, Vice-Chair, Clerk, Treasurer and other officers as determined by the Board. Board officers are charged with carrying out the responsibilities entrusted to them. Officers hold office for one year and until a successor officer has been elected. The Superintendent is an ex-officio nonvoting member of the Board.

A. The Chair shall:

1. Preside at all Board meetings, when present, 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 Intermediate 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 Intermediate 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 BOARD 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. The Board shall meet in closed session as necessary and permitted by law.
2. An agenda shall be sent to each member 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 (3) or more members of the Board.
2. Board members shall receive notice of special meetings 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 at the Board's first meeting in January.
 2. The business of the organizational meeting shall include:
 - a. Determination of a quorum and call to order by the outgoing Chair or other current officeholder;
 - b. Report of the nominating committee;
 - c. Election of officers for the ensuing year (once elected the new Chair conducts the meeting);
 - d. Designation of official 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;
 - 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 (3) 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 fashion, there is adequate discussion of decisions, and Board members have the necessary information to make informed decisions on substantive issues.
- E. The rules of procedure may be amended at any meeting by majority vote.
- F. Proxy voting is not 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 Board members 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 Intermediate 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 287 Board shall be sent to the member districts and Board members.
2. The Board shall publish its minutes as required by law and on the Intermediate's website. 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 may be convened and no business may be transacted by the Board unless a quorum of its members are present. A quorum of the Board consists of a majority (6) of the Board members. The act of a majority of a quorum is an act of the Board. The only legal actions the Board may take in the absence of a quorum are to fix the time at which to adjourn, to recess, to adjourn, or to take measures to obtain a quorum.

VIII. NOTICES TO BOARD MEMBERS

Notices shall be sent to each Board member.

IX. FISCAL YEAR

The fiscal year of the District begins on July 1 and ends on June 30.

X. CORPORATE SEAL

The Board shall have no corporate seal.

XI. AMENDMENTS

The Bylaws may be amended by an affirmative vote of two-thirds ($\frac{2}{3}$) of the Board members present at a meeting of the Board, provided that the substance of the proposed amendment was submitted in writing to member districts and 287 Board members at least ten (10) days prior to such meeting.

XII. MEMORANDUM OF AGREEMENT

The MOA addresses the withdrawal of member districts; the membership of new member districts; and the dissolution of the Intermediate, among other topics not covered in the Bylaws.