Bloomington Parent and Family Advisory Council Bylaws

Amended April 2025

Article I – Name

The name of this organization is the Bloomington Parent and Family Advisory Council. This organization shall be referred to as "BPFAC", and shall be governed by the State of Minnesota Nonprofit Corporation Act, referred to as "the Act".

Article II – Purposes

Section 1. Nonprofit Purpose

BPFAC is organized exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2. Specific Purposes

BPFAC exists to inform, engage and empower Bloomington Public Schools families through collaboration with the school district and each other.

BPFAC shall be a platform for:

a. Uniting our membership;

b. Dialogue;

c. Advocacy.

Article III – Principles

BPFAC's core values are:

a. Student well-being is paramount;

b. Equity is foundational;

c. Inclusive membership is fundamental;

d. We are autonomous and in partnership with Bloomington Public Schools.

Article IV – Membership

Section 1. Eligibility

Membership shall be open to all who support the mission, purposes and values of BPFAC, and who satisfy other requirements as may be defined in these bylaws.

Section 2. Classification

a. Voting Members. Each Bloomington Public School, and the early learning advisory council, shall have one representative, appointed by the principal or executive director of programming. The principal for each school, and the executive director of programming for early learning, will ensure that a site representative is appointed for their community, and that the representative has an established method for communicating with and within their educational institution. Each site representative shall: attend regularly scheduled monthly meetings, or send a delegate to ensure that one representative attends every meeting; report back to their institution and seek feedback on meeting content; provide community feedback to BPFAC.

b. Non-Voting Members. Non-voting membership comprises district personnel, including: the superintendent of schools; a principal representative; a representative from the Teacher's Union; a School Board representative; the executive director of community relations and other department representatives; and their alternates.

Section 3. Dues

No dues shall be required for membership in this organization.

Section 4. Rights of Voting Members

Each voting member shall be entitled to all the benefits of membership, which include:

a. The ability to serve in governance positions;

b. One vote in all elections and at all meetings on matters which require a vote of the membership. This vote may be cast by either the site representative or their alternate, but in no instance shall an educational institution have more than one vote.

Article V – Meetings of Members

Section 1. Regular Meetings

Regular meetings of the members should be held regularly during the academic calendar, at a time and place designated by the board. Each site representative, or their alternate, and members of the board of directors, will attend regular meetings.

Section 2. Annual Meeting

An annual meeting of the members should be the last regularly scheduled meeting; the time, date and location of which will be designated by the board. At the annual meeting, the members shall elect officers as directed by these bylaws in Article VII.

Section 3. Special Meetings

Special meetings may be called by the President, or a majority of the board, or a 20% vote of the membership.

Section 4. Notice of Meetings

Notice of each regular meeting shall be given to each voting member not less than two weeks prior to the meeting. Notice for special meetings shall be given to each voting member not less than one week prior to the meeting. Any member may waive notice of any meeting; and attendance of a member at any meeting shall constitute waiver of notice, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

Section 5. Quorum

A quorum for meetings of the members shall be both a majority of the board of directors, and 40% of the remaining active membership.

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote is taken, unless otherwise specified in these bylaws. Each educational institution shall have one vote.

When meeting in person, votes on matters other than the election of officers in a contested election may be recorded by voice. Voting for officers in an uncontested election may be recorded by voice. When meeting virtually, votes must be recorded by roll call. All officer elections must be conducted by ballot.

Article VI – Board of Directors

Section 1. General Powers

The affairs of this organization shall be managed by its Board of Directors. The Board shall have control of and be responsible for the management of the affairs and property of BPFAC.

Section 2. Number, Tenure, Requirements and Qualifications

The number of Directors shall consist of no less than three (3), including the following officers: President, Vice-President, Secretary, Treasurer and Communications Chair. At all times, BPFAC should have a President, Secretary and a Treasurer. All board positions may be split among co-leaders, but each office is entitled to only one vote.

The members of the Board of Directors will, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors are duly elected and qualified. All members of the Board must be approved by a majority of the members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board is present as provided in Section 5 of this Article.

Each member of the Board of Directors shall be a member of BPFAC at the time of their election. Board members may continue to serve independent of being a site representative.

Each member of the Board shall attend at least six (6) monthly meetings of the Board per year, and also at least six (6) monthly meetings of the membership. Exceptions can be granted by a majority vote of the Board of Directors.

Section 3. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held at a time and place designated by majority vote of the Board. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board; notice of these meetings shall be given to all members of the Board no less than ten (10) days prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by the President or any two members of the Board of Directors. The time and place for such meetings will be set by the person or persons calling the meeting.

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting. Any director may waive notice of any meeting; and attendance of a Director at any meeting shall constitute waiver of notice, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 5. Quorum

The presence of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 6. Forfeiture

Any member of the Board of Directors who fails to fulfill any of their requirements as set forth in Section 2 of this Article shall automatically forfeit their seat on the Board. The Secretary shall notify the President in writing that the seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board who are removed pursuant to this section are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 11 of this article.

Section 7. Vacancies

Whenever a vacancy occurs in the Board of Directors, it shall be filled without undue delay by a majority vote of the remaining members of the Board at a regular meeting of the Board of Directors.

Section 8. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 9. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all the Directors following a notice of the intended action to all members of the Board.

Section 10. Parliamentary Procedure

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern in all cases in which they are applicable and in which they are not in conflict with our Articles of Incorporation or bylaws.

Section 11. Removal

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors, if in their judgment the best interest of this organization would be served by such removal. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed pursuant to Section 7 of this Article are not entitled to the removal procedure outlined here in Section 12.

Article VII – Officers

The officers of this Board shall be the President, Vice-President, Secretary, Treasurer and Communications Chair. The Board must comprise at least three elected officers, those necessary being the President, Secretary and Treasurer.

Section 1. Term of Office. Elected officers shall take office at the close of the meeting during which they were elected, and shall serve until their successors are elected and qualified. The terms of service shall be:

a. The President and Vice President shall each serve a term of two (2) years. Individuals may not serve as either President or Vice President for more than two (2) consecutive terms.

b. The Secretary, Treasurer and Communications Chair shall each serve terms of one (1) year, and may not serve more than three (3) consecutive terms.

Section 2**.** Vacancy in Officer Positions. Vacancies shall be filled as follow:

a. In case of a vacancy in the office of president, the vice president shall become president and shall hold office for the balance of the term.

b. A vacancy in the office of vice president, secretary, treasurer, or communications chair shall be filled by majority vote of the Board of Directors. The vote shall be by ballot. When there is only one (1) candidate for the vacancy, the election may be by voice vote. Notice of filling the vacancy must be given in the agenda for the meeting at which the election will take place.

c. In case of a dual vacancy in the office of president and vice president, the office of president shall be filled on a temporary basis by a majority vote of the Board of Directors. The person elected to fill such vacancy must be a current member of the Board.

Section 3. Duties of Officers. Elected officials shall perform the duties provided in this section and such other duties as prescribed in these bylaws or by the board of directors.

A. President. The president shall:

1. Serve as chair of the board of directors;

2. Serve as an ex-officio member of all committees except the nominating and auditing committees;

3. Appoint chairs and members of committees not otherwise specified;

4. Preside at all meetings of the membership and the board of directors;

5. Have general superintendence and direction of all other officers and see that their duties are properly performed.

6. Serve as an ex officio member of the board for one year after their elected term ends to advise the newly elected President as needed.

B. Vice President. The vice president shall:

1. Serve as a member of the board of directors;

2. Be vested with all powers and perform all duties of the President during an absence of the latter, or as requested by the president.

C. Secretary. The Secretary shall:

1. Serve as a member of the board of directors;

2. Attend all meetings of the membership and the board, and act as clerk thereof;

3. Record all votes and minutes of all proceedings;

4. Maintain an up-to-date membership list, and a copy of both the bylaws and the standing rules.

D. Treasurer. The Treasurer shall:

1. Serve as a member of the board of directors;

2. Serve as financial officer of this organization;

3. Present a financial statement when requested by the board of directors;

4. Make a full report at the annual meeting;

5. In years when expenditures exceed $2,000, submit the accounts for audit by either an outside auditor or an auditing committee of not fewer than three (3) members, including at least one member who is not an officer. The President may not be a member of such an auditing committee.

E. Communications Chair. The Communications Chair shall:

1. Serve as a member of the board of directors;

2. Be responsible for routing communications among all members;

3. Be responsible for maintaining this organization's communication channels.

F. Advocacy Chair. The Advocacy Chair shall:

1. Serve as a member of the board of directors;

2. Stay current on local school board decisions and discussions, district initiatives, state legislation and national education issues affecting public schools;

3. Share timely and accurate updates with BPFAC members about critical policy developments and advocacy opportunities.

Section 4. Election of Officers

Elections shall be held at the annual meeting (usually the May meeting), and shall require a majority vote of the membership in attendance. Elections shall be by ballot when there is more than one candidate for office. In officer elections with only one candidate, election may proceed via consent.

Article VIII – Committees

Section 1. Committee Formation

The board may create committees as needed, and the President will appoint all committee chairs not otherwise specified in these bylaws.

Section 2. Standing Committees

BPFAC will have the following standing committees:

A. Finance Committee. The treasurer is the chair of the finance committee, which is responsible for developing and reviewing fiscal procedures and the annual budget. The board must propose a budget in October for the voting membership to approve, and all expenditures in excess of $500 must be within the budget. Any major change to the budget must be approved by the voting membership. The fiscal year runs July 1 through June 30. Annual reports are required to show income, expenditures and pending income. The financial records of the organization are public and shall be made available to the membership, board members and the public.

B. Fundraising Committee.

C. Communications Committee. The Communications Chair shall be the chair of the communications committee.

D. Resource Sharing Committee.

Article IX – Conflict of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determines that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article X – Indemnification

BPFAC shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of BPFAC against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between BPFAC and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Article XI – Books and Records

BPFAC shall keep complete books and records of account and minutes of the proceedings for all meetings.

Article XII – Fiscal Year

The fiscal year shall begin July 1 and end the following June 30.

Article XIII – Amendments

Section 1. Articles of Incorporation

The Articles of Incorporation may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the articles setting forth the proposed amendment or a summary of the changes to be effected shall be given to each director at least five (5) days in advance of such a meeting.

Section 2. Bylaws

The membership may amend these bylaws by a majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected shall be given at least five (5) days in advance of such a meeting.