

BYLAWS
of
MINNESOTA EDUCATIONAL TECHNOLOGY
NETWORKS

ARTICLE I
NAME, OFFICE, PURPOSE

Section 1.1. Name: The name of this organization shall be “Minnesota Educational Technology Networks” also known as “METN” and hereinafter referred to as the Corporation.

Section 1.2. Office: The registered office and address of the Corporation shall be as set forth in the Articles of Incorporation, or in the most recent amendment or restatement of such Articles of Incorporation, or in the most recent certificate of change of registered office filed with the Secretary of State of Minnesota reflecting the adoption of a resolution by the Board of Directors changing such registered office.

Section 1.2. Purpose: The purpose of METN is to provide an organizational vehicle for statewide collaboration among Minnesota school districts on distance learning and other educational opportunities delivered through Internet network technologies.

ARTICLE II
MEMBERSHIP

Section 2.1. Membership Definition: Membership shall be open to all Minnesota regional telecommunication cluster organizations, recognized by the Minnesota Department of Education or its successor, who support the purpose and mission of the Corporation. Members shall have voting rights and shall be considered voting members.

Section 2.2. Membership Terms: Members may join the organization at any time. Members may maintain their membership as long as they satisfy the membership requirements as set forth in these Bylaws or by resolution of the Board of Directors.

Members may resign their membership by notification to the Secretary. Members may be expelled or suspended by action of the Board of Directors for failure to satisfy the requirements of membership. The member must be given 15 days prior written notification of the expulsion or suspension, and shall have an opportunity to be heard, orally or in writing, not less than five days prior to the effective date of the expulsion or suspension, to appeal that the proposed expulsion or suspension not take place. Membership may be terminated by the Board of Directors without notice for any organization determined to no longer be in existence.

Section 2.3. Dues: Dues and fees shall be set by the Board of Directors.

Section 2.4. Meetings: Members shall meet at the annual meeting and at other times as the Board of Directors shall determine. A special membership meeting may be called by any three (3) members.

Section 2.5. Quorum: Unless otherwise provided by law or these Bylaws, a quorum for a meeting of the members at which action is taken is one-third (1/3) of the members on record at the time of the meeting.

Section 2.6. Voting: Except where otherwise required by law, the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of the members present and voting at a duly held meeting shall be sufficient for any action.

A member may delegate one other voting member to act on the member's behalf by written proxy. A written proxy appointment is effective when received by the Secretary, and is valid for the meeting described. Revocation of a proxy appointment is effective when the person who has appointed a proxy attends a meeting to vote in person, or when the person who has appointed a proxy signs and delivers a revocation of proxy appointment to the Secretary.

ARTICLE III BOARD OF DIRECTORS

Section 3.1 Purpose: The Board of Directors shall direct and manage all of the business and affairs of the Corporation.

Section 3.2 Composition: The Board shall consist of a minimum of two (2) and a maximum of six (6) directors. The chair of the Board shall be elected by the directors then in office and shall be the President of the Corporation. No two directors may be from the same member organization.

Section 3.3. Election and Term: Directors shall be elected by the members at the annual meeting, or at a special meeting of the Members called for that purpose, and shall serve until the next election.

Section 3.4. Vacancies: Vacancies on the Board may be filled by a vote of the majority of the remaining directors or by special election.

Section 3.5. Resignation: A director may resign at any time by giving written notice to the Secretary or Board Chair. The resignation is effective without acceptance when the notice is given, unless a later effective time is specified in the notice.

Section 3.6. Removal: Upon an affirmative vote of a majority of the directors, a director may be removed, with or without cause, at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for such purpose. Such removal is without prejudice to any contract rights, if any, which such director may have with the Corporation.

Section 3.7. Compensation: No compensation shall be paid to directors for their service as directors. Compensation may be paid to a director for services performed for the Corporation in another capacity.

Section 3.8. Meetings: The Board of Directors shall meet at the annual meeting of the corporation and at other times and places as the Board shall determine. Other meetings may be called by the Chair or by any two (2) directors.

Any number of directors shall be considered present and may participate in a board meeting from a remote location by any means of communication through which all directors participating remotely and all directors physically present at the meeting site, if any, may simultaneously hear each other during the meeting.

Meetings of the Board of Directors shall be open to members unless the Board votes to hold an executive session. Members of the general public may attend at the discretion of the Board.

Section 3.9. Quorum: At all meetings of the Board of Directors, a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 3.10. Voting: Except where otherwise required by law, the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of the directors present and voting at a duly held meeting shall be sufficient for any action.

Section 3.1. Action without a Meeting: Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed or transmitted by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present. Such action may be transmitted by personal service, US Mail, electronic mail or fax. Acknowledgement of electronic mail transmissions must be sent via return receipt or acknowledging message. When written action is taken by less than all the directors, all directors shall be notified of the written action.

ARTICLE IV OFFICERS

Section 4.1. Definition: The following shall be the officers for the Corporation:

Chair
Vice Chair
Treasurer
Secretary.

Section 4.2. Election: The Board shall elect or appoint the officers from among its members.

Section 4.3. Duties and Responsibilities:

- a) Chair: The Chair shall hold the title and role of President of the corporation and is responsible for all duties and obligations established by law. The Chair shall preside at all meetings of the Board of Directors and of the members and shall oversee the long-term goals and purposes and the ongoing operation of the Corporation. He or she shall be the primary representative of the Corporation to other organizations. The Chair shall also perform such other duties as may be determined from time to time by the Board of Directors.
- b) Vice Chair: The Vice-Chair shall be vested with all powers of and perform all the duties of the Chair in the Chair's absence or inability to act, but only so long as such absence or inability continues. The Vice Chair shall become the Chair for the balance of the term if the Chair is not able to complete his or her term. The Vice-Chair shall also perform such duties as may be determined from time to time by the Board of Directors.
- c) Treasurer: The Treasurer shall be responsible for the handling of all the finances and investments of the Corporation all financial records and financial reporting. He or she shall have charge of the corporate treasury, receiving and keeping the monies of the corporation, and disbursing corporate funds as authorized, and shall have all of the powers and duties normally belonging to the Treasurer of a nonprofit corporation. The Treasurer shall also perform such other duties as may be determined from time to time by the Board of Directors.
- d) Secretary: The Secretary shall be responsible for all official records and communications of the Corporation. He or she shall file all required documents with the State or other organizations, and perform such other duties as may be determined from time to time by the Board of Directors.

ARTICLE V COMMITTEES

The Board may establish standing or ad hoc committees to perform various activities or functions that may be necessary for the business of the Corporation. The Chair of the Board may determine the scope of authority, duration, meeting schedule and membership of ad hoc committees with the provision that no authority normally vested in the Board of Directors may be delegated to a committee without the approval of the Board.

ARTICLE VI FINANCE

Section 6.1. Fiscal Year: The Corporate fiscal year shall be July 1 - June 30.

Section 6.2. Title to Property, Receipts, Deposits, Contracts and Orders for Payment: Title to all property shall be held in the name of the Corporation. Any revenue, contributions, grants, bequests or gifts made to the Corporation shall be

accepted or collected only as authorized by the Board of Directors. All funds of the Corporation shall be deposited to the credit of the Corporation under such conditions and in such banks as shall be designated by the Board of Directors. Unless otherwise specified by donor, all contributions shall be deposited and held by the Treasurer. All contracts, checks and orders for the payment, receipt or deposit of money and access to securities of the corporation shall be executed as provided by the Board of Directors.

Section 6.3. Financial Reporting: The Treasurer shall provide a summary report of the financial condition of the Corporation at the annual meeting and at other times the Board of Directors may determine.

ARTICLE VII STANDARD OF CARE AND CONFLICTS OF INTEREST

Section 8.1. Standard of Care: It is the responsibility of each officer and director of this Corporation to discharge his or her duties as an officer or director in good faith, in a manner the person reasonably believes to be in the best interests of this Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 8.2. Contracts: A contract or other transaction between this Corporation and one or more of its officers, directors, employees, members, or an organization of or in which one or more of this Corporation's officers, directors, employees or members are directors, officers, or legal representatives have a material financial interest (further defined below), is permissible if:

- a) the contract or transaction is fair and reasonable in its benefit to the Corporation at the time it is authorized, approved, or ratified; or
- b) the material facts as to the contract or transaction and as to the officer's, director's or member's interest are fully disclosed or known to the Board of Directors, and the Board of Directors or a duly responsible committee authorizes, approves, or ratifies the contract or transaction in good faith, but any interested officer or director shall not be counted in determining the presence of a quorum and shall not vote.

Material financial interest: For the purpose of this section, an officer, director, employee or member has a material financial interest in each organization in which the officer, director, employee or member, or the spouse, parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of the officer, director, employee or member, or any combination of them has a material financial interest.

ARTICLE VIII AMENDMENT

These bylaws may be amended by the affirmative vote of two thirds (2/3) of the directors then in office.