

# BYLAWS OF PEOPLE FOR PSEO

## Article I Offices

The principal office of PEOPLE FOR PSEO (“PPSEO”) shall be located at 3643 Colfax Ave N Minneapolis, Minnesota 55412, or at such location as the Board of Directors (“Board”) may determine.

## Article II Purpose

The purposes for which PPSEO is formed are as set forth in the Articles of Incorporation and include informing, promoting, defending, and expanding opportunities for Minnesota students via the Post-Secondary Enrollment Options program.

## Article III Members

1. Classes of Members. The members of PPSEO shall be divided into two classes as follows: General Members and Associate Members. The qualifications for general membership shall be that the member is a Postsecondary Enrollment Options (“PSEO”) student, a PSEO alum, or parent of a PSEO student or PSEO alumni. All other members who support the purposes of PSEO shall be Associate Members.
2. Members. Any person interested in becoming a member of PPSEO shall do so by selecting the appropriate membership category as provided for in Article III. 1.
3. Voting Rights. Each General Member in good standing shall be entitled to two (2) votes on each matter submitted to a vote of the members. Each Associate Member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the members.
4. Powers and Rights of Members. All members of PPSEO in good standing have the following powers:
  - a) To elect the board of directors of PPSEO;
  - b) To remove from office any director or officer, with ~~or without~~ cause, at a regular or special meeting;
  - c) To amend these Bylaws consistent with the provisions of Article XII.
  - d) To inspect the books, records, and other corporate documents for any proper purpose at any reasonable time; and,
  - e) To vote on any other matters that may properly be presented to members for a vote, pursuant to these Bylaws.

5. Termination of Membership. The Board may terminate the membership of any member.
- a) When there is evidence of a member acting against the stated purposes of PPSEO. When the Board intends to terminate membership, the Board shall provide written notice not less than fifteen (15) days prior to the effective date of termination, and the reasons for it; and an opportunity for the member to be heard, orally at a meeting of the executive committee of the board or in writing, not less than five (5) days before the effective date of the termination. The President shall inform the person of the decision of the executive committee within three days of the committee meeting.
  - b) When a member fails to pay dues after being notified and given three (3) months to pay.
  - c) Resignation. Any member may resign by giving written notice to the President or the Secretary. Resignations shall be effective upon the date received unless a later effective date is specified in the resignation. Upon resignation the member is not entitled to reimbursement of any portion of the membership dues that have been paid.
  - d) Reinstatement. On written request signed by a former member and filed with the Secretary, the Board, by the affirmative vote of two-thirds (2/3) of the members of the Board, may reinstate such former member whose membership had been terminated consistent with the provisions of Article III. Paragraph 5 (a) to membership on such terms as the Board may deem appropriate.
  - e) Transfer of Membership. Membership in PPSEO is not transferrable or assignable.
  - f) Liability of Members. A member of PPSEO is not, as such, personally liable for the acts, debts, liabilities, or obligations of PPSEO.

#### **Article IV Meeting of Members**

- 1. Regular Meetings. PPSEO shall hold at least one meeting of the members which shall be the Annual Meeting held in November of each year. Any additional meetings of the members shall be on such date and at such time as the board may select. Members shall meet at the corporation's registered office or at such place as the board may select.
- 2. Special Meetings of the Members. Special meetings of the members may be called by the President, the Board, or by at least fifty (50) members with voting rights or ten percent (10%) of the members with voting rights, whichever is less. Special meetings called by the President or Board shall be held at the corporation's registered office or at such place as the President or Board may select.

Special meetings requested by the members must be held in the county where the corporation's registered office is located or at such location as deemed appropriate by the

President. Members who request a special meeting must sign, date, and deliver in writing to the President one or more reasons for the meeting describing the purpose for which it is to be held. Within thirty (30) days after receipt of a request for a special meeting from members with voting rights, the President shall cause a special meeting to be called and held on notice no later than ninety (90) days after receipt of the request. at the expense of the corporation. If the President fails to cause a special meeting to be called and held as required by this subdivision, a member with voting rights making the may call the meeting by giving notice under section 317A.435 at the expense of the corporation.

3. Annual Meeting of the Members. An annual meeting of the members shall be held in November of each year on such date and at such time as the Board may select, for the purpose of electing directors whose terms have expired or whose terms expire at an annual meeting and for the transaction of such other business as may come before the meeting. The annual meeting shall be held at the corporation's registered office or at such place as the Board may select. A regular meeting of the members may serve as the annual meeting as long as all members are duly notified, in writing, that the annual meeting is replacing the regular meeting.

At each annual meeting a full report of the business, affairs, and condition of PPSEO for the operational year shall be presented by the President. The order of business at the annual meeting of members shall be as follows:

- a) Calling the roll of the Board, determining and announcing the percentage of members present, and determination of quorum;
  - b) Proof of due notice of the meeting by the Secretary;
  - c) Approval of the Annual Meeting Agenda;
  - d) Opportunity for members to comment
  - e) Reading and disposition of unapproved minutes from prior meetings of the members;
  - f) Report of the President;
  - g) Report of the Treasurer and approval of that Report;
  - h) Election of directors, whose terms have expired or whose terms expire at an annual meeting;
  - i) Disposition of unfinished-old business;
  - j) Presentation and disposition of new business; and,
  - k) Adjournment.
4. Notice of Meeting of Members. Written notice stating the date, time, and place of any meeting of members shall be delivered either personally, by mail, or by e-mail, to each member entitled to vote at such meeting, at least 30 days prior to such meeting. The purpose or purposes for which the meeting is called shall be stated within the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of PPSEO, with postage thereon prepaid.

A member may waive notice of a meeting of members. A waiver of notice by a member entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing including electronically, orally, or by attendance. Attendance by a member at a meeting is a waiver of notice of that meeting, unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

5. Action without a Meeting. An action required or permitted to be taken at a meeting of the members may be taken without a meeting by written action signed, or consented to by authenticated electronic communication, by all of the members entitled to vote on that action. The written action is effective when it has been signed, or consented to by authenticated electronic communication, by all of those members, unless a different effective time is provided in the written action.
6. Conduct of Proceedings and Order of Business. Meetings of members shall be presided over by the President, or in her/his absence, the Vice-President. Any meeting may be adjourned from time to time to a specific day, on motion duly made and carried. No notice of any adjourned meeting need be given.
7. Quorum. Members holding twenty percent (20%) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, with the consent of the members present, the President may declare the members in attendance constitute a quorum and the meeting may commence.

### **Article V Board of Directors**

1. General Powers. The business and affairs of PPSEO shall be managed by its Board of directors, except as otherwise provided by law, the Articles of Incorporation or these Bylaws. The Board shall have certain powers including but not limited to:
  - a) Establishing a yearly budget for PPSEO;
  - b) Developing yearly priorities and work plans;
  - c) Contracting with consultants or other third parties as appropriate including an executive director;
  - d) Establishing following standing committees: executive committee, finance committee, membership committee, communications committee, policy committee and student committee. The Board may appoint special committees as needed;

- e) Representing PPSEO in various meetings including but not limited to discussions with community members, journalists, legislators and other parties that help advance the purposes of PPSEO;
  - f) Recommending to the members revisions of the Articles of Incorporation or By laws; and,
  - g) Arrange for audits and filing of tax statements with the IRS and the Minnesota Office of the Attorney General
2. Composition of the Board. The Board shall have at least ten (10) and not more than twenty (20) members. The Board shall have a President, Vice-President, Secretary, and Treasurer who shall be elected annually by the Board consistent with the provisions of Article VI. A majority of the Board must be General Members. If the Board has appointed an executive director, that person shall be an exofficio member of the Board but shall not have voting rights. The executive director may attend Board committee meetings and advise the Committee but shall not be the chairperson of any committee.
  3. Election and Tenure of the Board. The initial Board of PPSEO shall be appointed by the organization founders for a three year term. Following the term of the initial Board, the Board shall be elected as follows:
    - a) Beginning with July 2020 and each year thereafter, the President shall appoint a “Nominations Committee” to recommend candidates for the November election. The Nominations Committee shall include three members of the Board and three general members of PPSEO who are not on the Board. The President shall appoint a chair of the Nominations Committee. The President shall inform all of the PPSEO general members and all associate members via electronic communication of the members of the Nominations Committee and that if they are interested in serving on the PPSEO Board of Directors they should contact the Chairperson of the Nominations Committee and provide their credentials consistent with the requirements of the Nomination Committee.
    - b) The Nominations Committee in 2020 shall identify one or more persons to fill each of the open seats on the PPSEO Board and shall nominate one-third of the persons to fill a one-year term, one-third of the persons to fill a two year term and one-third of the persons to fill a three-year term;
    - c) In each year following 2020, the Nominations Committee will nominate members for three year terms;
    - d) Not later than the September meeting of the Board, the Nominations Committee shall inform the Board of the candidates for each open seat on the Board. The persons selected by the Nominations Committee and their credentials will be reviewed with the Board solely to determine if a Board member is able to identify a reason consistent with Article 5 paragraph 18 that cause exists as a reason a person should not serve on the PPSEO Board. Based on the discussion of the Board, the decision of the Nominations Committee will be final.
    - e) Not later than October 1, a ballot consistent with the Nominations Committee decision will be electronically sent to all general members and associate members in a manner so to be

able to distinguish who is a member and who is a non-member. Consistent with the provisions of Article 3 paragraph 3, general members are entitled to two votes for each open position on the Board and associate members are entitled to one vote. The ballot will also include a provision for one or more “write-in” candidates. The directions will be for each general member and each associate member to submit their ballot by US Mail (not electronic mail) to the Chair of the Nominations Committee. The ballot must be postmarked no later than five days prior to the date of the Annual Meeting of the Members.

- f) The Nominations Committee shall meet in person or by video to open and count the ballots not later than the day before the Annual Meeting. The Committee Chair shall prepare a written memorandum of the results to be presented at the Annual Meeting.
  - g) The number of ballots cast shall constitute a quorum of the general members and associate members and the number of votes cast shall be final and binding.
4. A director who serves three consecutive terms may not be re-elected until one full term (three years) has passed from the time of his or her term.
5. Regular Meetings of the Board. The Board shall meet at least quarterly. A regular meeting of the Board shall be held immediately after and at the same place as the regular meetings of the members, or on such date and at such time and place as the Board may select.
6. Annual Meeting of the Board. The Annual Meeting of the Board shall be held in November, subject to change, on such day and time as the Board may select. The annual meeting shall be held at the corporation’s registered office or at such place as the President may select.
7. Special Meeting of the Board. Special meetings of the Board may be called by or at the request of the President or any four (4) directors, and shall be held at the corporation’s registered office or at such place as the directors may select.
8. Notice. Notice of any meeting of the Board shall be given at least three days previously thereto by written notice delivered personally or sent by mail or e-mail to each director at his or her address as shown by the records of PPSEO. Every such notice shall state the date, time, and place of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.

A director may waive notice of a meeting of the Board. A waiver of notice by a director entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, by authenticated electronic communication, or by attendance. Attendance by a director at a meeting is a waiver of notice of that meeting, unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

9. Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the directors are

present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. A director may participate in person or electronically through the telephone.

10. Conduct of Proceedings and Order of Business. The President, or in his or her absence the Vice-President, shall preside at Board meetings.

The order of business at any meeting of the Board shall be as follows:

- a) Determination of Board members present and existence of quorum; and approval of the agenda
- b) Proof and filing of notice of the meeting;
- c) Reading and disposal of prior unapproved minutes of the Board;
- d) Reports of officers, executive director, and committee chairs;
- e) Old business;
- f) New business; and
- g) Adjournment.

11. Board Decisions. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by these Bylaws.

12. Action Without a Meeting. An action required or permitted to be taken at a Board meeting may be taken by written action signed, or consented to by authenticated electronic communication, by all of the directors. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such directors. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of directors, unless a different effective time is provided in the written action.

13. Standard of Conduct. A director shall discharge the duties of the position of director in good faith, in a manner the director reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

14. Delegation of Authority. The Board shall delegate, to the extent that it considers necessary, any portion of its authority to manage, control, and conduct the current business of PPSEO, to any standing or special committee of PPSEO or to any officer or agent thereof. Notwithstanding any delegation of authority that the Board may make hereunder, it shall exercise general supervision over the officers and agents of PPSEO and shall be responsible to the members for the proper performance of their respective duties.

15. Compensation. Directors shall not receive any stated salaries for their services. The Board may authorize, by resolution, reasonable allowance for salaries or other compensation for personal services actually rendered.
16. Resignation. Any director may resign by giving written notice to the President or the Secretary. Resignations shall be effective upon the date received unless a later effective date is specified in the resignation.
17. Removal of Director by Members. Members may remove a director at any time, with cause, whenever the members determine the best interest of PPSEO would be served thereby. The removal of a director may be initiated at a regular meeting or a special meeting of members, where a quorum is present, by a motion made at the meeting and by two-thirds (2/3) vote of the members present and entitled to vote. More than one director may be considered for removal under a single motion, but vote on the motion for removal shall be separate as to each director.
18. Removal of Director by Board. A director may be removed by the Board at any time, with cause, if: (1) the director was named by the Board to fill a vacancy; (2) the members with voting rights have not elected directors in the interval between the time of the appointment to fill the vacancy and the time of the removal; and (3) a majority of the remaining directors present affirmatively vote to remove the director.
19. Definition of cause. The following are defined as “cause” for removal:
  - a) For board officers or directors: Cause includes infrequent attendance at board or board committee meetings; public comments inconsistent with the purposes of PPSEO; committing a felony; or other similar actions or behaviors.
  - b) For members of PPSEO: Cause includes actions or behaviors deemed inconsistent with the purposes of PPSEO.
20. Vacancies. A vacancy in the Board exists on the death or resignation of any director, or in the event that any director is found to be of unsound mind by a court of competent jurisdiction, is convicted of a felony, or is terminated consistent with the provisions of Article V paragraph 18. Any vacancy occurring in the elected Board shall be filled by the Board. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

## **Article VI Officers**

- ~~1.~~ Officers. The officers of PPSEO shall be a President, a Vice-President, a Secretary, and a Treasurer. Any two or more offices may be held by the same person, except the office of President.

2. Election and Term of Office. The officers of PPSEO shall be elected annually by the members of the Board at the first meeting following the Annual Meeting. Each officer shall hold office until his or her successor has been duly elected.
3. Removal. An officer may be removed by the members or the Board in the same manner as provided for in Article V paragraph 16, 17 and 18.
4. Resignation. Any officer may resign by giving written notice to the President or the Secretary. Resignations shall be effective upon the date received unless a later effective date is specified in the resignation.
5. Vacancies. A vacancy in an office because of death, resignation, removal, disqualification, or other cause may, or in the case of a vacancy in the office of President or Treasurer, must be filled in a manner as determined by the Board.
6. Standard of Conduct. An officer shall discharge the duties of an office in good faith, in a manner the officer reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.
7. Powers and Duties of President. The President of PPSEO shall be PPSEO's principal executive officer and shall exercise general supervision and control over all the business and affairs of PPSEO. The President shall have the following specific powers and duties:
  - a) To preside at all meetings of the members and the Board;
  - ~~b) To provide oversight of the management of the business of PPSEO;~~
  - c) To see that all orders and resolutions of the Board are carried into effect;
  - d) To have general supervision and direction of all the other officers of PPSEO and of the agents and employees thereof and to see that their respective duties are properly performed;
  - e) To operate and conduct the business and affairs of PPSEO according to the orders and resolutions of the Board, and according to his or her own discretion whenever it is not expressly limited by such orders and resolutions; and
  - f) To submit a report of the operations of PPSEO to the directors at the regular meeting each month, and an annual report thereof to the members at the annual meeting, and from time to time to report to the directors all matters within his or her knowledge that should be brought to their attention in the best interests of PPSEO.

In addition to the foregoing, the President shall have such other powers, duties, and authority as may be set forth elsewhere in these Bylaws, as may be prescribed by the Board from time to time, and as are customarily and ordinarily done by Presidents of similar organizations.

8. Powers and Duties of Vice-President. The Vice-President shall exercise the powers and perform the functions that are from time to time assigned to him or her by the President or the Board. The Vice-President shall have the powers and shall exercise the duties of the President whenever the President, by reason of illness or other disability, or absence, is unable to act, and at other times when specifically so directed by the Board.
9. Powers and Duties of Secretary. The Secretary of PPSEO shall be the custodian of and shall maintain PPSEO's books and records and shall be the recorder of PPSEO's formal actions and transactions. The Secretary shall have the following specific powers and duties:
  - a) Attend all meetings of the Board;
  - b) To record or see to the proper recording of the minutes and transactions of all meetings of the directors and the members, and to maintain separate minute books of all such meetings at the principal office of PPSEO, or such other place as the Board may order;
  - c) To keep at the principal office of PPSEO record books showing the details with respect to evidence of membership and all other books of PPSEO;
  - d) To keep at the principal office, open to inspection by members at all reasonable times, the original or a certified copy of the Bylaws of PPSEO as amended or otherwise altered to date;
  - e) To attend to the giving and serving of all notices of PPSEO required by these Bylaws to be given; and,
  - f) To attend to such correspondence and make such reports as may be assigned to him or her.

In addition to the foregoing, the Secretary shall have such other powers, duties, and authority as may be set forth elsewhere in these Bylaws and as may be prescribed by the President or Board from time to time.

10. Powers and Duties of Treasurer. The Treasurer of PPSEO shall be its chief financial officer and the custodian of its funds, securities, and property. The Treasurer shall have the following specific powers and duties:

- a) To keep and maintain, open to inspection by the President and any director at all reasonable times, adequate and correct accounts of the properties and business transactions of PPSEO;
- b) To have the care and custody of the funds and valuables of PPSEO and deposit the same in the name and to the credit of PPSEO with such depositories as the Board may designate;

- c) To see to the proper drafting of all checks, drafts, notes, and orders for the payment of money as required in the business of PPSEO, and to sign such instruments in the manner the Board directs;
- d) To disburse the funds of PPSEO for proper expenses and for such donations contributions, and gifts as he or her may be ordered by the Board; and
- e) To render to the President and Secretary or to the Board, whenever they may require it, an account of all his or her transactions as Treasurer, and a financial statement in form satisfactory to them, showing the condition of PPSEO.

In addition to the foregoing, the Treasurer shall have such other powers, duties, and authority as may be set forth elsewhere in these Bylaws and as may be prescribed by the President or the Board from time to time.

### **Article VII Contracts, Checks, Deposits, and Funds**

1. Contracts. The board shall approve all contracts with vendors in excess of Five Hundred Dollars (\$500.00). The President shall have the power to authorize the approval of contracts which are less than Five Hundred Dollars (\$500.00). The Board may authorize any officer or officers, agent or agents of PPSEO, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of PPSEO, and such authority may be general or may be confined to specific instances.
2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of PPSEO, shall be signed by the Treasurer or other officer so designated by the Board.
3. Deposits. All funds of PPSEO shall be deposited from time to time to the credit of PPSEO in such banks, trust companies, or other depositories as the Board may select.
4. Gifts. The Board may accept on PPSEO's behalf, any contribution, gift, bequest, or devise for any purpose of PPSEO.
5. Grants. The Board may solicit grants from public or private sources and enter into agreements consistent with the grant requirements so long as the grant is consistent with the purposes of PPSEO.

### **Article VIII Fiscal Year**

The fiscal year of PPSEO shall be the calendar year.

### **Article IX Dues**

1. Annual Dues. The Board shall determine from time to time the amount of annual dues payable to PPSEO by members of each class, and shall give appropriate notice to the members.
2. Payment of Dues. Dues shall be payable in advance of the first day of January in each year or when the person joins PPSEO.
3. ~~Default and Termination of Membership~~. When any member of any class is in default in the payment of dues after being notified and given one (1) month to pay, his or her membership will be automatically terminated.

### **Article X Books and Records**

PPSEO shall keep at its registered office correct and complete copies of its Articles of Incorporation and Bylaws, accounting records, voting agreements, if any, and minutes of meetings of members, Board of Directors, and committees having any of the authority of the Board of Directors for the last six (6) years. A member or a director, or the agent or attorney of a member or a director, may inspect all documents for any proper purpose at any reasonable time. PPSEO may charge the requesting party a reasonable fee to cover the expenses of providing copies of documents under this section.

### **Article XI Evidence of Membership**

The Board shall provide for written verification or other means evidencing membership in PPSEO. The name and address or email address of each member and the date of issuance of membership shall be entered on the records of PPSEO.

### **Article XII Amendments to the Bylaws**

1. The power to adopt, amend, or repeal the Bylaws is vested in the members of the organization.
  - a) The power to recommend the members approve to adopt, amend, or repeal the Bylaws shall require the vote of two-thirds of the directors of the Board.
  - b) The Board may not recommend the members amend the Bylaws if:
    - i The amendment would materially and adversely affect the rights of members as to voting or reinstatement; or
    - ii Change the number of authorized memberships in total for any class; or
    - iii Cancel all or part of the memberships; or
    - iv Authorize a new class of voting memberships.

2. The power of the members to adopt, amend, or repeal the Bylaws is subject to the proposed amendment(s) obtaining the majority vote of the members with voting rights.
3. To amend the Articles of Incorporation. If an amendment is initiated by the directors, or at the request of the members, proper notice of the language of the proposed amendment must be afforded at least 30 days prior to a vote of the members with voting rights. If the amendment is approved by the members with voting rights, the amendment shall take effect within 30 days.

### **Article XIII Governing Law**

The provisions of these Bylaws shall be governed by and construed in accordance with the laws of the State of Minnesota.

These Bylaws were initially adopted by the Incorporator on January 5th, 2018 and by the Minutes of the First Meeting of the Board of Directors on January 5th, 2018.

The first amendment to these By laws was by the vote of the members on November 23, 2019. The amendments became effective on December 1, 2019

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Aaliyah Hodge, President