

**THE PRAIRIE ELEMENTARY EXCELLENCE IN EDUCATION FUND  
BOARD OF DIRECTORS BYLAWS**

**ARTICLE 1  
NAME**

- 1.1 The name of the fund is the Prairie Elementary Excellence in Education Fund (“Prairie Fund”). The Board of Directors (“Board”) will run the business of the Prairie Fund.

**ARTICLE 2  
OFFICE**

- 2.1 The principal office and mailing address of the Prairie Fund shall be located at Prairie Elementary School, 6642 Mission Road, Prairie Village, KS 66208.

**ARTICLE 3  
PURPOSE**

- 3.1 The purpose for which the Prairie Fund is formed is to operate exclusively for educational enrichment for the students at Prairie Elementary School (“Prairie”).

**ARTICLE 4  
MISSION STATEMENT**

- 4.1 The Prairie Fund is a nonprofit, charitable fund supported by private individuals, businesses, and other organizations who seek to provide resources beyond tax funding to stimulate enrichment for the students in “Prairie” by assisting through special programs to enhance the learning environment for the children attending Prairie, increase the effectiveness of instruction at Prairie, and strengthen ties between Prairie and the community.

**ARTICLE 5  
MEMBERS**

- 5.1 The Board of Directors shall be the only members of the Prairie Fund.

ARTICLE 6  
DIRECTORS

- 6.1 **Management.** The Board shall manage the affairs of the Prairie Fund except as otherwise provided in these Bylaws. The Board shall decide any inconsistencies or ambiguities in the Bylaws.
- 6.2 **Qualifications.** Members of the Board shall not be denied to any person on the basis of race, creed, sex, sexual orientation, religion or national origin.
- 6.3 **Board.** The Board shall consist of a minimum of seven (7) and a maximum of fifteen (15) directors.
- (a) The Board shall include the following voting members:
- (i) One of the incoming Prairie Parent Teacher Association (PTA) President(s). If for any reason one of the incoming PTA President(s) cannot serve, the PTA representative must be a current member of the PTA Executive Board.
  - (ii) Parents or guardians who will have a child or children enrolled at Prairie Elementary School in the upcoming school year are eligible for nomination to the Board as set forth in 6.6.
- (b) The Board shall consist of two ex-officio, nonvoting members:
- (i) The Principal of Prairie; and
  - (ii) A teacher representative who is elected by the Prairie staff members. The nomination and election process will be managed by the Board, and only current, full-time Prairie teachers can serve. The election of the teacher representative shall be conducted by the Board Chairperson with direction and input from the voting Board members.
- (c) If the Principal of Prairie is unwilling or unable to serve as a member of the Board, or a Board member resigns or is otherwise unable to complete his or her term, the remaining members of the Board who are entitled to vote may, at their option, elect a replacement for such representative to complete his or her term or leave such representative position vacant until the next Annual Meeting.
- 6.4 **Term.** Board members shall serve a two year term, except for any one year terms served pursuant to Sections 6.5, 7.1 and 7.2. Non-Officer Board members shall not serve more than two terms of two years each.

- 6.5 **Staggered Elections.** Elections for the Elected Representatives above shall be conducted in a manner that shall make the terms of those representatives staggered so that approximately one-half (1/2) of the Board shall be up for election in one year and the approximate remaining one-half (1/2) of the Board shall be up for election in the subsequent year.
- 6.6 **Nomination Process.** The Board will issue a nomination form for new Board members in March. Only current parents or guardians who will have children enrolled at Prairie in the upcoming school year are eligible nominees. The nomination form must be available for two weeks. Applications will be reviewed by the Board and applicants will be selected to join the Board by a Board vote.
- 6.7 **Meetings of the Board of Directors.**
- (a) **Annual Meeting.** The Annual Meeting of the Prairie Fund shall take place within the first twelve weeks of each school year at Prairie or at such other place as designated by the Chairperson. The Chairperson will designate the time and place of the Annual Meeting.
- (i) Purpose of Annual Meeting. The Annual Meeting will be open to the Prairie community, and will generally be conducted in a manner to encourage discussion of planning priorities for the Prairie Fund.
- (ii) Notification of the time, date and location for the Annual Meeting must be communicated via email, website, newsletters and any other form of communication deemed appropriate by the Chairperson no less than two weeks prior to the meeting. Additionally, the date should be determined prior to the first day of the school year in which it will occur and placed on the official Prairie calendar.
- (iii) Agenda for Annual Meeting. The following items will be placed on the agenda for the Annual Meeting:
- a. Report by the Chairperson;
- b. Report by the Treasurer and;
- c. Open discussion of planning priorities.
- (b) **Regular or Special Meetings.** The Board shall meet every month during the Prairie school year and at any other time upon notice given by the Chairperson. Meetings shall be at such dates, times, and places as the Board shall determine. The Board shall transact business only at regular or special meetings at which at least a minimum number of members of the Board sufficient to constitute a quorum is present.

- (c) **Notice.** The Secretary shall provide oral or written notice of regular meetings to each Board member not less than two (2) calendar days before the meeting date and shall provide notice of the Annual Meeting following section 6.7(a)(ii).
- 6.8 **Procedure.** Except as otherwise agreed by the Board in attendance and in accordance with democratic process, meetings shall be conducted according to parliamentary rules as prescribed in Robert's Rule of Order or in any other manner as the Board chooses.
- 6.9 **Quorum.** The presence in person of a majority of the total number of directors shall constitute a quorum for the transaction of business unless the Bylaws require a greater number. The vote of the board members present at a meeting at which there is a quorum shall be the act of the Board, unless these Bylaws require a vote of a greater number.
- 6.10 **Voting.** At each meeting, each member of the Board who has the right to vote will be entitled to vote in person. No member will be entitled to vote by proxy. Votes for members and officers and, upon request of any member, the vote on any question before a meeting will be either by a show of hands or by electronic communication. Alternative forms of voting may be considered at the discretion of the Chairperson, if all members agree unanimously to the voting procedure.
- 6.11 **Powers and Duties.**
- (a) **The Board of Directors.** The Board is responsible for monitoring and supervising the activities of the Prairie Fund, and will be charged with determining any and all grants, disbursements, and investments made with funds held by the Prairie Fund.
- (b) **Investment.** Investments of the Prairie Fund will be directed by the Finance Committee (if established) and if not, the Board, at least annually.
- (c) **In-kind Contributions.** Any in-kind properties received by the Prairie Fund will be sold and the proceeds placed in the Prairie Fund account.
- 6.12 **Resignation.** A director may resign at any time by delivering written notice to the Prairie Fund. A resignation is effective when the notice is delivered unless the notice specifies a later effective date, and vacancies will be deemed to exist as of such date.
- 6.13 **Removal.** Any director may be removed from the Board by an affirmative vote of three-fourths (3/4) of all the remaining directors present at an official meeting of the Board. Notice of the proposed removal will be given to the Board with the notice of the meeting. The director involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.
- (a) **Absences.** A director may be removed from the Board for excess absences if he or she has two (2) unexcused absences from Board meetings in a year.

(b) **Termination.** Any director may be removed for other reasons. The matter of removal may be acted upon provided that notice of intention to consider the removal has been given to each director and to the director affected.

6.14 **Self-Dealing.** No director shall use confidential information gained by reason of being a member of the Board for personal gain to the detriment of the Prairie Fund.

## ARTICLE 7 OFFICERS

7.1 **Officers.** The officers shall be chosen from among, and by, the members of the Board at a regular meeting of the Board. The officers shall be Chairperson, Vice-Chairperson, Secretary, and Treasurer, and each shall hold office until his/her successor has been duly elected. At each election meeting, the Nominating Committee will present a slate of officers. The Board shall elect a new Vice-Chairperson each year. Absent resignation or removal, pursuant to sections 6.12 or 6.13 above, the Vice-Chairperson shall be nominated as Chairperson. The Chairperson shall serve one year as the Immediate Past-Chairperson. All members of the Board who have served at least one year are eligible to serve as an Officer.

7.2 **Term.** The Chairperson, Vice-Chairperson and Secretary shall serve one year terms. The Treasurer shall serve a two year term.

7.3 **Duties of Officers.** All officers shall perform the duties usually performed by such officers and set forth in these Bylaws.

7.4 **Chairperson Duties.** The Chairperson shall preside at all meetings of the Prairie Fund and Board, shall be the chief operating officer of the Prairie Fund and shall have general supervision over all active management of the business and affairs of the Prairie Fund. The Chairperson shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation and shall perform such other duties as the Board may from time to time prescribe.

7.5 **Vice-Chairperson Duties.** If the Chairperson is unable to attend a Board meeting, the Vice-Chairperson will call the meeting to order. He or she will assist the Chairperson in managing the responsibilities listed above.

7.6 **Secretary Duties.** The Secretary shall have those duties and powers usually vested in the office of secretary of a corporation including, but not limited to:

(a) Keep a record of the proceedings of all meetings of the Prairie Fund;

(b) Issue notices of all meetings and other notices required by law

- (c) Conduct the correspondence of the Prairie Fund;
- (d) Maintain corporate records; and
- (e) Be custodian of all books, correspondence and papers, except for those maintained by the Treasurer, as detailed below.

7.6 **Treasurer Duties.** The Treasurer shall have those duties and powers usually vested in the office of treasurer of a corporation including, but not limited to:

- (a) Be responsible for the finances of the Prairie Fund and present a financial report at each Board meeting;
- (b) Maintain corporate financial records;
- (c) Be custodian of all books, correspondence, and papers relating to the business;
- (d) Present a full report of transactions and affairs of the Prairie Fund for the preceding year and will also prepare and present to the Board any other reports it may desire and request at any time the Board may designate;
- (e) Deposit all checks, drafts and notes issued payable to the Prairie Fund together with all funds of the Prairie Fund coming into his or her possession, in a bank or banks as selected by the Board;
- (f) Keep a full and accurate account of all receipts and disbursements of the monies of the Prairie Fund in books belonging to the Prairie Fund, which will be open at all times to the inspection of the Board;
- (g) Assist in the preparation of the budget and make financial information available to Board Members and the public; and
- (h) The book and accounts kept by the Treasurer shall at all times be subject to examination by the Board or by any committee appointed for that purpose.

7.7 **Additional Powers and Duties.** Any officer of the Prairie Fund, in addition to the powers conferred upon him or her by the Bylaws shall have additional powers and perform additional duties as may be prescribed by the Board.

7.8 **Vacancy.** Any vacancy in an office from any cause may be filled for the unexpired portion of the term by the Board.

7.9 **Resignation and Removal.** An officer may resign at any time by delivering notice to the Prairie Fund. Such resignation is effective when such notice is delivered unless such notice specifies a later effective date.

- 7.10 **Delegation.** In case of the absence or disability of any officer of the Prairie Fund or of any person authorized to act in such officer's place, the Board may delegate the powers and duties of such officer to any officer, or any director, or any other person whom it may select, during such period of absence or disability.

ARTICLE 8  
POLICIES FOR CONTRIBUTIONS AND DISBURSEMENTS

- 8.1 **Purpose.** The purpose of the Prairie Fund is as expressed in Article 3 above and principally to serve Prairie.
- 8.2 **Contributions.** Contributions are to be made payable to the Prairie Fund and mailed to Prairie, 6642 Mission Road, Prairie Village, KS 66208, or such other address as any be approved by the Chairperson or Treasurer in writing.
- 8.3 **Fund.** The primary purpose of the contributions is to maintain a fund to support current projects as expressed in Article 3 above.
- 8.4 **Unrestricted Contributions.** Contributions will be requested to be made on an unrestricted basis.
- 8.5 **Restricted Contributions.** Restricted contributions will be received by the Prairie Fund upon prior approval by the Board.
- 8.6 **Use of Funds.** The following rules will apply to the funds held by the Prairie Fund:
- (a) An account designated as "Prairie Fund" will be established to hold funds that are collected from donations (pledges, sponsorships, fundraising activities, etc.) on an annual basis and will be used to pay and all expenses, positions, and programs associated with such fundraising activities. The Treasurer will be responsible for maintaining the Prairie Fund account.
- 8.7 **Planning Budget.** The Treasurer will provide to the Board the anticipated fund operating budget, reserve, and spending limits for each fiscal year. The Treasurer shall estimate and administer the Prairie Fund budget on a fiscal year concurring with that of the Shawnee Mission School District. The Treasurer will provide this information in May of the current year for the upcoming fiscal year.

ARTICLE 9  
AMENDMENTS

- 9.1 **Board Meetings.** Amendments to these bylaws may be adopted at a Board meeting by a majority vote of members of the Board present. The majority consent of the Board present is required to consider an amendment.

Notwithstanding the above, any amendment to the provisions of Section 8.6, "Use of Funds," will require a vote of at least seventy-five percent (75%) of the voting members of the Board.

ARTICLE 10  
INDEMNIFICATION

- 10.1 **Indemnification.** Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the Prairie Fund shall be indemnified by the Prairie Fund against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her (or by his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director or officer is liable for negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

ARTICLE 11  
DISSOLUTION

- 11.1 **Distribution of Assets upon Dissolution.** Upon the dissolution of the Prairie Fund, the assets of the Prairie Fund must be distributed for one or more exempt purposes as defined by corresponding sections of any future federal tax code, or must be distributed to the federal government, or to a state or local government, for a public purpose. Any asset not distributed in the above manner, must be disposed of by a court of competent jurisdiction of the county in which the assets of the Prairie Fund is located, exclusively for such purposes or to such organizations which are organized and operated exclusively for such purposes.



ARTICLE 12  
OPERATIONS AND GENERAL PROVISIONS

- 12.1 **Tax Year.** The tax year of the Prairie Fund shall be on a fiscal year basis beginning August 1<sup>st</sup> and ending July 31<sup>st</sup>. The Board shall have the power to change the fiscal year of the Prairie Fund, from time to time which shall become the taxable year of the Prairie Fund upon the approval of the Internal Revenue Service.
- 12.2 **Inspection of Books and Records.** All books and records of the Prairie Fund shall be inspected by any member of the Board for any purpose at any reasonable time on written demand.
- 12.3 **Execution of Documents.** Contracts, promissory notes, leases, or other instruments executed in the name of and on behalf of the Prairie Fund shall be signed by a person who has been authorized and directed to do so by the Board.
- 12.4 **Compensation.**
- (a) **Reasonable Compensation.** No officer shall receive compensation by the corporation for any service he or she renders to it. However, an officer may be reimbursed for his or her actual expenses reasonably incurred in attending meetings and in rendering service to the corporation in the administration of its affairs. The officer must present receipts satisfactory to the corporation showing that the expenses have been incurred and paid.
- (b) **Policies.** The Board may, by resolution, adopt policies, including, but not limited to Conflict of Interest, Document Retention and Destruction and Grievance policies.

I, the undersigned, certify:

That I am the duly-elected Chairperson of the Prairie Fund.

That these Bylaws were adopted by the Board of Directors on the \_\_\_\_\_ day of ----, 2017.

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