



ARTICLES OF
INCORPORATION
AND
BYLAWS

Revised January 14, 2011

ARTICLES OF INCORPORATION AND BYLAWS

MINNESOTA SCHOOL BOARDS ASSOCIATION

ARTICLE I

The NAME of this Corporation shall be the Minnesota School Boards Association.

ARTICLE II

The PURPOSES for which this Corporation is formed are:

First: To develop, strengthen and correlate the work of the School Boards of the Public Schools of the State of Minnesota in their efforts to promote the educational interests of the State of Minnesota.

Second: To deal with questions in whatever manner may be deemed best by the Board of Directors under the conditions as they develop or exist at the time of such action and within the provisions of these Articles.

ARTICLE III

This Corporation shall not afford pecuniary gain, incidental or otherwise, to its members. There shall be no personal liability of members for corporate obligations.

ARTICLE IV

The duration of the Corporation shall be perpetual.

ARTICLE V

The registered office of the Corporation shall be the State Office Building, St. Paul, Minnesota.

ARTICLE VI

This Corporation shall have no capital stock.

ARTICLE VII

Section 1. Any School Board of any Public School District in the State of Minnesota may become a member of this Corporation by payment of the dues provided by the Bylaws of the Corporation, such membership to become effective upon the date of such payment unless otherwise provided by the Bylaws.

Section 2. Each member shall be entitled to no more than seven (7) delegates to the meetings of the Corporation and each such official delegate shall be entitled to vote upon all questions coming before such meetings as is provided in the Bylaws, but no delegate shall be entitled to more than one vote on any question.

Articles of Incorporation and Bylaws (Continued)

Section 3. No person shall act as a School Board delegate or retain membership on any committee of the Corporation after he or she ceases to be a member of a District School Board which is a member of this Corporation; provided, however, that officers and directors of the Corporation who have ceased to be regular members of a District School Board shall continue to hold their offices until the next annual election of the Corporation.

Section 4. The Retiring President of the Corporation shall be a delegate at large and a member of the Board of Directors for the one year following that individual's retirement from the Presidency. This provision shall take effect for the Past Presidency commencing in 1998.

ARTICLE VIII

Section 1. The Board of Directors of this Corporation shall consist of one member from each of the thirteen Director Districts of the Corporation and the President of the Corporation, the President-Elect of the Corporation during that individual's service in that position, and the Retiring President of the Corporation for the one year following that individual's retirement from the Presidency. The Director Districts shall be the same as are established in the Bylaws. The District Director members of the Board of Directors shall be elected by the official voting delegates from that Director District. The terms of all District Directors shall expire in 1981. For terms beginning in the year 1981, the Directors from Director Districts 1, 4, 7 and 10 shall be elected for three-year terms, Directors from Director Districts 2, 5, 8 and 11 for two-year terms and Directors from Director Districts 3, 6, 9 and 12 for one-year terms. Thereafter, District Directors shall be elected each year as terms expire for three-year terms. No delegate may be elected for more than two consecutive full three-year terms to the Board of Directors as a District Director.

Section 2. Procedure for Director District elections shall be as set forth in the Bylaws.

ARTICLE IX

Section 1. There shall exist within the Corporation Area Groups for the purpose of conducting area meetings of the Members of the Corporation and to further the general purposes of the Corporation.

Section 2. The designation and conduct of the Area Groups shall be as provided in the Bylaws.

ARTICLE X

Section 1. There shall exist within the Corporation a Delegate Assembly for the purpose of studying, formulating and adopting the legislative program of the Corporation.

Section 2. The membership and conduct of the Delegate Assembly shall be as provided in the Bylaws.

Articles of Incorporation and Bylaws (Continued)

BYLAWS

ARTICLE I MEMBERSHIP

Section 1. The membership of this Corporation shall be as provided in the Articles of Incorporation and as supplemented herein.

Section 2. Except as otherwise provided in the Articles of Incorporation, each delegate to meetings of the Corporation shall be a regular member of a School Board of a Public School District which has paid its current dues to the Corporation in the manner hereinafter provided. Each accredited delegate present shall be entitled to only one (1) vote at Corporation meetings, even though that delegate is a member of more than one (1) School Board.

Section 3. There shall be a Credentials Committee of three members appointed by the President. One member shall be from the Board of Directors and shall serve as Chair. This committee shall examine all credentials and determine who are duly accredited delegates.

ARTICLE II FISCAL YEAR AND DUES

Section 1. The fiscal year of the Corporation shall begin on the first day of July and end on the thirtieth of June of the year following.

Section 2. Annual membership dues to be paid by each member School District of this Corporation shall be set by the Board of Directors pursuant to the budgetary needs of the Association. The increase or decrease in dues as determined by the Board of Directors shall be applied proportionately to the base schedule adopted by the Board of Directors.

The Board of Directors may establish annual associate fees, affiliate fees, service fees or other fees to be charged to individuals, entities or organizations provided services by the Association and may establish qualifications, payment requirements and penalties for nonpayment related thereto.

Section 3. Membership dues shall become due and payable on the first day of each fiscal year in advance. Membership shall be deemed to continue for that fiscal year and for the period from July 1 to November 15 of the next fiscal year, unless these dates are changed by the Board of Directors. Any School Board which fails to pay its fiscal year dues by November 15 of any year shall immediately cease to be a member and shall lose its rights and powers as a member for the remainder of that fiscal year.

Section 4. Audit of Finances. The Board of Directors of this Corporation shall provide for an annual audit of all its resources and expenditures. A full report of this audit and the financial status of the Corporation shall be furnished at each annual meeting.

Articles of Incorporation and Bylaws (Continued)

ARTICLE III MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members of this Corporation shall be held at a time and place designated by the Board of Directors. Notice of the time and place of this annual meeting shall be mailed by the Executive Director to each member at least thirty (30) days in advance of the meeting. The rules of Parliamentary practice embraced in Roberts' Rules of Order shall govern the conduct of all meetings where they are applicable.

Section 2. Special Meetings. Special meetings of the members of the Corporation shall be called by the President upon the written request of not less than five (5) members of the Board of Directors. Notice of any special meeting shall be mailed to each member of this Corporation at least ten (10) days in advance of that meeting. This notice shall state the object of the meeting and the subjects to be considered thereat.

Section 3. Quorum. Fifty delegates present at any regularly called meeting or annual meeting shall constitute a quorum.

ARTICLE IV BOARD OF DIRECTORS

Section 1. The Board of Directors shall be constituted as provided in the Articles of Incorporation.

Section 2. Effective February 1, 2011, each of the thirteen Director Districts of the Corporation shall consist of the Area Groups established in the Bylaws, set opposite the respective Districts:

District One	- Area Groups 1, 2, and 3.
District Two	- Area Groups 4, 5, and 6.
District Three	- Area Groups 7, 8, 9, and 10.
District Four	- Area Groups 11 and 12.
District Five	- Area Group 13.
District Six	- Area Groups 14 and 15.
District Seven	- Area Group 16.
District Eight	- Area Groups 18 and 19.
District Nine	- Area Groups 20, 21, and 22.
District Ten	- Area Groups 23, 24, and 25.
District Eleven	- Area Groups 26 and 27.
District Twelve	- Area Groups 28, 29, and 30.
District Thirteen	- Area Group 17.

Articles of Incorporation and Bylaws (Continued)

Section 2a. The vacancy in the position of Director for Director District Thirteen shall be initially filled by appointment by the Board of Directors. The person so appointed shall hold said office until the results of the election for that Directorship for a three-year term are presented at the 2012 annual meeting of the Corporation.

Section 3. Procedure for District Director Elections.

- A. The present Director or, in that Director's absence, another member of the Board of Directors, shall chair the District caucus only until a caucus Chair is elected;
- B. The official voting delegates from a District caucus in attendance at that caucus shall constitute a quorum;
- C. The Director, or appointee, shall call for nominations for a caucus Chair;
- D. After the nominations are completed, the nominees shall be introduced;
- E. The Director, or appointee, shall call the election of a caucus Chair, and appoint judges to tally the votes;
- F. The nominee receiving the largest number of votes shall assume the chairmanship of the caucus;
- G. The caucus Chair shall appoint a clerk to serve during the caucus meeting and nominations;
- H. The caucus Chair shall call for nominations for the office of the Director of the Minnesota School Boards Association from that Director District;
- I. After the nominations are completed, the caucus Chair shall introduce the nominees to the voters of the caucus;
- J. The times and places for voting by ballot on the election of the District Director from among those nominated shall be as established in the adopted rules of the convention. During the caucus, if there are more than two candidates, caucus voting would determine the top two candidates. Voting by ballot would then be limited to two (2) candidates.
- K. The votes must be cast by delegates whose credentials show that they are official voting delegates, as certified by the Credentials Committee of the Association, and are entitled to cast their ballot in that Director District election;
- L. Voting by proxy or cumulative voting is prohibited;
- M. The election judges appointed by the Board of Directors shall tally the votes for each District Director election;
- N. The nominee who receives the largest number of votes cast by official voting delegates shall be elected as the District Director, or in the event of a tie, the election to that office shall be determined by the judges by lot;
- O. The judges shall transmit the final results of each election to the Executive Director of the Minnesota School Boards Association to allow presentation of the newly elected District Director to the business session of the annual convention.

Section 4. General Powers. The property, affairs and business of the Corporation shall be managed by the Board of Directors.

Articles of Incorporation and Bylaws (Continued)

Section 5. Annual Meetings. Immediately after the adjournment of the annual meeting of the members of the Corporation, the new Board of Directors shall meet. At this meeting the new Board shall transact any necessary business. Notice of such meeting need not be given. Eight members shall constitute a quorum for the annual meeting.

Section 6. Special Meetings. The President of this Corporation may call a special meeting of the Board of Directors whenever the President deems it necessary. The Directors may call a meeting in case the President fails to do so upon written request of four of the Directors; said meeting shall be held within two weeks after such request is made. Each member of the Board shall receive written notice of any meeting at least five (5) days prior to the date set for that meeting. Eight members shall constitute a quorum for a special meeting.

Section 7. Organization. At all meetings of the Board of Directors the President shall act as Chair. In the President's absence, the member designated by the Board of Directors shall act as Chair. The Executive Director or his or her designee or, in the Executive Director's or the designee's absence, any person appointed by the Chair, shall act as Secretary.

Section 8. Resignations. Any Directors of the Corporation may resign at any time by giving written notice to the Board of Directors through the President of the Corporation. This resignation shall take effect when acted upon by the Board of Directors.

Section 9. Vacancies. Any District Director vacancy in the Board of Directors because of resignation, death, disqualification, inability to act or any other cause, or by reason of failure of the District caucuses to elect the prescribed number of Directors, shall be filled by the Board of Directors. The person so appointed shall hold said office until the results of the election for that District Directorship are presented at the next annual meeting of the Corporation. Any vacancy filled by the Board of Directors, other than a vacancy in the office of President-Elect, shall be filled from the Director District of the resigned, deceased or otherwise disqualified Director.

Section 10. Waiver of Notice. Notice of any meeting need not be given to any member of the Board of Directors if such notice shall have been waived by that member in writing or by telegraph or if that member attends such meeting in person; and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all the members of the Board of Directors are present thereat.

ARTICLE V OFFICERS

Section 1. Election of Officers. The Officers of this Corporation shall be: the President, President-Elect during the time period that individual serves in that position, an Executive Director, and Treasurer. In the year 2006, the President-Elect shall be elected for a three-year term by the delegates at the annual meeting of the Corporation. Thereafter, each even-numbered year a President-Elect shall be elected by the delegates at the annual meeting of the Corporation for a three-year term. The first year of the President-Elect's term shall be as President-Elect; the second and third years shall be as President. A nominee for the office of President-Elect shall be a current member of the Board of Directors. The procedure for the election of the President-Elect in 2006 and thereafter shall be as provided in Section 1a of this Article. The Executive Director shall present

Articles of Incorporation and Bylaws (Continued)

the President and any new President-Elect to the delegates at the annual meeting. The President of the Corporation shall serve as President of the Board of Directors.

The Board of Directors shall appoint the Executive Director for a term not to exceed three years and a Treasurer for a term not to exceed three years as the Board of Directors may deem proper. The Board of Directors may at their option appoint one person to fill the combined office of Executive Director and Treasurer in either event for a term not to exceed three years. The duties of these officers shall be as hereinafter provided.

Section 1a. Procedures for Election of President-Elect in 2006 and each even-numbered year thereafter.

A. The Board of Directors shall nominate one of its members for election to the office of President-Elect. The Board shall notify the membership of the person nominated at least forty-five (45) days before the annual meeting of the Corporation.

B. If the election of the President-Elect is not contested as herein provided, the nominee of the Board of Directors shall be declared elected and shall be presented to the delegates at the annual meeting of the Corporation.

C. The election of the President-Elect may be contested if a resolution nominating a different member of the Board of Directors is adopted by School Boards located in at least fifteen (15) Area Groups, with no more than three (3) School Boards of the fifteen (15) to be in any single Director District. Certified copies of the nominating resolutions must be submitted to the Executive Director at least twenty (20) days before the annual meeting of the Corporation and must be accompanied by a signed letter from the nominee confirming the nominee's willingness to serve. Nominations shall be deemed closed at the end of business on the twentieth day before the date of the annual meeting of the Corporation.

D. The Executive Director shall determine whether the procedures for nomination by resolution specified herein have been validly complied with within the time specified.

E. The Board of Directors shall adopt procedures for conducting a contested election. The nominee who receives the largest number of votes cast by official voting delegates shall be elected as President-Elect. In the event of a tie, the election shall be determined by lot. The newly elected President-Elect shall be presented to the delegates at the annual meeting of the Corporation in the even-numbered year.

F. In the event that there has been a vacancy in the office of President-Elect during the first year of the term, the President shall be elected at the next annual meeting of the Corporation for a two-year term using the same procedures as specified above for the election of the President-Elect.

Section 2. President. The President shall preside at all meetings of this Corporation, the Board of Directors, and the Delegate Assembly, and shall be a member ex officio of all regular and special committees. The President shall appoint annually, subject to approval of the Board of Directors, such standing, general or special committees in addition to those hereinafter provided for

Articles of Incorporation and Bylaws (Continued)

as the President shall deem necessary. The President shall perform such other duties as usually pertain to such an office. The President may delegate duties of the office to other officers or Directors.

Section 3. President-Elect. During the year of the President-Elect's service in that position, the President-Elect shall attend meetings of the Board and shall perform the duties of the President in the event of the President's disability or absence at meetings and such other duties as shall be specifically assigned to the President-Elect by the President or Board of Directors.

Section 4. Treasurer. The Treasurer shall receive all money paid to this Corporation and shall disburse money under the direction of the Board of Directors of this Corporation. The Treasurer shall carefully account for all transactions and make full report of the same to the annual meeting or at any time upon the request of the Board of Directors or President. The Treasurer, or in case the offices of Executive Director and Treasurer are combined in one person, the Executive Director-Treasurer, shall furnish such bond as the Board of Directors may direct, the cost of which shall be paid by the Corporation, and this bond shall be deposited with the President of the Corporation. The delegates to the annual meeting shall be provided with copies of the annual report to the treasury.

Section 5. Executive Director. The Executive Director shall be paid a salary to be fixed by the Board of Directors and paid out of funds of the Corporation. The Executive Director shall be responsible to and work under the direction of the Board of Directors, shall be thoroughly conversant at all times with the affairs of the Corporation, shall inform members regarding matters of interest to them and shall in general handle the affairs of the Corporation. The Executive Director shall receive all money that may be paid him or her by virtue of his or her office, shall carefully account for the same and shall promptly pay it into the Treasury of the Corporation, taking the Treasurer's official receipt therefor except where such offices are combined. The Executive Director shall keep a complete and accurate record of all proceedings of the Corporation.

Section 6. Subordinate Officers, Etc. The Board of Directors may appoint such other officers, agents, representatives or committees as it may deem necessary, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine. The Board of Directors may delegate to any officer or committee the power to appoint any such subordinate officers or committees or agents.

Section 7. Removal. Any officer or agent may be removed, by a vote of a majority of the whole Board of Directors at a regular meeting or at a special meeting called for that purpose, or except in the case of the President, President-Elect, Executive Director and Treasurer, by any committee or superior officer upon whom such powers of removal may be conferred by the Board of Directors.

Section 8. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors through the President, or through the Executive Director of the Corporation. This resignation shall take effect when acted upon by the Board of Directors.

Section 9. Vacancies. All officers, including Directors, shall continue to hold the office to

Articles of Incorporation and Bylaws (Continued)

which elected for the term thereof until the successor is elected and qualified. Any vacancy in the office of President in the even-numbered year shall be filled immediately by the President-Elect. The President-Elect shall serve a full term as President upon completing the remainder of the term of the President caused by the vacancy. Any vacancy in the office of President in the odd-numbered year or during any other period when there is no President-Elect shall be filled by the Board of Directors, and the person so appointed shall hold said office until the unexpired term of the President is filled by election at the next annual meeting of the Corporation. A vacancy in the position of Past President shall not be filled.

ARTICLE VI AREA GROUPS

Section 1. Effective January 1, 1981, each of the 30 Area Groups of the Corporation shall consist of School Districts of the State of Minnesota whose administrative offices, unless otherwise provided, are located in the following Area Groups:

1. Fillmore, Houston and Winona Counties;
2. Goodhue, Olmsted and Wabasha Counties;
3. Dodge, Freeborn, Mower, Rice and Steele Counties;
4. Blue Earth, Faribault and Waseca Counties;
5. McLeod, Sibley, Nicollet and LeSueur Counties;
6. Brown, Watonwan and Martin Counties;
7. Murray, Cottonwood, Rock, Nobles and Jackson Counties;
8. Pipestone, Lincoln, Lyon, and Redwood Counties, and that portion of Yellow Medicine County which includes Canby School District No. 891;
9. Big Stone, Swift, Chippewa and Lac Qui Parle Counties, and that portion of Yellow Medicine County which includes Yellow Medicine East School District No. 2190;
10. Renville, Kandiyohi and Meeker Counties;
11. That portion of Hennepin County which includes the following: Bloomington School District No. 271; Eden Prairie School District No. 272; Edina School District No. 273; St. Louis Park School District No. 283; Minnetonka School District No. 276; Richfield School District No. 280; and Hopkins School District No. 274 and Golden Valley School District No. 275, or the successor School District to those Districts;
12. That portion of Hennepin County which includes the following: Westonka School District No. 277; Orono School District No. 278; Osseo School District No. 279; Robbinsdale School District No. 281; St. Anthony-New Brighton School District No. 282; Wayzata School District No. 284; Brooklyn Center School District No. 286; and the administrative offices of Joint Independent School District No. 287;
13. Anoka County;
14. Ramsey County excluding St. Paul School District No. 625;
15. Washington County;
16. Dakota County;
17. Carver and Scott Counties;
18. Minneapolis Special School District No. 1;
19. St. Paul School District No. 625;
20. Wright, Sherburne and Benton Counties;
21. Todd, Morrison and Stearns Counties;
22. Chisago, Isanti, Kanabec, Mille Lacs and Pine Counties;

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23. Douglas, Grant, Pope, Stevens and Traverse Counties;
24. Becker, Clay, Ottertail and Wilkin Counties;
25. Cass, Crow Wing, Hubbard and Wadena Counties;
26. Itasca, Koochiching and St. Louis Counties, excluding Duluth School District No. 709, Proctor School District No. 704, and Hermantown School District No. 700;
27. Aitkin, Carlton, Lake and Cook Counties and that portion of St. Louis County which includes Duluth School District No. 709, Proctor School District No. 704, and Hermantown School District No. 700;
28. Beltrami, Clearwater and Mahnommen Counties;
29. Norman, Pennington, Polk and Red Lake Counties;
30. Kittson, Marshall, Lake of the Woods and Roseau Counties.

Section 1a. Upon application by the School Board of a member School District, the Board of Directors may authorize by motion or resolution the transfer of that School District from one Area Group to another Area Group, provided that said transfer does not move the School District into a different Director District. Any such action shall be deemed an authorized amendment of Article VI, Section 1 of the Bylaws and the Executive Director shall revise the provisions of that section of the Bylaws to reflect the amendment.

Section 2. The District Directors of the Corporation shall be the Chairs of the Area Groups situated within their respective Director Districts. Meetings of the Area Groups shall be held at such times and places as designated by the Board of Directors under the sponsorship of the Corporation for the purpose of furthering the general purposes of the Corporation.

Section 3. Each member shall be entitled to delegates to the meetings of their respective Area Groups. Each official delegate shall be entitled to only one (1) vote upon all questions coming before the meeting, even though that delegate is a member of more than one public School Board. Except as otherwise provided in the Articles of Incorporation, no person shall act as a delegate after ceasing to be a member of a District School Board which is a member of this Corporation.

Section 4. The number of delegates to which each member shall be entitled at any Area Group meeting shall be determined in the same manner as the determination of delegates to meetings of the Corporation as set forth in these Bylaws.

ARTICLE VII THE DELEGATE ASSEMBLY

Section 1. (AREA DELEGATES) Subd. 1. The Delegate Assembly of the Corporation shall consist of a basic assignment of three delegates for the first 12,500 students or fraction thereof enrolled in the schools in such area from each Area Group, the members of the Board of Directors of the Corporation, and the officers of the Corporation.

Subd. 2. Each area shall be entitled to additional delegates on the basis of one delegate for every additional 12,500 students or fraction thereof enrolled in the school in that area.

Subd. 3. In each odd year, the Executive Director of the Corporation shall determine, from the most current official information available from the State Department of Education, the number of delegates to be assigned to any area.

Articles of Incorporation and Bylaws (Continued)

Subd. 4. Except as otherwise provided in the Articles of Incorporation, each delegate to meetings of the Delegate Assembly shall be a regular member of a School Board of a public School District which has paid its current dues in the manner herein provided. Only accredited delegates shall be entitled to vote at the meetings of the Delegate Assembly.

Section 2. (TERMS OF DELEGATES AND ALTERNATES) Subd. 1. Each Area Group shall elect its designated number of delegates to serve as members of the Delegate Assembly. The delegates shall be elected by mail or Internet ballot for two-year terms in the odd year.

Subd. 2. In addition, each Area Group shall elect by mail or Internet ballot two alternates to serve the Delegate Assembly if a member of the Delegate Assembly from that Area Group is unable to participate or fails to qualify by having lost status as a member of the local School Board. The alternates elected from an Area Group shall serve the vacancies of delegates from that Area Group in the Delegate Assembly in direct accordance with the alternate receiving the highest number of votes serving first. Vacancies in the alternate positions may be filled by the Chair of the Area Group. After all vacancies possible from that Area Group have been filled by elected alternates, appointed alternates shall fill remaining vacancies for that Area Group in the order of their appointment.

Subd. 3. The Executive Director of the Corporation shall prepare procedures for election of delegates and alternates by the various Area Groups, including procedures relating to nomination and mail or Internet ballot election and appointment of alternates to fill vacancies in alternate positions. These procedures and any subsequent revisions thereto shall be approved by the Board of Directors before becoming effective.

Section 3. The Delegate Assembly shall meet once each year at a time and place designated by the Board of Directors. Notice of the time and place of that meeting shall be mailed by the Executive Director to each member at least 10 days in advance of the meeting.

Section 4. The Corporation shall pay to the members of the Delegate Assembly a reasonable sum as determined by the Board of Directors for travel, lodging, and meal expenses incurred in attending meetings of the Delegate Assembly.

Section 5. Fifty delegates present at the annual meeting of the Delegate Assembly shall constitute a quorum.

Section 6. The Delegate Assembly shall study, formulate and adopt the legislative program of the Corporation.

ARTICLE VIII CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

Section 1. Contracts, etc. How Executed. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

Articles of Incorporation and Bylaws (Continued)

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no negotiable paper shall be issued in its name unless authorized by the Board of Directors. When so authorized, any officer or agent of the Corporation may effect loans and advances at any time for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual; and for such loans and advances may make, execute and deliver promissory notes or other evidences of indebtedness of the Corporation; and when authorized as aforesaid, as security for the payment of any and all loan advances, indebtedness, and liabilities of the Corporation may, subject to the provision of the Articles of Incorporation, mortgage, pledge, hypothecate or transfer any real and personal property at any time held by the Corporation, and to that end execute instruments of mortgages or pledge or otherwise transfer said property. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such person or persons and in such manner as shall from time to time be determined by the Board of Directors or as may be designated by any officer or officers of the Corporation to whom such power may from time to time be delegated by the Board of Directors.

Section 4. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation under such conditions and in such banks, trust companies or other depositories as the Board of Directors may designate, or as may be designated by any officer or officers, agent or agents of the Corporation to whom such power may from time to time be delegated by the Board of Directors and for the purpose of such deposit any person or persons to whom such power is delegated may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Corporation.

ARTICLE IX SEAL

The seal of this Association shall be circular in form with words, "Minnesota School Boards Association, St. Paul, Minnesota" on the circumference and the words "Corporate Seal" in the center.

ARTICLE X MINNESOTA SCHOOL BOARD JOURNAL

The Board of Directors of the Corporation is authorized to cause to be published a Minnesota School Board Journal. This Journal is to be sent to each member of the Corporation and to each member of each School District Board belonging to the Minnesota School Boards Association.

HONORARY MEMBERSHIP

All Past Presidents shall automatically become honorary members of the Corporation with the right to take part in all proceedings. The Board of Directors may present to the delegates at the annual meeting the names of other worthy persons who have contributed some outstanding service to education and may be elected as honorary members of the Corporation. Honorary members shall have no voting privileges.