

**PERPICH CENTER FOR ARTS EDUCATION  
BYLAWS**

**ARTICLE I  
GENERAL**

Section 1.1 DEFINITIONS. As used in these Bylaws, the following terms have the meanings given:

- (a) “*Act*” means Minnesota Statutes, Chapter 129C, as the same may be amended from time to time.
- (b) “*Executive Assistant*” means the Executive Assistant to the Executive Director *and is also* the “executive secretary” referred to in the Act.
- (c) “*Board*” means the governing body of the Perpich Center for Arts Education.
- (d) *Perpich* means the Perpich Center for Arts Education, a State agency established under and pursuant to the Act.
- (e) “*Executive Director*” means the director of *Perpich* described in Section 129C.10, Subdivision 4(a)(1) of the Act.
- (f) “*SWIFT*” means the Statewide Integrated Financial Tools established and administered by the State Department of Finance.
- (g) “*Open Meeting Law*” means Minnesota Statutes, Chapter 13D.
- (h) “*State*” means the State of Minnesota.

Section 1.2 RULES OF ORDER.

- (a) These Bylaws constitute the rules of order of the Board and all committees of the Board or Perpich. It is the intent of the Board that meetings be conducted in an informal, yet businesslike manner. Unless otherwise provided in these Bylaws, meetings of the Board and committees of the Board or Perpich will be generally conducted in accordance with the provisions of Robert's Rules of Order (most recent edition) relating to motions, resolutions, amendments, voting, quorum requirements, majority rule and limitations on discussion or debate.
- (b) Upon approval by two-thirds of the members of the Board voting at a regular or special meeting, strict conformance with Robert's Rules of

Order (most recent edition) may be required by the Board for the period specified in such action.

- (c) The Board may also establish additional rules of order setting forth the powers, duties, and method of electing their officers and committees; provisions relating to a quorum, attendance, the setting of agenda, and the distribution of minutes; and other matters relating to the conduct of business.

Section 1.3 APPLICABLE STATUTES. In addition to the Act, the Board is subject to the requirements of the following State statutes:

- (a) Minnesota Statutes, Section 10A.01, Subdivision 18 regarding appointments of public officials;
- (b) Minnesota Statutes, Section 10A.09 regarding statements of economic interest for appointed public officials;
- (c) Minnesota Statutes, Chapter 13 regarding government data practices; the Open Meeting Law, Minnesota Statutes, Chapter 13D;
- (d) Minnesota Statutes, Chapter 14, governing rules established by the Board for admission students;
- (e) Minnesota Statutes, Section 15.0575 relating to membership terms, compensation, and removal of members of the Board and the filling of Board vacancies;
- (f) Minnesota Statutes, Sections 15.014 and 15.059, subdivision 6, relating to task forces;
- (g) Minnesota Statutes, Section 43A.18, subdivision 2, relating to reimbursement of Board members' expenses;
- (h) The Pupil Fair Dismissal Act, Minnesota Statutes, Sections 121A.40 through 121A.56, governing rules established by the Board covering discharge from the full-time program for talented pupils;
- (i) Minnesota Statutes, Chapter 173A, the Public Employment Labor Relations Act;

## ARTICLE II THE BOARD

### Section 2.1 BOARD MEMBERSHIP.

- (a) As provided in the Act, the management of Perpich is vested in a board of fifteen members who constitute the Board.
- (b) The members of the Board are appointed by the Governor, subject to the advice and consent of the Senate.
- (c) At least one Board member must be a resident of each congressional district of the State.
- (d) The membership terms, compensation, removal of members and filling of vacancies on the Board are as provided in Minnesota Statutes, Section 15.0575.

### Section 2.2 GENERAL DUTIES AND RESPONSIBILITIES.

- (a) Within the limits necessary for the attainment of common objectives, it is the responsibility of the Board to encourage, support and facilitate the development of Perpich.
- (b) The duties and responsibilities of the Board are set forth in the Act and include the management, supervision, and control of Perpich and of all related property.
- (c) Pursuant to the Act, the Board may take any action it deems necessary or desirable to fulfill the duties and responsibilities imposed on it by law.
- (d) Subject only to the limitations contained in applicable provisions of federal and State constitutions and statutes, the Board has plenary power. The Executive Director and all committees, employees and students have only such power as granted to them by the Board or guaranteed them by federal or State law.
- (e) Individuals or groups assigned duties by the Board must fulfill such duties in accordance with instructions given them by the Board or its designees.
- (f) Any statutory power delegated by the Board may be assumed, reassigned, or redelegated by the Board.

- (g) The Board must approve all budget, capital facility, and statutory proposals to be sent to the State Legislature.

### Section 2.3 COMPENSATION.

- (a) Other than the compensation allowed by Minnesota Statutes, Section 15.0575, subdivision 3, of \$55.00 per day plus expenses in the same manner and amount as authorized under Minnesota Statutes, Section 43A.18, subdivision 2. Board members who incur child care expenses as a result of attending Board meetings, may be reimbursed for those expenses upon Board authorization.
- (b) The Board of Directors authorizes the payment to its Board members of the *per diem* payment specified in the applicable Minnesota statute (currently \$55) for the following activities:
  - (1) Participation in a full Board meeting, Board committee meeting, task force meeting or required training, whether in person or via electronic means from home or office. To qualify for payment, participation via electronic means must be for the entire duration of the meeting.
  - (2) Serving as a panel member reviewing grant applications for the PDR Division of Perpich.
  - (3) Serving as a commencement speaker at the Arts High School graduation ceremony;
  - (4) Meeting with legislators or other state officials on official Perpich business at the request of the Board chair, directly or through a committee chair.
  - (5) Meeting with Perpich staff at the request of the Board chair.

Any requests for a *per diem* payment not covered by the above five situations must be approved by the full Board. (NOTE: Board members attending the meeting of another state agency which authorizes the payment of the *per diem* on the same day as a Perpich meeting, can only receive payment for one meeting. Board members who are employees of the State of Minnesota cannot receive *per diem* payments EXCEPT for Board-approved activities performed outside their regular working hours or during times when they are using vacation or comp time, pursuant to Minnesota Statute 15.075.)

ARTICLE III  
OFFICERS, COMMITTEES AND RULES OF ORDER

Section 3.1 OFFICERS.

- (a) Chair -- The Chair of the Board is elected at the annual meeting for a term of one year, to begin his or her term of office at the close of the meeting. The Chair may serve no more than two consecutive one-year terms. He or she convenes and presides at all meetings of the full Board.
- (b) Vice-Chair -- The Vice-Chair is elected at the annual meeting for a term of one year, to begin his or her term of office at the close of the meeting. The Vice-Chair may serve no more than two consecutive one-year terms. He or she convenes and presides at all meetings of the full Board in the absence of the Chair.
- (c) In any challenged election, voting may take place by secret ballot.

Section 3.2 COMMITTEES; GENERAL.

(a) *Establishment.*

- (1) The Board may establish such permanent (standing) and temporary (ad hoc) committees as it finds necessary or useful to the successful discharge of its duties.
- (2) No committee may exercise the official functions of the entire Board.

(b) *Number and Appointment of Committee Members.*

- (1) Other than as may be provided elsewhere in these Bylaws, each committee consists of not less than three and no more than six members. No committee may consist of a quorum of the Board. (Amended 12/02/03)
- (2) When an ad hoc committee is established, the Board may designate the manner of its appointment. If the Board does not designate otherwise, ad hoc committees are appointed by the Chair.
- (3) Appointments to standing committees, other than the Nominating Committee, should usually be made at the annual meeting, but may be made as needed to fill vacancies and/or to ensure committee functioning. These appointments shall be made by the

Board Chair with the approval of the majority of the full board.

(c) *Operation; Meetings; Minutes.*

- (1) Committee members must select a chair at the initial meeting of the committee in each year.
- (2) Each committee must keep minutes of its meetings. All committee minutes must be made available to the Board and otherwise in accordance with the requirements of the Open Meeting Law.
- (3) Meetings of all committees are open to all members of the Board and the general public as provided by the Open Meeting Law.
- (4) A chair of a committee has the authority to call special meetings in accordance with the Open Meeting Law.

Section 3.3 STANDING COMMITTEES. The following standing committees are hereby established:

(a) *Appeals Committee*. The Appeals Committee consists of three Board members and hears and makes findings on appeals of administrative decisions that are not contested cases under Minnesota Statutes, Chapter 14, regarding administrative procedure.

- (1) When it is necessary to convene the Appeals Committee, the Executive Director must select Board members for service in rotating, alphabetical order.
- (2) The Executive Director, at his or her discretion, may appoint staff members to serve as resources to the Appeals Committee.
- (3) Meetings of the Appeals Committee will be called by the Executive Director in accordance with the requirements of the Open Meeting Law and the policies of Perpich and the Board.
- (4) The Appeals Committee must select one from their number to serve as the Chair.

(b) *Board Development Committee*. The Board Development Committee must meet a minimum of two times a year and has the following duties:

- (1) Recommend, plan, and implement Board retreats.
- (2) Orient new Board members.

- (3) Recommend amendments to bylaws, changes to Board policies, and advise the Board on all other issues of governance and operation.
  - (4) Lead the strategic planning process.
- (c) *Budget and Finance Committee.* The Budget and Finance Committee must meet a minimum of two times a year and has the following duties:
- (1) Propose and monitor financial policies of the organization.
  - (2) Monitor and make recommendations to the Board regarding financial reports and audits.
  - (3) Set budget priorities based on Board established strategic direction and policies.
  - (4) Review and recommend for action by the Board all grant proposals initiated by the Center.
  - (5) Review monthly Statewide Integrated Financial Tools (SWIFT) reports.
  - (6) Review and recommend annual and biennial budgets to the Board.
- (d) *Human Resources Committee.* The Human Resources Committee must meet a minimum of two times a year and has the following duties:
- (1) Recommend to the Board hiring procedures for the Executive Director position.
  - (2) Establish procedures for and conduct an annual review of the Executive Director; inform the Board of review results; recommend any salary/compensation adjustments based on review results.
  - (3) Establish procedures for and conduct an annual Board self-assessment; inform the Board of assessment results.
  - (4) Serve as a resource to the Executive Director on any staffing issues.

- (5) Recommend methods of conflict resolution to the Board when conflicts arise among Board members or between Board members and staff.
- (e) *Nominating Committee.* The Nominating Committee prepares a slate of officers (Chair and Vice Chair) for consideration by the Board at the annual meeting.
- (1) The Nominating Committee consists of three Board members with staggered three-year terms, so that one member of the committee is replaced each year. At the December 2007 Board meeting, the Board shall select the three members of the Nominating Committee and identify the years of their terms. At subsequent December Board meetings, the Board shall select a replacement for the member who is completing a term. If a vacancy occurs, the Board shall select a replacement to fill the vacancy in a timely manner.
- (f) *Government Relations Committee.* The Government Relations Committee must meet a minimum of two times a year and has the following duties:
- (1) Identify, prioritize, and recommend legislative issues to the Board.
  - (2) Strategize and recommend to the Board a process for disseminating information to/from the public and policy makers.
  - (3) Represent Perpich to elected officials when so directed by the Board.
- (g) *Executive Committee.* The Executive Committee shall consist of the Chair and Vice Chair of the Board and the chairs of the Human Resources, Budget and Finance, Board Development and Government Relations Committees.

The Chair may call a meeting of the Executive committee at her/his discretion. Any actions taken by the Executive Committee must subsequently be presented at the next available full Board meeting for approval. While awaiting a full Board vote, any action of the Executive Committee shall be in force.



(h) *Statewide Arts Outreach Committee*. The Statewide Arts Outreach Committee must meet a minimum of two times a year and has the following duties:

- (1) Monitor and support the Perpich Center for Arts Education outreach activities to enhance arts opportunities for students and professional development for teachers throughout Minnesota, pursuant to Minnesota Statute 129C.15.
- (2) Make recommendations to the Board about programs required by Minnesota Statutes, and other outreach activities.

#### Section 3.4 VACANCIES.

- (a) When a committee or officer position is vacant, the Chair shall notify the Board and, at the next Board meeting, the Board shall select a replacement.

#### Section 3.5 TASK FORCES.

- (a) The Board may appoint advisory task forces pursuant to Minnesota Statutes, Section 15.014 in order to solicit and receive advice from members of the public on specific programs or topics within the jurisdiction of Perpich.
- (b) An advisory task force may be composed of no more than 15 members.
- (c) The requirements for appointment, terms, removal and compensation of task force members are set forth in Minnesota Statutes, Section 15.059.
- (d) The Board must identify the scope of work and the Board's expectations for each advisory task force, including but not limited to its duties; the tasks to be performed; and the product to result from its work.
- (e) Each advisory task force must provide the Board with a written report describing its undertakings and conclusions upon the conclusion of its assigned tasks.

## ARTICLE IV BOARD MEETINGS

### Section 4.1 AGENDA.

- (a) Board meeting agendas are developed by the Executive Director in cooperation with the Chair. The Executive Assistant to the Executive Director prepares and publishes the Board meeting agendas at the direction of the Executive Director.
- (b) The time for public comments must be identified in the agenda distributed in advance of the applicable Board meeting.

Section 4.2 QUORUM. The number of Board members constituting a quorum for the transaction of business is equal to a majority of the number of Board members then holding office.

### Section 4.3 NOTICE OF MEETINGS.

- (a) The Executive Assistant must distribute the agenda and notice of all regular and special meetings of the Board to members of the Board and other persons designated by the Board or by the Executive Director or otherwise in accordance with the Open Meeting Law no less than five working days prior to each regularly scheduled Board meeting.
- (b) Requests from Board members or the general public to add items to the agenda must be forwarded to the Executive Director and the Chair for consideration.

Section 4.4 MINUTES. A copy of the minutes of each Board meeting and each Board committee meeting must be placed on file within thirty (30) days of the adjournment of said meetings in the Executive Director's office and other locations designated by the Board, regulations, statute, or the Executive Director.

### Section 4.5 MEETINGS.

- (a) *Regular Meetings* -- The Board meets monthly, except for the month of July, unless otherwise determined by resolution of the Board. Meeting dates and times are determined by a majority vote of the Board.

- (b) *Meetings in Greater Minnesota* -- The Board may hold at least one meeting a year outside of the seven county Twin Cities Metropolitan Area.
- (c) *Special Meetings* -- Special meetings of the Board may be called by the Chair, the Executive Director, or a majority of the Board members in order to accomplish the work of the Board. Notice of special meetings must be given as required by the Open Meeting Law. Business of the special meetings is limited to that stated in the notice for a special meeting.
- (d) *Annual Meeting* -- The Board must hold an annual meeting each year during the month of February or at such other time as may be approved by action of the Board. At the annual meeting, the Board elects officers and approves a meeting schedule, including the dates and times for meetings to be conducted during the ensuing year.
- (e) Meetings of the Board and its committees shall be governed by Robert's Rules of Order.

## ARTICLE V THE EXECUTIVE DIRECTOR

### Section 5.1 APPOINTMENT AND REMOVAL.

- (a) The Board, through Board-established procedures and adherence to applicable laws, must hire an Executive Director for Perpich, prescribe the Executive Director's duties, and establish the Executive Director's salary within statutory limits.
- (b) The Board, through Board-established procedures and adherence to applicable laws, may terminate the employment of the Executive Director.
- (c) The Board may hire an acting Executive Director should a vacancy occur. The acting Executive Director serves until a permanent Executive Director is hired and assumes duties.

### Section 5.2 DUTIES.

- (a) The Executive Director serves as an ex-officio, but non-voting member of all committees and the full Board.
- (b) The Executive Director hires all members of his or her staff. Before

such appointments are made, the Executive Director may confer with the Board.

- (c) The Executive Director shall adhere to all Governance Policies as set forth by the Board. These include Policies on Executive Limitations and the Executive Director/Board Relationship as specified in Section 6.2 below.

## ARTICLE VI MISCELLANEOUS

Section 6.1 AMENDMENTS. If a Board member wishes to amend the bylaws, a motion to consider an amendment may be made and voted on by the Board at that time. At the following Board meeting, the suggested amendment will be discussed and the Board may vote to accept or reject it by an affirmative vote of a majority of the Board members then holding office. A special written notice of the proposed bylaw change must be mailed to all Board members in accordance with the requirements of Section 4.3 of these Bylaws.

Section 6.2 BOARD POLICIES. The Board will adopt policies from time to time in accordance with the exercise of its duties under the Act.

Originally

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