

BYLAWS
OF
THREE RIVERS MONTESSORI

ARTICLE I
OFFICES

The registered office of the corporation in the State of Minnesota is as stated in the Articles of Incorporation. The corporation may have such other offices within the State of Minnesota as the Board of Directors may determine or as the affairs of the corporation may require. The registered office may be, but need not be, identical with the principal office in the State of Minnesota.

ARTICLE II
PURPOSE

Three Rivers Montessori, a Minnesota nonprofit corporation, (referred to herein as the “**School**” or the “**Corporation**”), has as its purpose education within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to, the establishment of a charter school under the laws of the State of Minnesota.

ARTICLE III
BOARD OF DIRECTORS

1. Interim Board of Directors. Beginning with the creation of the Corporation, the affairs of the Corporation shall be managed by an interim Board of Directors until Directors are elected pursuant to Section 6 below, which must occur prior to the end of the third full academic year of operation as a charter school. The interim Board of Directors shall be comprised of the founders and other individuals nominated by and approved by the founders to serve on the Board of Directors. Interim Directors, including founders, shall hold office until their successors are duly elected pursuant to Sections 2 and 6 below, or until their earlier death, resignation or removal from office. Founders shall either be elected as voting Directors or switch to non-voting *ex officio* status no later than the date upon which the last class of Interim Directors is replaced by election pursuant to Section 6, or such earlier time as determined by the Board.
2. Election of Ongoing Board of Directors. On or before the completion of the third year of operation, the Interim Board shall hold an election of the Membership of the Corporation for the purpose of electing the ongoing Board of Directors. Elections will be conducted in accordance with Section 7, below.
3. Number of Directors. The Board of Directors shall consist of not fewer than five (5) nor more than nine (7) unrelated Directors, excluding *ex officio* non-voting Directors, if any, as determined by the Board from time to time. The composition of the Board shall be in compliance with Minnesota Statutes Section 124E.07, Subd. 3, provided that in no circumstance will teachers comprise a majority of the Board of Directors.
4. Advisors to the Board of Directors. The following may, at their option, sit as non-voting advisors *ex officio* to the Board of Directors:

- a. The Corporation's Executive Director or chief administrator, and its Chief Financial Officer;
 - b. A representative of the Corporation's sponsoring institution, if the sponsoring institution so desires;
 - c. A representative of the Corporation's Parent-Teacher Organization, if any.
5. Powers. The Board of Directors shall conduct or direct the affairs of the Corporation and exercise its powers, subject to the limitations of Minnesota Statutes Chapter 317A and Section 124E, the Articles of Incorporation, these Bylaws, and by any other controlling law. The Board of Directors may delegate the management of the activities of the Corporation to others. The Board may exercise all powers of the Corporation and perform all acts which are not prohibited by law, by the Articles or by these Bylaws, all as may be amended, including but not limited to the following specific powers:
- a. To select and remove officers, agents, and employees of the Corporation; to prescribe powers and duties for them; and to fix their compensation;
 - b. To manage, and oversee the affairs and activities of the Corporation, and to make rules and regulations;
 - c. To enter into contracts, leases, and other agreements which are, in the judgment of the Board of Directors, necessary or desirable in obtaining the purposes of promoting the interests of the Corporation;
 - d. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of such property;
 - e. To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;
 - f. To indemnify and maintain insurance on behalf of any of its Directors, officers, employees, or agents for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of Minnesota Statutes Chapter 317A and the limitations noted in these bylaws; and
 - g. To remove Directors.
6. Election of Board of Directors.
- a. *Staggered Terms.* The election of the Board of Directors shall be in compliance with Minnesota Statutes Section 124E.07. Except for *ex officio* non-voting Directors, the Board of Directors shall be divided into three (3) classes of Directors so that the terms of office of approximately one-third (1/3) of the Directors shall expire each year. The Board Secretary shall maintain a schedule of the classes and terms of office for all seats on the Board of Directors.

- b. *Eligible Voters and Voting.* To the extent required by applicable law, staff members who are employed by the Corporation, including teachers, existing Directors of the Corporation, and parents/legal guardians of students enrolled at the School, may participate in the election of Directors.
- c. *Nomination Process.* Ninety (90) days prior to the Corporation's annual meeting, the Governance Committee shall solicit applications for all of the Director positions to be filled at the next annual meeting. Interim Directors and Founders may be considered as potential nominees, subject to the same term of office requirements as other elected Directors. The Governance Committee shall compile a list of nominees with a brief statement of their qualifications, and provide the list to the Board of Directors and all eligible voters at least fifteen (15) days prior to the annual meeting.

7. Term of Office.

- a. Terms of office for Directors shall begin on July 1st in the year of election.
- b. All Directors shall hold office for three (3) years from the time of their election and thereafter until their respective successors are chosen and qualified or until their earlier death, resignation or removal from office, provided, however, that:
 - i. Interim Board Members shall serve until such time as their seats are up for election pursuant to Section 6 of this Article III.
 - ii. A parent/legal guardian may serve as a Director only so long as the parent/legal guardian has a child enrolled at the Corporation.
 - iii. A teacher employed by the Corporation may serve as a Director only so long as he/she is an employee of the Corporation. If an employee of the Corporation also has a child who is a student of the Corporation, such employee is eligible to hold a teacher Director position, but ineligible to hold a parent Director position.
 - iv. A Director appointed to fill a vacancy shall hold office until the expiration of the term of vacated office. A Director elected to fill a vacancy at the annual meeting shall hold office until the next election of members of the class of Directors which contains the vacancy.
- c. Directors may be reelected to successive terms and may serve simultaneously as officers. The Board of Directors may exercise all their powers notwithstanding any vacancy or vacancies in their number.

8. Resignation of a Director. Directors may resign at any time, effective immediately or at a specified later date, by giving written notice to the Board Chair or the Secretary of the Corporation. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

9. Removal of Directors. A Director may be removed with or without cause as provided by Chapter 317A of the Minnesota Statutes by an affirmative vote of two-thirds (2/3) of the Directors then in office excluding the Director proposed for removal. The Board of Directors may remove any Director who:

- a. Has failed to attend two or more of the Board's regular meetings without good excuse in any fiscal year;
 - b. For such other good causes as the Board of Directors may determine.
10. Vacancies. A Board vacancy shall be deemed to exist if any Director dies, resigns, or is removed, or if the authorized number of Directors is increased. Unless otherwise provided by Minnesota Statutes Section 317A.227, any vacancy on the Board of Directors shall be filled by the appointment of a new Director by the affirmative vote of a majority of the Directors present at a duly noticed meeting, even if less than a quorum. The Governance Committee shall nominate candidates and make recommendations to the Board to fill vacancies on the Board; provided, however that the Board may also consider candidates other than those nominated and/or recommended by the Governance Committee to fill a vacancy. A Director filling a vacancy shall hold office as set forth in Section 7 of this Article III.
11. Compensation. Directors shall not receive compensation for their services, however, the Directors of the Corporation may be reimbursed for reasonable out-of-pocket expenses incurred by them in rendering services to the Corporation, as the Board of Directors from time to time determines such services to be directly in furtherance of the purposes and in the best interests of the Corporation. Notwithstanding the foregoing, Directors who are also employees of the Corporation shall be entitled to reasonable compensation for services rendered to the Corporation as employees; if permitted by applicable law provided that no part of the compensation of an employee of the Corporation shall be compensation for services as a Director.

ARTICLE IV

MEETINGS OF THE BOARD OF DIRECTORS

1. Open Meetings. Meetings of the Board of Directors and all Standing and Ad Hoc Committees shall comply with the Minnesota Open Meeting Law, Minnesota Statutes Section 13D, as amended.
2. Place of Meetings. Board meetings may be held at the Corporation's principal office or at any other reasonably convenient place as the Board may designate.
3. Regular Meetings. Regular meetings shall be held each month at such times as are set on the school calendar adopted annually by the Board of Directors. The Board of Directors shall meet no less than ten (10) times per fiscal year.
4. Annual Meeting. An annual meeting shall be held in May for the purpose of electing Directors, officers and standing committee chairs for the upcoming year, making and receiving reports on corporate affairs, and transacting such other business as comes before the meeting.
5. Special Meetings. Special meetings of the Board of Directors may be called at any time for any purpose by the Board Chair. The Board Chair shall call a special meeting of the Board of Directors upon the written request of one-third (1/3) of the Directors.
6. Cancellation of Meetings. The Board Chair may cancel a meeting with reasonable cause.
7. Adjournment. A majority of the Directors present at a meeting, whether or not a quorum, may adjourn the meeting to another time and place. Notice of the time and place of holding an

adjourned meeting need not be given if the time and place be fixed at the meeting adjourned and recorded in the minutes of that meeting, except, if the meeting is adjourned for longer than 24 hours, notice of the adjournment shall be given as for special meetings.

8. Notices of Meetings. Notices of meetings of the Board meetings shall be given as follows:
 - a. *Regular Meetings.* A schedule and the location of regular meetings of the Board shall be provided to each Director and shall be kept on file at the Corporation's principal office. If the Board holds a regular meeting at a time or place different from the time or place stated in its schedule of regular meetings, the same notice shall be given as if the meeting were a special meeting pursuant to paragraph b below.
 - b. *Special Meetings.* Written notice of the date, time, place and purpose of a special meeting shall be delivered to each Director, posted on the principal bulletin board of the Corporation and mailed or otherwise delivered to each person who has filed a written request for notice of special meetings with the Secretary. This notice shall be posted and mailed or delivered at least three (3) business days before the day on which the meeting is to be held.
 - c. *Annual Meeting.* In addition to the schedule required by paragraph a above, written notice of the date, time, place and purpose of the annual meeting shall be delivered to each eligible voter, as defined in Article III, Section 6, and posted on the principal bulletin board and website of the Corporation at least fifteen (15) days in advance of the annual meeting. The Board shall determine the method of delivering such notice from time to time.
 - d. *Other Methods.* Notice to Directors shall be delivered personally, sent by facsimile communication, sent by electronic mail, posted on an electronic network together with a separate notice to the Director of the specific posting, mailed, first class, postage prepaid, or such other methods as are fair and reasonable as determined in the sole discretion of the Secretary of the Corporation. Whenever written notice to Directors provides less than five (5) days' prior written notice of the meeting, excluding the date of the meeting, reasonable effort shall be made to notify Directors by telephone of the meeting at the time of giving written notice, but the failure to contact any Director(s) by telephone shall not affect the validity of the meeting or any action taken at such meeting. The Corporation may provide such other notices of meetings to parents/legal guardians of students enrolled at the Corporation, employees of the Corporation, and other members of the public, as the Secretary or the Board may from time to time determine.
9. Actual Notice. If a person receives actual notice of a meeting of the Board at least twenty-four (24) hours before the meeting, all notice requirements of this Article are satisfied with respect to that person, regardless of the method of receipt of notice.
10. Waiver of Notice. Any Director may waive notice of any meeting of the Board of Directors in writing before, at or after a meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, unless he or she 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. The waiver shall be filed with the person who has been designated to act as secretary of the meeting, who shall enter the waiver upon the records of the meeting.

11. Agendas for Meetings. The Board Chair shall set the agendas for meetings of the Board of Directors. Any Director, parent/legal guardian of a student enrolled in the Corporation, employee of the Corporation, or student enrolled in the Corporation may request that an item be placed on the agenda of the next regular Board of Directors meeting by contacting the Board Chair or Chair-elect in writing, by phone, or via email with such request not less than five (5) days prior to the scheduled meeting.
12. Public Comment at Meetings. A reasonable time shall be reserved at each regular meeting for comments and requests for business to be brought before the Board by parents/legal guardians of students enrolled in the Corporation, employees of the Corporation, students enrolled in the Corporation, and interested community members. The Board Chair may reasonably limit individual speaking times.
13. Closed Meetings. The Board may close a meeting to evaluate the performance of an individual who is subject to its authority, including but not limited to employees of the Corporation, or as otherwise permitted by law or the attorney-client privilege. If a meeting is closed to evaluate the performance of an individual, prior to closing the meeting, the Chair shall identify the individual to be evaluated and at the next open meeting, the Chair shall summarize the Board's conclusions regarding the evaluation; provided, however, that the meeting must be open at the request of the individual who is the subject of the meeting. The Board shall close a meeting if expressly required by law or to discuss information that would identify alleged victims or reporters of criminal sexual conduct, domestic abuse, or maltreatment of minors or vulnerable adults, active investigation data as defined in Minnesota Statutes Section 13.82, or educational data that is not public under Minnesota Statutes Section 13.32. The Board shall also close a meeting for preliminary consideration of allegations or charges against an individual subject to its authority; provided, however, that if the Board determines discipline may be warranted as a result of such allegations or charges, further meetings related to such allegations or charges shall be open, and all meetings related to such allegations or charges shall be open at the request of the person who is the subject of such allegations or charges. Before closing a meeting, the Board shall state on the record the specific grounds permitting the meeting to be closed and describe the subject to be discussed.
14. Minutes. The minutes of meetings of the Board shall record all votes taken at the meeting. The minutes shall record the vote of each Director on appropriations of money, except for payment of judgments and amounts fixed by statute. After the Minutes have been reviewed and approved by the Board, minutes of Board meetings shall be open to the public during all normal business hours where records of the Corporation are kept, and will be posted on the Corporation's web site.
15. Public Copies of Directors' Materials. Unless a meeting is closed pursuant to Section 13, at least one copy of any printed materials relating to the agenda items of the meeting prepared or distributed by or at the direction of the Board or its employees and distributed at, before or available during the meeting to all Directors shall be available in the meeting room for inspection by the public while the Board considers their subject matter. This section does not apply to materials classified by law as other than public, or to materials relating to the agenda items of a closed meeting.

ARTICLE V
ACTION BY THE BOARD OF DIRECTORS

1. **Quorum.** A quorum consists of a majority of the Directors currently in office.
2. **Action by the Board.** The actions done and decisions made by a majority vote of the Directors present and entitled to vote at a meeting duly held at which a quorum is present are the actions and decisions of the Board of Directors unless a greater or lesser vote is required for the specific action as set forth in these Bylaws, the Articles of Incorporation, or by law. The Board of Directors may continue to transact business at a meeting at which a quorum was originally present, even though Directors withdraw, provided that any action taken is approved by at least a majority of the quorum required. Each Director shall have the power to exercise one (1) vote on all matters to be decided by resolution of the Board of Directors. Voting by proxy shall not be allowed.

ARTICLE VI
COMMITTEES AND PURPOSE

1. **Standing Committees.** The Board of Directors may maintain committees, including, without limitation, the following committees:
 - a. *Governance Committee.* The Governance Committee shall perform the duties set forth elsewhere in these Bylaws in regard to the election of Directors, election of officers, and filling of vacancies, and such other duties as are deemed appropriate and necessary by the Board of Directors.
 - b. *Development Committee.* The Development Committee shall plan and supervise all fundraising activities of the Corporation. The Development Committee shall be chaired by a Director.
 - c. *Academic Excellence Committee.* The Academic Excellence Committee shall be responsible for ensuring that overall curricular policy remains faithful to the Corporation's mission, for reviewing specific curriculum choices on a regular basis and making recommendations to the Board of Directors on adoption of curriculum materials, and such other duties as are deemed appropriate and necessary by the Board of Directors.
 - d. *Budget and Finance Committee.* The Budget and Finance Committee shall be responsible for presenting an annual budget to the Board of Directors, making recommendations to the Board of Directors on long-range financial and facilities planning, monitoring contracts for bookkeeping services, ensuring compliance with state financial procedures, and such other duties as are deemed appropriate and necessary by the Board of Directors. The Budget and Finance Committee shall be chaired by the Treasurer.
 - e. *Accountability Committee.* The Accountability Committee shall be responsible for ensuring that the Corporation meets the terms of its contract with the Corporation's Authorizing institution, for setting annual academic and non-academic goals as required in the charter school accountability framework, charter school accountability reporting to

the Authorizing institution and the Minnesota Department of Education, and such other duties as are deemed appropriate and necessary by the Board of Directors.

- f. *School Operations Advisory Committee.* The School Operations Advisory Committee shall report at all regular meetings of the Board of Directors on all aspects of the operation of the Corporation that fall within the scope of responsibilities of the School Director.
 - g. *Facilities Committee.* The Facilities Committee shall investigate facilities options for the School, including, without limitation, management and operation of existing facilities as well as searching for new facilities if needed, and, on request by the Board, report to the Board with respect to its findings.
2. Election and Removal of Standing Committee Chairs. Except for those standing committee chairs designated in Section I above, standing committee chairs shall be elected and removed in the same manner as officers of the Corporation.
 3. Ad Hoc Committees. The Board of Directors may, at its discretion, create *Ad Hoc* Committees to address specific subjects of concern to the Board. The resolution creating a committee shall specify the purpose, duration, powers and responsibilities of the committee. The Board of Directors shall appoint a chair, who may, but need not be a Director. The Board of Directors may remove an Ad Hoc committee chair at its discretion.
 4. Advisory Committees. The Board of Directors may, at its discretion, create Advisory Committees to keep the Board informed and to make recommendations on an ongoing basis in any area of the operation and management of the Corporation that it deems desirable. The resolution creating the committee shall specify the purpose, duration, powers and responsibilities of the committee. The Board of Directors shall appoint a chair, who may, but need not be a Director. The Board of Directors may remove an Advisory committee chair at its discretion.
 5. Committee Membership. Except as otherwise specified in these Bylaws, the chair of any Standing, Ad Hoc, or Advisory Committee of the Board may determine the membership of such committee with the advice and consent of the Board of Directors. Each committee chair shall maintain a record of the voting members of the committee and shall submit such records to the Secretary of the Corporation.
 6. Action by Committees. Unless otherwise stated in the resolutions creating it, or in these Bylaws, committee actions shall be taken only upon the affirmative vote of a majority of the members of the committee. Failure of a committee to reach an agreement upon any issue before it shall require referral of such issue to the entire Board of Directors. Committee actions are recommendations until approved by the full Board of Directors.
 7. Committee Meetings. The activities of all committees of the Corporation shall be conducted in such manner as will advance the best interests of the Corporation. Except as specifically set forth herein, the provisions of these Bylaws shall apply to committees and members thereof to the same extent they apply to the Board of Directors and Directors. Article IV, Sections 1, 8, 13 and 15 (regarding open meetings and notice thereof) shall not apply to committee meetings except as the committee may from time to time determine. Each committee shall meet at such times and places as provided by its rules or by resolution of the Board of Directors. Notice of committee meetings

shall be given to each committee member at least three (3) days in advance of the meeting by such methods of delivery set forth in Article IV, Section 8(d), except that if the time, date and location of a committee meeting was announced at a previous committee meeting, no notice is required. The meetings of all committees shall be open to attendance and participation by all Directors, but only members of the committee may vote. Committee chairs shall submit minutes of all committee meetings to the Secretary of the Corporation, which minutes shall be open to inspection as set forth in Article IV, Section 14.

8. Quorum. A quorum for any committee meeting shall be a majority of the voting members of the committee of record.
9. Control by the Board of Directors. Each committee shall be under the direction and control of the Board of Directors and shall keep regular minutes of their proceedings, and all actions of each committee shall be reported to the Board of Directors and shall not be effective until approved by the Board, subject to revision and alteration by the Board of Directors.

ARTICLE VII PARLIAMENTARY AUTHORITY

The Parliamentary Authority of the Board of Directors and its Committees shall be the most recent edition of Robert's Rules of Order Newly Revised.

ARTICLE VIII OFFICERS AND DUTIES

1. Officers. The officers of the Corporation shall consist of a Chair, Chair-elect, Secretary and Treasurer.
 - a. *Chair*. The Chair shall:
 - i. Act as the chair of the Board of Directors and exercise the functions of the office of the President of the Corporation;
 - ii. Preside at all meetings of the Board of Directors or arrange for another officer to preside in the following order: Chair-elect, Secretary, Treasurer;
 - iii. Perform such duties and exercise such powers as are necessary or incident to the supervision and management of the business and affairs of the Corporation;
 - iv. Sign and deliver, in the name of the Corporation, all deeds, mortgages, bonds, contracts, or other instruments requiring an officer's signature, with the advice and consent of the Board of Directors;
 - v. Have the general powers and duties usually vested in the office of the president; and
 - vi. Have such other powers and perform such other duties as are prescribed by Minnesota Statutes, Section 317A.305, subd. 2, and as the Board of Directors may from time to time prescribe.

- b. *Secretary.* The Secretary shall maintain the office of the Corporation and shall:
 - i. Be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings;
 - ii. Give, or cause to be given, notice of all meetings of the Board of Directors;
 - iii. Distribute copies of minutes and agendas to all Board members;
 - iv. Maintain the documents and records of the Corporation; and
 - v. Perform such other duties as may be prescribed by the Board or the Board Chair from time to time,

- c. *Treasurer.* The Treasurer shall:
 - i. Perform the duties of Chief Financial Officer of the Corporation;
 - ii. Make a report on the Corporation's finances and all transactions made as Chief Financial Officer at each regular Board meeting;
 - iii. Chair the Board's Budget and Finance Committee;
 - iv. Oversee accurate accounts of all monies of the Corporation received or disbursed;
 - v. Verify the deposit of all monies, drafts and checks in the name of, and to the credit of, the Corporation in such banks and depositories as the Board of Directors shall from time to time designate;
 - vi. Have the care and custody of the corporate funds and securities;
 - vii. Disburse the funds of the Corporation as ordered by the Board of Directors, making proper vouchers therefore; and
 - viii. Perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors or by the Board Chair.

2. Election, Eligibility and Term of Office.

- a. *Election.* The Board of Directors shall elect a Chair-Elect, a Secretary and a Treasurer annually at the annual meeting, a regular meeting designated for that purpose, or at a special meeting for that purpose, except that officers elected to fill vacancies shall be elected as vacancies occur. Unless the Board determines otherwise, the Chair-Elect shall automatically move to the office of Chair at the start of the next term of office.

- b. *Eligibility.* An officer shall be a Director unless this requirement is waived by a vote of a majority of Directors then in office.

- c. *Term of Office.* Terms of office shall be for one (1) year beginning July 1st in the year elected. Any officer may serve consecutive terms as determined by the Board of Directors.
3. Removal and Resignation. The Board of Directors may remove an officer, either with or without cause, at any time, by an affirmative vote of two-thirds (2/3) of the Directors currently in office. An officer may resign at any time by giving written notice to the Board of Directors, the resignation taking effect on receipt of notice or at a later date as specified in the notice.

ARTICLE IX

RESPONSIBILITIES OF DIRECTORS

1. Duty of Care.
- a. *Performance of Duties.* Each Director shall perform all duties of a Director, including duties on any Board Committee, in good faith, in accordance with the mission of the Corporation, in a manner the Director believes to be in the Corporation's best interest and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.
 - b. *Reliance on Others.* In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, presented or prepared by:
 - i. One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;
 - ii. Legal counsel, independent accountants, or other persons as to matters that the Director believes are within the person's professional or expert competence; and
 - iii. A Board Committee on which the Director does not serve, as to matters within its designated authority, provided the Director believes the Committee merits confidence and the Director acts in good faith, after reasonable inquiry when the need is indicated by the circumstances, and without the knowledge that would cause such reliance to be unwarranted.
 - c. *Investments.* In investing and dealing with all assets held by the Corporation for investment, the Board of Directors shall exercise the standard of care described above and avoid speculation, looking instead to the permanent disposition of funds, considering the probable income, as well as the probable safety of the Corporation's capital. The Board of Directors may delegate its investment powers to others, provided that those powers are exercised with the ultimate direction of the Board of Directors. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to the corporation.
 - d. *Rights of Inspection.* Every Director has the right to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation, provided that such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the obligation to

maintain the confidentiality of the reviewed information, in addition to any obligations imposed by any applicable federal, state, or local law.

- e. *Participation in Voting.* Every Director has the right to participate in the discussion and vote on all issues before the Board of Directors, except as provided in a Conflicts of Interest Policy adopted by the Board of Directors.
- f. *Responsibilities of a Board Member.*
 - i. Uphold the mission of the Corporation;
 - ii. Come to meetings well-prepared and informed;
 - iii. Support the Corporation by attending Corporation events and participating in Corporation activities;
 - iv. Respect confidentiality;
 - v. Understand long-range effects of decisions;
 - vi. Maintain up-to-date knowledge of activities;
 - vii. Visit the school to see its impact first-hand;
 - viii. Act in the best interests of the Corporation as a whole; and
 - ix. Promote the Corporation within the community.

ARTICLE X **NON-LIABILITY OF DIRECTORS**

The Directors shall not be personally liable for the Corporation's debts, liabilities, or other obligations. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due to them from the Corporation.

ARTICLE XI **INDEMNIFICATION OF CORPORATE AGENTS**

Each director, officer and employee of the Corporation, past or present, and each person who serves or may have served at the request of the Corporation as a director, officer, partner, Director, employee, representative, or agent of another organization or employee benefit plan, and the respective heirs, administrators and executors of such persons, shall be indemnified by the Corporation in accordance with, and to the fullest extent permitted by, Minnesota Statutes Section 317A.521. The Corporation shall not be obligated to indemnify any other person or entity, except to the extent such obligation shall be specifically approved by resolution of the Board of Directors. The Corporation shall have the power to advance such person's expenses incurred in defending any such proceeding to the maximum extent permitted by law. This section is and shall be for the sole and exclusive benefit of the individuals designated in this Article

and no individual, firm, or entity shall have any rights under this Article by way of assignment, subrogation, or otherwise, whether voluntarily, involuntarily, or by operation of law.

ARTICLE XII INSURANCE

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, against any liability asserted against and incurred by such person in his or her official capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against liability under Minnesota Statutes, Section 317A.521, the Articles of Incorporation or these Bylaws.

ARTICLE XIII SELF-DEALING TRANSACTIONS AND CONFLICTS OF INTEREST

The Board of Directors shall adopt Conflicts of Interest Policy applicable to all Directors and Officers consistent with Minnesota Statutes Section 124E.07, Subd. 3(b) and Section 124E.14. Each Director and Officer shall promptly complete and forward to the Board such annual or more frequent written disclosures as may be required from time to time by board resolution and/or policy.

ARTICLE XIV FINANCIAL MATTERS

1. Fiscal Year. The fiscal year of the Corporation begins on July 1 of each year and ends on June 30 of the following year.
2. Execution of Instruments. Except as otherwise provided in these Bylaws, the Board of Directors may adopt a resolution authorizing any officer or agent of the Corporation to enter into any contract, or execute and deliver any instrument in the name of, or on behalf of, the Corporation. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power to bind the Corporation by any contract or engagement, to pledge the Corporation's credit, or to render it liable monetarily for any purposes or any amount.
3. Checks and Notes. Except as otherwise specifically provided by Board resolution, checks, drafts, promissory notes, orders of the payment of money, and other evidence of indebtedness of the Corporation may be signed by the Chair, the Chair-elect, the Treasurer, the Secretary, or the Corporation's School Director.
4. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate and shall be disbursed under such general rules and regulations as the Board of Directors may from time to time determine.
5. Corporate Seal. The Corporation shall not have a corporate seal.
6. Documents Kept at Registered Office. The Board of Directors shall cause to be kept at the registered office of the Corporation originals or copies of:
 - a. Records of all proceedings of the Board of Directors and all Board committees;

- b. Records of all votes and actions of the Directors;
- c. All financial statements of the Corporation; and
- d. Articles of Incorporation and Bylaws of the Corporation and all amendments and restatements thereof.

ARTICLE XV
ADOPTION AND AMENDMENT OF BYLAWS

- 1. The Corporation's governance model as set forth in these bylaws and/or otherwise required by law may be changed only by a majority vote of the Board of Directors and otherwise in accordance with applicable law.
- 2. Any change in board governance shall conform to the board structure set forth in Minnesota Statutes Section 124E.07, as amended.

ARTICLE XVI
MISCELLANEOUS PROVISIONS

- 1. Construction and Definitions. These Bylaws shall be construed to conform to the laws of the State of Minnesota.
- 2. Interpretation. Any provision of these Bylaws which turns out to be prohibited or unenforceable under Minnesota law shall be ineffective to the extent of such prohibition or unenforceability without invalidating any other provision of the Bylaws. These Bylaws shall also be construed in a manner which renders their provisions valid and enforceable to the maximum extent (not exceeding their express terms), under applicable law.