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Bylaws of Art and Science Academy

Adopted: 05/16/2024

**Bylaws
of
Art and Science Academy**

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**Bylaws of
Art and Science Academy
Charter School**

**ARTICLE I
PURPOSE**

The purposes of the Corporation are as stated in its articles of incorporation. The corporation is a nonprofit charter school and all references hereafter will refer to the charter school. Art and Science Academy Charter School will be the official name of the charter school and will be referred to hereafter as ASA or charter school.

**ARTICLE II
OFFICES**

The registered office of the charter school in the State of Minnesota is stated in the articles of incorporation. The charter school may have such other offices within the State of Minnesota as the board of directors may determine or as the affairs of the charter school may require. The registered office may be but need not be identical with the principal office in the State of Minnesota.

**ARTICLE III
ELIGIBLE VOTERS OF BOARD OF DIRECTORS**

Staff members employed at the school, including teachers providing instruction under a contract with a cooperative, members of the board of directors, and all parents or legal guardians of children enrolled in the school are the voters eligible to elect the members of the school's board of directors. Each eligible voter has the right to exercise one vote for his or her candidate. An individual who is eligible to vote in multiple categories (*e.g.*, a parent/legal guardian who is an employee; a parent/legal guardian who is a board member; or a teacher who is a board member) shall only have the right to exercise one vote. Voting eligibility expires upon end of employment for staff, end of enrollment of a student for parents/legal guardians, and the end of board service for community members.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. General Powers The affairs of the charter school shall be managed by its board of directors. Except as limited by the articles of incorporation, these bylaws, Minn. Stat. 124E, and by law, the board of directors shall have the power and authority to do all acts and perform all functions that the charter school may do or perform.

Section 2. Tenure, Nomination Process, Number, and Qualifications

- 2.1 Tenure** At the voters' annual meeting, voters shall elect directors for two (2) year or three (3) year terms as deemed necessary, and each director shall hold office until a successor has been duly elected and qualified, or until the director earlier dies, resigns, is removed, or the term otherwise expires. The election of the board of directors shall be in compliance with Section 124E of the Minnesota statutes.
- 2.2 Nomination Process** Thirty (30) days prior to the charter school's annual meeting, the board of directors will solicit nominations for all director positions that will be filled at the next annual meeting. The board of directors will compile the list of nominees and notify the charter school's voters of the nominees for each position fourteen (14) calendar days prior to the annual meeting.
- 2.3 Number** The board shall determine the current number of board members to be at least five (5) and no more than nine (9) members, always to include an odd number of members. The ongoing charter school board of directors shall have at least five nonrelated members and include:
- 2.3.1** at least one licensed teacher who is employed as a teacher at the school or provides instruction under contract between the charter school and a cooperative;
 - 2.3.2** at least one parent or legal guardian of a student enrolled in the charter school who is not an employee of the charter school; and
 - 2.3.3** at least one interested community member who resides in Minnesota, is not employed by the charter school, and does not have a child enrolled in the school.

The chief financial officer and the chief administrator may only serve as ex-officio nonvoting board members. No charter school employees shall serve on the board other than teachers. Contractors providing facilities, goods, or services to the school shall not serve on the board of directors of the charter school. The slate of positions will be posted thirty (30) days prior to the annual meeting. If the status of a director changes within their term (e.g., a teacher is no longer employed by the school; a parent's child unenrolls from the school; or a community member no longer resides in Minnesota), the director is ineligible to be a director and is automatically removed from the board of directors as of the date their status changes

- 2.4 Qualifications** All new board directors are expected to complete MN mandatory board member trainings in finance, governance, and employment law. Training must begin within six (6) months of being seated and completed within twelve (12) months. If the new board member does not complete mandatory trainings within twelve (12) months, they will be

removed from the board until said training is complete. All new board members and other board directors shall attend annual training offered by the school throughout the board members' terms.

2.5 Board Structure

2.5.1 Designation of Governance Structure. The board of directors shall adhere to the teacher majority or parent majority or community member majority structure. Any change in the governance structure must conform with the board composition established in Section 2.3 above.

2.5.2 Requirements to Change Governance Structure. The board may change the governance structure only upon:

a majority vote of the board of directors and a majority vote of the licensed teachers employed by the school as teachers, including licensed teachers providing instruction under a contract between the school and a cooperative, with licensed teachers who are both employed at the school and a director having one vote.

AND

approval of the school's authorizer.

2.5.3 Process and Procedures to Change Governance Structure.

2.5.3.1 Requests and Petitions to Change Structure. The board may consider a change in its governance structure upon receipt of a request for such consideration signed by at least two directors, or the receipt of a petition to so change the governance structure signed by at least 70% of the parents of students enrolled in the school or 70% of the licensed teachers employed at the school.

2.5.3.2 Special Board Meeting to Solicit Community Comment. Upon receipt of a request or petition complying with Section 2.5.3.1 above, the board shall schedule and publicize a special board meeting, to be held within thirty days of receipt of such request or petition, for the sole purpose of receiving community comment regarding the governance structure. When publicizing the special board meeting, the board shall also invite the school community to submit written comments to the board prior to the special board meeting.

2.5.3.3 Board Meeting. The board shall place on the agenda of its regular meeting following the special board meeting consideration of changing the governance structure. Placing the item on the agenda does not require any board member to introduce a motion or second a motion for such consideration.

2.5.3.4 Effective Date of Change in Governance Structure. Any change in the governance structure complying with this Section is not effective for the duration of the current charter contract period and will be effective for the subsequent charter contract period and begin on the same date as the effective date of the charter contract next executed between the school and its authorizer.

Section 3. Regular Meetings Regular meetings of the Board of Directors shall be held on a schedule established by the Board of Directors on an annual basis. The schedule of all regular Board meetings will be maintained in the school office and posted on the school's official website. The Board of Directors shall normally meet on a monthly basis.

Section 4. Annual Meeting or Organizational Meeting The annual meeting of the voters of the charter school shall be held at such time and location as determined by the board of directors. The date for the election which will be certified during the annual meeting must coincide with a date that school is in session based on the school calendar approved by the board of directors. Notification of the meeting at which board members will be elected shall be sent to all eligible voters by e-mail, by newsletter, or other postal service mailed first class at least thirty (30) days prior to the meeting date. Notice will also be given on the Art and Science Academy school bulletin board and the Art and Science Academy website. Such notice shall contain the date, time, and location of the meeting.

Section 5. Special Meetings Special meetings of the Board of Directors may be called at any time, for any purpose, by the Board Chair or upon the written request of three members of the Board. Notice of every special meeting of the Board of Directors shall be delivered in person, by telephone, and/or electronic communication to each board member at least three (3) days before the day on which the meeting is to be held. Public notice of special meetings will be provided consistent with the provisions of the Minnesota Open Meeting Law, Minn. Stat. Chap. 13D.

Section 6. Emergency Meetings An emergency meeting is a special meeting called by the board due to circumstances that, in its judgment, require immediate board consideration. Notice of an emergency meeting of the Board of Directors shall be delivered to board members in person, by telephone, and/or electronic communication. The notice must include the subject of the meeting. Public notice of emergency meetings will be provided consistent with the provisions of the Minnesota Open Meeting Law, Minn. Stat. Chap. 13D.

If matters not directly related to the emergency are discussed or acted upon at an emergency meeting, the minutes of the meeting must include a specific description of them and reported at the next regular meeting of the board.

Section 7. Closed Meetings From time to time, it may be necessary or legally required that the board choose to close a meeting. The notice and operation of a closed board meeting must be according to MN State Statute 13D. Meetings may be closed only for purposes authorized by Minnesota statutes.

Section 8. Quorum, Adjourned Meeting and Voting

8.1 Quorum and Adjourned Meeting The board must have a quorum in order for the transaction of business to occur. A quorum will consist of:

- In a five (5) member board, at least three (3) directors attending.
- In a seven (7) member board, at least four (4) directors attending.
- In a nine (9) member board, at least five (5) directors attending.

If, however, such quorum shall not be present at any such meeting, the director or directors present thereat shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present. Notwithstanding the foregoing, if a quorum is present when a duly called meeting is convened, and later enough directors withdraw from the meeting so that less than a quorum remains, all business must be ceased and an adjournment will precede this event.

8.2 Voting At each meeting each director shall have one (1) vote. Directors may vote in person. Except as otherwise set forth herein or as required by applicable law, the affirmative vote of a majority of a quorum of voting directors shall constitute a duly authorized action of the board. No director shall have more than one (1) vote in any circumstance.

Section 9. Resignation and Removal Directors may resign at any time, effective immediately or at a specified later date, by giving written notice to the board chair. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A director may be removed at any time, with cause, by a two-thirds (2/3) vote of a majority of all remaining directors of the charter school. Failure to attend three (3) consecutive meetings without prior legitimate notification may constitute cause.

Section 10. Filling Vacancies Vacancies on the board of directors caused by death, disqualification, resignation, disability, removal, or such other cause may be filled by appointment of a new director by the affirmative vote of a majority of the remaining directors, even if less than a quorum. A director filling a vacancy shall hold office until the next annual meeting of the members or until his successor has been duly elected and qualified, subject to his earlier death, disqualification, resignation, or removal.

On a temporary basis, a vacancy may need to be filled for health or other reasons for a short period of time. If a director informs the board chair of such an occurrence in writing, a new director may be appointed to fill the vacancy on a temporary basis by the affirmative vote of a majority of the remaining directors, even if less than a quorum. A director filling a vacancy shall hold office until the original director informs the board that they will be returning to their duties but no more than 90 days total.

Section 11. Compensation Directors are allowed mileage and expenses reimbursement for reasonable out-of-pocket costs incurred in the performance of board duties, consistent with State of Minnesota board practices.

Section 12. Presence at Meetings Members of the board of directors or of any committee, as applicable, may participate in a meeting of the board of directors or any committee by means of conference telephone or similar communications equipment in accordance with Minn. Stat. § 13D.02 or Minn. Stat. § 13D.021.

Section 13. Committees of the Board The board may, by resolution passed by a majority of the board members, designate, define the authority of, set the number of and determine the identity of members of one or more committees, and disband any committee as it sees fit. Committee members must be natural persons but need not be members of the board of directors. The board may, by similar appointment, designate one or more alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee. Meetings of committees shall be held in accordance with the Minnesota Open Meeting Law, Minn. Stat. Chap. 13D, as amended, if the committee is subject to the Open Meeting Law or if the school's authorizer requires the committee meeting to be held in compliance with the Open Meeting Law.

13.1 Authority of Committees Any committee, to the extent provided in these bylaws or in the resolutions creating such committee, shall have only the powers given it by the board of directors. Unless otherwise stated in the resolutions creating it, or in these bylaws, a committee shall not take actions and shall instead report back to the full board of directors for actions to take place. 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.

13.2 Procedures for Conducting Meetings The activities of all committees of this charter school shall be conducted in such a manner as will advance the best interest of the charter school. Each committee shall fix its own rules of procedure and other regulations which shall be consistent with the articles of incorporation, these bylaws, and the policies of the charter school. In the absence of specific rules, the regular board rules will be the default. The board chair and executive director shall be ex-officio members of all committees, unless they serve as a member of such committee. The meetings of all committees shall be open to attendance by all directors but

may not vote or participate unless such director is a member of the committee.

- 13.3 Limitation on Authority of Committees** Each committee shall be under the direction and control of the board and shall keep regular minutes of their proceedings. All actions of each committee shall be reported to the board of directors and shall be subject to revision and alteration by the board of directors.

ARTICLE V OFFICERS AND EMPLOYEES

Section 1. Number; Election The officers of the charter school shall be elected for two to three (2-3) year terms by the board of directors at its first meeting after the yearly elections, and shall consist of a board chair, vice chair, and secretary/treasurer. The secretary/treasurer can be split between two persons if the board deems it appropriate. Members of the board retain their officer roles for the remainder of their term or until the board decides to hold another officer election during the annual reorganization following annual elections. Other officers as the board of directors shall determine from time to time necessary to conduct business will be elected as appropriate.

Section 2. Vacancies A vacancy in any office of this charter school occurring by reason of death, disqualification, resignation, or removal may, or in the case of a vacancy in the office of board chair or treasurer shall, be filled for the unexpired portion of the term by appointment of a successor by the board of directors.

Section 3. Board Chair. The Board Chair shall:

- 3.1** Act as the chair of the board of directors and exercise the functions of the office of the board chair of the charter school;
- 3.2** Preside at all meetings of the board of directors;
- 3.3** Perform such duties and exercise such powers as are necessary or incident to the supervision and management of the business and affairs of the charter school;
- 3.4** Sign and deliver, in the name of the charter school, all deeds, mortgages, bonds, contracts, or other instruments requiring an officer's signature, unless otherwise directed by the board;
- 3.5** Have the general powers and duties usually vested in the office of the board chair; and

- 3.6 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.

Section 4. Vice Chair. The Vice Chair shall:

- 4.1 Attend all meetings of the board of directors;
- 4.2 Assist the board chair and secretary/treasurer in any means necessary;
- 4.3 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; and
- 4.4 Preside at meetings of the board when the board chair is unavailable.

Section 5. Secretary/Treasurer. The Secretary/Treasurer shall:

- 5.1 Attend all meetings of the board of directors;
- 5.2 Record all proceedings of the minutes of the board of directors, and committees in a book to be kept for that purpose or designate another responsible party for this duty;
- 5.3 Preserve all documents and records belonging to the charter school;
- 5.4 Give or cause to be given notice of all meetings of the board of directors and committees;
- 5.5 Attend financial meetings as necessary, including a monthly review of finances before regular board meetings; and
- 5.6 Perform such other duties as may be prescribed by Minnesota statutes, section 317A.305, subd. 3, and by the board of directors or the board chair from time to time.

Section 6. Management and Administrative Employees The charter school may have such management and administrative employees as the board of directors deems necessary. Such employees shall be appointed in a manner, have the duties and responsibilities and hold their positions for the time prescribed by the board of directors.

Section 7. Compensation Directors shall not receive compensation for their services as a Director, but nothing in these Bylaws shall prevent a licensed teacher from serving as a Board member and receiving compensation for his/her employment as a licensed teacher of the school. Employees of the charter school shall be paid such reasonable compensation for their services rendered to the charter school in their capacity as employees. Directors and employees may be reimbursed for reasonable out-of-pocket

expenses incurred by them in rendering services related to their board and job responsibilities.

Section 8. Bond The board of directors of this charter school shall from time to time determine which, if any, of the officers, agents or employees of this charter school shall be bonded and the amount of each bond.

Section 9. Removal of Officer Any officer may be removed at any time, with or without cause, by the vote of a majority of a quorum of the board of directors at any regular meeting or at a special meeting called for that purpose.

Section 10. Resignation Any officer may resign at any time. Such resignation shall be made in writing to the board chair or the secretary of the charter school and shall take effect at the time specified therein or, if no time be specified, at the time of its receipt by the board chair. The acceptance of a resignation shall not be necessary to make it effective.

ARTICLE VI DISTRIBUTION OF ASSETS

Section 1. Right to Cease Operations and Distribute Assets By a majority vote of all directors, the board of directors may resolve that Art and Science Academy cease operations and voluntarily dissolve. Such resolution shall set forth the proposed dissolution and direct designated officers of Art and Science Academy to perform all acts necessary to affect dissolution. Written notice shall be given to all directors stating that the purpose of the meeting shall be to vote upon the dissolution of Art and Science Academy. If such cessation and distribution is called for, the board of directors shall set a date for commencement of the distribution.

Section 2, Cessation and Distribution When cessation of operations and distribution of assets has been called for, the board of directors and the designated officers shall cause Art and Science Academy to discontinue its regular business activities and operations as soon as practicable, and shall liquidate and distribute all Art and Science Academy's assets to other entities in accordance with Minnesota statutes chapter 317A.735 and in accordance with the articles of incorporation. Notice of intent to dissolve shall be filed with the Secretary of State pursuant to Minnesota statutes chapter 317A.723.

ARTICLE VII INDEMNIFICATION

Section I. Indemnification Each director, officer, and employee of the charter school, past or present, shall be indemnified by the charter school in accordance with, and to the fullest extent permitted by Minnesota statutes, section 317A.521, as amended, except that such indemnification will be limited as required by applicable law including Minn. Stat. Chap. 124E. The charter school shall also indemnify and hold harmless the individuals

identified in Minn. Stat. § 124E.09(d), in accordance with that statute, as amended. This duty to indemnify applies provided the individuals identified in this Section were acting in the performance of their duties of the position and were not guilty of malfeasance of office, willful neglect of duty, or bad faith. The charter school 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 charter school 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 herein and no individual, firm, or entity shall have any rights under this section by way of assignment, subrogation or otherwise, whether voluntarily, involuntarily, or by operation of law.

Section 2, Insurance The charter school shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the charter school, or who is identified in Section 1, 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 charter school would have the power to indemnify such person against liability.

ARTICLE VIII AMENDMENTS

The power to adopt, amend, or repeal the bylaws is vested in the board of directors.

ARTICLE IX FINANCIAL MATTERS

Section 1. Contracts The board of directors may authorize any officer or officers, agent or agents of the charter school to enter into any contract or execute and deliver any instrument in the name and on behalf of the charter school, and any such authority may be general or confined to specific instances. Unless so authorized by the board of directors or these bylaws, no officer, agent, or employee shall have any power or authority to bind the charter school by any contract or engagement, or to pledge its credit or to render it liable for any purpose or to any amount.

Section 2. Loans and Pledges No loans shall be contracted or pledges or guarantees given on behalf of the charter school unless specifically authorized by the board of directors.

Section 3. Authorized Signatures All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the charter school 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 these bylaws.

Section 4. Deposits All funds of the charter school shall be deposited to the credit of the charter school 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.

Section 5. Documents Kept at Registered Office The board of directors shall cause to be kept at the registered office of this charter school originals or copies of:

- 5.1 Records of all proceedings of the board of directors and all committees;
- 5.2 Records of all votes and actions of the directors;
- 5.3 All financial statements of this charter school; and
- 5.4 Articles of incorporation and bylaws of this charter school and all amendments and restatements thereof.

Section 6. Accounting System and Audit The board of directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on an annual basis, an appropriate accounting and financial reporting system for the charter school. This accounting system will be in accordance with the Minnesota Department of Education UFARS, SERVS, or other system for standardized reporting designated by the Minnesota Department of Education. The board shall cause the records and books of account of the charter school to be audited at least once each fiscal year and at such other times as it may deem necessary or appropriate and may retain such person or firm for such purposes as it may deem appropriate.

ARTICLE X MISCELLANEOUS

Section 1. Gender References All references in these bylaws to a party in the masculine gender shall include the feminine and neutral.

Section 2. Plurals All references in the plural shall, where appropriate, include the singular and all references in the singular shall, where appropriate, be deemed to include the plural.

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CERTIFICATE

The undersigned members of the board of directors of Art and Science Academy, a Minnesota charter school, do hereby certify that the foregoing fourteen (14) pages constituting the bylaws are the bylaws adopted for the charter school.

DocuSigned by:
Roberta Provost
FD8FACD73FE2433...
Roberta Provost, Board Chair/Treasurer
6/14/2024
Date

DocuSigned by:
[Signature]
D034C8FFFB7B402...
Adam Schorer, Vice Chair
6/14/2024
Date

DocuSigned by:
Kara Dahl
3042C0A1B525430...
Kara Dahl, Secretary
6/14/2024
Date

DocuSigned by:
Christy Flaspeter
E92F8474CDC2452...
Christy Flaspeter
6/15/2024
Date

DocuSigned by:
[Signature]
GD439EC66CA841C...
Nikki Draper
6/15/2024
Date

DocuSigned by:
Roberta Provost
FD8FACD73FE2433...
Kristy Livingston
6/16/2024
Date

Vacant
Date