

## **Bylaws of Notre Ecole Charter School**

### **Article I - Purpose**

#### **Purpose**

The purpose of the corporation is to maintain and operate a school as a not-for-profit enterprise. The corporation also has such powers as are now or may hereafter be granted by the General Not-for-Profit Corporation Act of the State of MN.

### **Article II - Membership**

No members of the Board of Directors of the Corporation shall be members of the Corporation.

### **Article III – Board of Directors**

Section 1. General Powers. The Board shall govern the affairs of the Corporation. Except as limited by the Articles of Incorporation, these Bylaws and the Minnesota Statutes Section 124E and Section 317A under which this Corporation is organized, the Board shall have the power and the authority to do all acts and perform all functions that the Corporation may do or perform. The Board is responsible for overall policy and direction of the Corporation, and delegates the responsibility for day-to-day operations to the Notre Ecole Teacher Partnership and committees.

Section 2. Board Structure. The Board shall consist of not fewer than five (5) nor more than (11) unrelated members. A majority of the Board shall at all times consist of members of the community. The Board shall have at least one parent or legal guardian of a student enrolled in Notre Ecole Charter School who is not employed by Notre Ecole Charter School, and at least one community member who resides in Minnesota and is not employed by Notre Ecole Charter School or has a child enrolled in Notre Ecole Charter School. The designated administrators and chief financial officer (the person employed by the staff having responsibility for the financial affairs of the school) shall be ex-officio members of the Board. The Board of Directors may change its governance structure only:

(1) by 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; and (2) with the authorizer's approval.

Section 3. Terms. Each director shall hold office for a three year term or until a successor has been duly elected and certified, or until the director dies, resigns, is removed or the term otherwise expires. Newly elected directors shall replace their predecessors immediately following the final meeting of the school year in which they are elected, unless they are appointed to fill an off-cycle vacancy.

Section 4. Nomination Process. At least 30 days prior to the Board Election, the Board will solicit nominations for all director positions to be filled. The Board (or its designated board committee) will compile the list of nominees for each position fifteen days prior to election.

Section 5. Election Procedures. Board elections must be held during the school year and may not be conducted on days when the school is closed. The Board shall notify eligible voters of the school board election dates and methods of voting at least 30 days before the election. The board may hold the election on a single day or over the course of a 7-day period. The board may conduct the election via paper ballots, online or both, implementing appropriate security measures to ensure only one vote per eligible voter. The highest vote getter for each open position will be declared the winner. In the event of a tie, a runoff election will be held online (and on paper if time permits). The board shall certify the winner at the next regular meeting following the election, pursuant to the completion of a background check.

Section 6. Eligible voters. Staff members employed at the school, including teachers providing instruction under a contract with the school, members of the Board, and all parents or legal guardians of children enrolled in Notre Ecole are the voters eligible to elect the members of the Board.

Section 7. 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 or the Secretary of the Corporation. 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 or without cause, by a two-thirds (2/3) vote of all remaining directors. Failure to attend three consecutive meetings or four meetings in a year shall constitute cause.

Section 8. Filling Vacancies. Vacancies on the Board caused by death, disqualification, resignation, removal or other cause shall 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 is present. A director filling a vacancy shall hold office until final meeting of the school year after the most recent board election.

Section 9. Compensation. Except for licensed teacher directors, directors shall not receive compensation for their services as a director. The directors of this Corporation may be reimbursed for reasonable out-of-pocket expenses incurred by them in rendering services to this Corporation as the Board from time to time determines such services to be directly in furtherance of the purposes and in the best interest of the Corporation.

## Article IV – Meetings

Section 1. Minnesota Open Meeting Law. All meetings of the Board and its standing and ad hoc committees shall be conducted in compliance with Minnesota Statute, Section 13D.

Section 2. Regular Meetings. A schedule of the regular meetings of the Board shall be kept on file at the Notre Ecole office and published on the school calendar and on the school website. Regular meetings of the Board shall be held during the school year, at an agreed upon time and place. If the Board decides to hold a regular meeting at a time or place different from the time or place stated in the schedule, it shall give notice by a posting on the Notre Ecole School website or newsletter at least five days prior to the date of the meeting. Board meetings may be canceled with notice by email to members and posting the notice of cancellation on the school website.

Section 3. Special Meeting. A special meeting of the Board may be called at any time upon the request of the Board Chair or by a majority vote of the Board. Notification shall be by posting a written notice on the door of the Board’s usual meeting room and on the Notre Ecole website or newsletter at least 5 days prior to the meeting date. Such notice shall contain the date, time, place and purpose of the meeting. An “Emergency” meeting is a specific type of special meeting called because of circumstances that, in the judgment of the Board, require immediate consideration by the Board. Posted or published notice of an emergency meeting is not required.

Section 4. Annual Meeting. The annual meeting of the Board shall be held at such time and location as determined by the Board. The annual meeting shall be held on a day in which Notre Ecole is in session. Notification shall be by posting on the Notre Ecole website or newsletter at least five days prior to the meeting date. Such notice shall contain the date, time and place of the meeting.

Section 5. Meetings Conducted by Interactive TV. Board and committee meetings may be conducted by interactive TV so long as the following conditions are met:

- a. All members of the body participating in the meeting, wherever their physical location, can hear and see one another and can hear and see all discussion and testimony presented at any location at which at least one member is present;
- b. Members of the public present at the regular meeting location of the body can hear and see all discussion and testimony and all votes of members of the body;
- c. At least one member of the body is physically present at the regular meeting location; and
- d. Each location at which a member of the body is present is open and accessible to the public.

Section 6. Quorum. For any regular, special or annual meeting, a majority of the voting members participating shall constitute a quorum. Each member of the board participating by telephone or other electronic means is considered present at the meeting for purposes of determining a quorum. If a quorum is not established, the director or directors present shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum is convened. If enough directors withdraw from a meeting, so that less than a quorum remains, the directors remaining may continue to transact business until adjournment.

Section 7. Voting. Each member shall have the power to exercise one vote on all matters to be decided by resolution of the Board. Members may vote in person or by proxy. The affirmative vote of a majority of a quorum of Board members shall constitute a duly authorized action of the Board.

## **Article V – Committees**

Section 1. Committees of the Board. The Board may, by resolution passed by a majority of the Board, designate, define the charter and authority of, and set the number of standing and ad hoc board committees. The Board may, by similar vote, select the members of each committee. Committee members need not be members of the Board. The Board may, by similar vote, designate one or more alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee. The Board Chair shall appoint all committee chairs and shall be an ex-officio member of each committee, unless they serve as a member of such committee.

Section 2. Authority of Committees. Any committee shall operate under the direction and control of the Board. Any committee, to the extent provided in these Bylaws or in the resolutions creating such committees, shall have and may exercise all of the powers and authority granted by the Board in the governance of the Corporation, provided, however, that no committee shall be granted any powers exceeding or the same as that granted to the Board. Unless otherwise stated in the resolution 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. All committees shall make recommendation to the Board and shall not have the authority to act on behalf of the Board.

Section 3. Committee Procedures. The activities of all committees of this Corporation shall be in such manner as will advance the best interest of the Corporation. Each committee shall fix its own rules of procedure, meetings and other regulations, which shall be consistent with the Articles on Incorporation, these Bylaws and the policies of the Corporation. Committee meetings shall be open to attendance by all directors, but only members of the committee may vote. Each

committee shall keep regular minutes of its proceedings and provide meeting notice as required by Minnesota Open Meeting Law, Minnesota Statute 13D.

## **Article VI – Officers and Employees**

Section 1. Number and Election. The officers of the Corporation shall be elected for one year terms by the Board, and shall consist of a President (Board Chair), Treasurer (Chief Financial Officer), Secretary and other officers as the Board shall determine from time to time (e.g., the Board may choose also to elect a Vice President (Vice Board Chair)).

Section 2. President (Board Chair). The President shall:

- a. Act as the chairperson of the Board and perform the functions of the office of the president of the Corporation;
- b. Preside at all meetings of the Board;
- c. Perform such duties and exercise such powers as are necessary or incident to the governance and oversight of the business and affairs of the Corporation;
- d. Sign and deliver, in the name of the Corporation, all deeds, mortgages, bonds, contracts, or other instruments requiring an officer's signature, unless otherwise directed by the Board;
- e. Have the general powers and duties usually vested in the office of the president, and
- f. Have such other powers and perform such other duties as are prescribed by Minnesota Statutes, Section 317A, and as the Board may prescribe from time to time.

Section 3. Vice-President (Vice Chair). Should the Board choose to elect a Vice President, they shall:

- a. Perform all of the functions described in Article VI, Section 2 in the absence of the Chair, and
- b. Have such other powers and perform such other duties as are prescribed by Minnesota Statutes, Section 317A, and as the Board may prescribe from time to time.

Section 4. Treasurer. The Treasurer shall:

- a. Keep accurate accounts of all monies of the Corporation received or disbursed;
- b. Have the care and custody of the corporate funds and securities;
- c. Have the power to endorse for deposit all notes, checks and drafts received by the Corporation;
- d. Maintain easy-to-understand financial reporting for use by the Board and requesting public;
- e. Collaborate fully with auditors and authorizer staff;

- f. Render to the Board Chair and the Board, whenever required, an account of all financial transactions completed as Chief Financial Officer and of the financial condition of the Corporation;
- g. Perform other duties and have other powers as prescribed by the Board or the Board Chair related to financial matters.

Section 5. Secretary. The Secretary shall maintain the office of the Corporation and shall:

- a. Attend all meetings of the Board and Board committee meetings when requested;
- b. Record all proceedings of the minutes of the Board (and Board committees when requested), save one copy in a paper file and post electronically to Notre Ecole's school's website.
- c. Collect, file and post minutes of committees when not present;
- d. Preserve all documents and records belonging to the Corporation
- e. Maintain a list of all members of the Corporation in good standing;
- f. Provide or cause notice to be provided of all meetings of the Board and its committees; and
- g. Perform other duties as prescribed by the Board or the Board Chair.

Section 6. Removal of Officer. Any officer may be removed from their officer role at any time, with or without cause, by the vote of 2/3 of the Board at any regular meeting or at a special meeting called for that purpose.

Section 7. Resignation of Officer. Any officer may resign their office at any time. Such resignation shall be made in writing to the President or the Secretary of the Corporation and make effect at the time specifies in the written notice, or if no time is specified, at the time of receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

Section 8. Vacancies. A vacancy in any office of this corporation occurring by reason of death, disqualification, resignation or removal shall be filled for the unexpired portion of the one-year appointment of a successor by the Board.

Section 9. Management and Administrative Employees. Notre Ecole operates as a Teacher Partnership Model. The Teacher Partnership at Notre Ecole includes all salaried licensed teachers and social workers. The Teacher Partnership shall actively manage the business and affairs of Notre Ecole, and shall see to it that all orders and resolution of the Notre Ecole Board of Directors are carried into effect. The Teacher Partnership shall be responsible for overseeing the application and implementation of established policies in the operations of Notre Ecole. Subject to Minnesota law, in general, the Teacher Partnership shall designate roles and responsibilities of Notre Ecole employees to perform the duties prescribed by the Board of Directors.

Section 10. Bond. The Board shall from time to time determine which, if any, of the officers, agents or employees of the Corporation shall be bonded and the amount of each bond.

### **Article VII – Conflicts of Interest**

Section 1. Limitations on Board Membership. An individual is prohibited from serving as a member of the Notre Ecole School Board if the individual, an immediate family member, or the individual's partner is full- or part-owner or principal with a for-profit or nonprofit entity or independent contractor with whom the Corporation contracts, directly or indirectly, for professional services, goods or facilities. An individual is also prohibited from serving as a Board member if an immediate family member is an employee of the school. Further, any employee, agent or Board member of Notre Ecole Charter School's authorizer who participates in initially reviewing approving, overseeing, evaluating, renewing or not renewing Notre Ecole Charter School's contract is ineligible to serve on the Board.

Section 2. Conflict of Interest Statement. Each director must complete a conflict-of-interest statement for review by the Board's Authorizer within thirty days of their election, and shall annually complete such a statement on the anniversary of their election or on an annual date selected by the Board.

### **Article VIII – Offices**

The registered office of the Corporation in the State of Minnesota is as stated in the Articles of Incorporation. The Corporation may have other offices within the State of Minnesota as the Board 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 IX – School Dissolution and Distribution of Assets**

Section 1. Right to Cease Operations and Distribute Assets. By a two-thirds (2/3) vote of all directors, the Board may resolve that the Corporation cease operations and voluntarily dissolve. Such resolution shall set forth the proposed dissolution and direct designated officers of the Corporation to perform all acts necessary to effect a dissolution. Written notice as required by these Bylaws shall be given to all voting members stating that the purpose of the meeting shall be to vote upon the dissolution of the Corporation. A resolution of dissolve the Corporation shall be approved only upon the affirmative vote of two-thirds of all directors of the board taken at a meeting during which the resolution is brought before the voting members. If such cessation and distribution is called for, the Board shall set a date for the commencement of the distribution.

Section 2. Cessation and Distribution. When cessation of operations and distribution of assets has been called for, the Board and the designated officers shall cause the Corporation to discontinue its regular business activities and operations as soon as practicable, and shall liquidate and distribute all of the Corporation's assets to other entities in accordance with Minnesota Statutes, Section 317A, 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, Section 317A.

### **Article X – Indemnification**

Section 1. Indemnification. 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, trustee, 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. 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. The Corporation shall have the power to advance such person's expense 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 individuals designated herein and no individual, firm or entity shall have any rights under this Section by way of assignment, subrogation or otherwise, where voluntarily, involuntarily or by operation of law.

Section 2. 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, the Articles of Incorporation or these Bylaws.

### **Article XI – Amendments**

Subject to the right of the voting members to adopt, amend, and repeal these Bylaws as set forth in Minnesota Statutes, Section 317A, the power to adopt, amend or repeal the Bylaws is vested in the Board.

### **Article XII – Financial Matters**



Section 1. Contracts. The Board 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 any such authority may be general or confined to specific instances. Unless so authorized by the Board or these Bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract of engagement, or to pledge its credit or to render it liable pecuniary for any purpose of or to any amount.

Section 2. Loans and Pledges. No loans shall be contracted nor pledges or guarantees given on behalf of the Corporation unless specifically authorized by the Board.

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 Corporation shall be signed by such persons and in such manner as shall be determined by the Board or these Bylaws.

Section 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 may designate and shall be disbursed under such general rules and regulations as the Board may determine.

Section 5. Corporate Seal. The Corporation shall not have a corporate seal.

Section 6. Documents Kept at Registered Office. The Board shall cause to be kept at the registered office of the Corporation originals or copies of:

- a. Records of all proceedings of the Board and all committees;
- b. Records of all votes and actions of the members;
- c. All financial statements of the Corporation; and
- d. Articles of Incorporation and Bylaws of this Corporation and all amendments and restatements thereof.

Section 7. Accounting System and Audit. The Board shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, and appropriated accounting and financial reporting system for the Corporation. The Board shall cause the records and books of accounts of the Corporation to be audited at least once each fiscal year and at other times it deems necessary, and may retain qualified person(s) or a firm for such purposes as it deems appropriate.

**Article XIII – Miscellaneous**

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

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

Section 3. Governing Law. At all times the Corporation shall abide the provisions of Minnesota and Federal Law including, but limited to MN Statute 124E, the Minnesota Open Meeting Law and Minnesota Data Practices Act.

Adapted at a properly noticed meeting of the Board of Directors on 3/3/2019

Certified:

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Secretary