

**REVISED AND RESTATED BY LAWS
OF
ST. CLOUD MATH AND SCIENCE ACADEMY**

A Minnesota Nonprofit Corporation

Minnesota School District #4223

Adopted by St. Cloud Math and Science Academy Board of Education on May 11, 2015.

I. PURPOSE

The objects and purposes of the Corporation are as stated in its Articles of Incorporation.

II. OFFICES

1. Registered Office. The address of the registered office of the Corporation is 1504 Sixteenth Street South St. Cloud, MN 56301.
2. Other Offices. 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 from time to time.
3. The School Operated by the Corporation. The Corporation has been organized to operate a charter school, as defined by Minnesota Statutes Section 124D.10 (the “Statute”) under, the name “The St. Cloud Math and Science Academy”. References herein to The St. Cloud Math and Science Academy or the “School” shall refer to the Corporation.

III. MEMBERSHIP

A. Founding (Interim) Board of Directors – first year of school operation.

Membership: The board shall consist of at least five and not more than nine non-related members. The Director, CEO, Academic Director and/or the Chief Financial Officer shall not be a voting member of the Board. The members of the Corporation shall be the persons so designated from time to time by the Board of Directors. Unless otherwise determined by amendment to these by-laws, the Members of the Corporation shall be the Members of the Board of Directors. Members shall not be required to pay a membership fee or annual dues. The initial members shall have voting rights.

Membership Criteria: In the event that Members are determined other than by the Directors, membership criteria shall be adopted by the Board of Directors or as required in MN Statute, and all membership approval shall be the responsibility of the Board of Directors. Members may resign at any time without the approval of the Board of Directors. New members may join this board upon recommendation and a majority vote of the remaining members.

First Annual Meeting: The first required annual meeting of the members of the Corporation shall be held prior to the end of the first year of operation while school is still in session at such time and location as determined by the Board of Directors, but no later than the last day of school of the first year during which the Corporation is in existence. The meeting shall be public under the Minnesota Open Meeting Law (Mn. Stat. 13d.01 et seq). Notification shall be by newsletter or other postal service mailed first class at least thirty (30) days prior to the meeting date. Such notice shall contain the date, time and place of the meeting.

MN Statute requires the following minimum composition of the Operational (Commencing the Second Year of Operation) Board of Education:

- a) At least one teacher employed by the school;
- b) At least one parent or legal guardian of a student enrolled in the school who is not an employee of the charter school;
- c) At least one interested community member, who resides in Minnesota, is not employed by the school and does not have a child in the school.

The board governance model can be changed only as outlined in these bylaws, MN Statute and with these conditions: a majority vote of all teachers employed by the school and the existing board of directors (at no time can a eligible voter have two votes because of board membership) and additionally meet with the authorizer’s approval.

The purpose of this First Annual Meeting shall be the election of an Operational (on-going) Board of Directors for the Corporation. Following the process outlined in “Addendum A” – a part of this document, all founding (interim) board members shall apply for and if recommended by the nominating committee be placed on the ballot for election to the Operational (on-going) Board of Directors with the following staggered terms of service:

St. Cloud Math and Science Academy Transition Election Terms for Board of Directors (Must take place during the 1st year of the school’s operation.)					
Board Member*	Term Length After (re-) election	Election Year 2015	Election Year 2016	Election Year 2017	Election Year 2018
A (Parent)	3 - Years	X			X 3 yrs.
B (Teacher)	3 - Years	X			X 3 yrs.
C (Comm. member)	3 - Years	X			X 3 yrs.
D	2 - Years	X		X 3 yrs.	
E	2 - Years	X		X 3 yrs.	
F	2 - Years	X		X 3 yrs.	
G	1 - Year	X	X 3 yrs.		
H	1 - Year	X	X 3 yrs.		
I	1 - Year	X	X 3 yrs.		
J					
K					
L					
M					

** At the regular January Board of Directors' meeting (during the first year of operation) the board will make the decision as to which board member will be "A", "B", etc. which will determine who is going to stand for a 3 year re-election, 2 year re-election or 1 year re-election. This designation ("A" through "I") shall remain with each of the board members for the duration of their service on the board. After the placement of the members there shall be a motion and vote on the decision. The Secretary shall keep records of this decision in the official minutes if the board.*

** See Addendum "A" at the end of this document for an explanation of this chart.*

Quorum: For any annual meeting, ten (10) percent of the total number of eligible voting members shall constitute a quorum. Eligible voting members shall consist of:

- a) All staff members employed at the school;
- b) All parents or legal guardians of students currently enrolled and attending the school;
and
- c) The current Board of Directors

Voting: At the annual meeting of the membership, every voting member shall have one (1) vote. Members may vote in person only. The affirmative vote of a majority of a quorum of voting members shall constitute a duly authorized action of the membership.

B. Operational (On-going) Board of Directors – Commencing the second year of school operation.

Membership: The board shall consist of at least five and not more than nine non-related members. The Director, CEO, Academic Director and/or the Chief Financial Officer shall not be a voting member of the Board. The members of the Corporation shall be the persons duly elected from time to time by voting members and/or appointed by directors from time to time as needed to fill vacancies by the Board of Directors. Unless otherwise determined by amendment to these by-laws, the Members of the Corporation shall be the Members of the Board of Directors. Members shall not be required to pay a membership fee or annual dues.

Membership Criteria: MN Statute requires the following minimum composition:

- α) At least one teacher employed by the school;
- β) At least one parent or legal guardian of a student enrolled in the school who is not an employee of the charter school;
- χ) At least one interested community member, who resides in Minnesota, is not employed by the school and does not have a child in the school.

The board governance model can be changed only as outlined in these bylaws, MN Statute and/or with these conditions: a majority vote of all teachers employed by the school and the existing board of directors and additionally meet with the authorizer's approval.

Members may resign at any time without the approval of the Board of Directors. New members may fill vacancies on this board upon recommendation and a majority vote of the remaining board members.

Second and All Subsequent Annual Meetings: Commencing on the second year of operation, an annual meeting of the members of the Corporation shall be held annually prior to the end of the school year while school is still in session at such time and location as determined by the Board of Directors, but in no event later than the last day of school of the school year during which the Corporation is in existence. The meeting shall be public under the Minnesota Open Meeting Law (Mn. Stat. 13d.01 et seq). Notification shall be by newsletter or other postal service mailed first class not later than thirty (30) days prior to the meeting date. Such notice shall contain the date, time and place of the meeting.

The purpose of this meeting shall be the election of the Operational (On-going) Board of Directors for the corporation. Directors to be elected shall be based on the following chart which shall be updated for 2016 and all subsequent years or as needed due to change in governance. The board governance model can be changed only as outlined in these bylaws, MN Statute and/or with these conditions: a majority vote of all teachers employed by the school and the existing board of directors and additionally meet with the authorizer’s approval.

St. Cloud Math and Science Academy Election Terms for Operational Board of Directors – Starting the 2nd-year (2016 all elections are for 3-year terms.				
Board Member	Election Year 2016	Election Year 2017	Election Year 2018	Election Year 2019
A*			X 3 yrs.	
B			X 3 yrs.	
C			X 3 yrs.	
D		X 3 yrs.		
E		X 3 yrs.		
F		X 3 yrs.		
G	X 3 yrs.			X 3 yrs.
H	X 3 yrs.			X 3 yrs.
I	X 3 yrs.			X 3 yrs.

**See Addendum “B” at the end of this document for an explanation of this chart.*

** The Board must always have a Teacher, a Parent, and a Community Member on its Roster.*

Quorum: For any annual meeting, ten (10) percent of the total number of eligible voting members shall constitute a quorum. Eligible members shall consist of:

- α) All staff members employed at the school;
- β) All parents or legal guardians of students currently enrolled and attending the school;
and
- γ) The current Board of Directors

Voting: At the annual meeting of the membership, every voting member shall have one (1) vote.

Members may vote in person only. The affirmative vote of a majority of a quorum of voting members shall constitute a duly authorized action of the membership.

IV. BOARD OF DIRECTORS

General Powers: The affairs of the Corporation shall be managed by its Board of Directors. Except as limited by the Articles of Incorporation, these Bylaws, Minn. Stat. 124D.10, and by law, the Board of Directors shall have the power, responsibility and authority to do all acts and perform all functions that the Corporation may do or perform.

Number and Qualifications: The Board of Directors shall consist of not less than five (5) nor more than nine members.

Elections: Members shall be identified as Directors A, B, C, D, E, etc.) Commencing in school year 2015 all director positions shall be elected to staggered terms as outlined in Article III.

V. TYPES OF MEETINGS

Annual Meetings: An annual meeting of the members of the Corporation shall be held annually prior to the end of the school year while school is still in session at such time and location as determined by the Board of Directors, but in no event later than the last day of school of the school year during which the Corporation is in existence. The meeting shall be public under the Minnesota Open Meeting Law (Mn. Stat. 13d.01 et seq). Notification shall be by newsletter or other postal service mailed first class at least thirty (30) days prior to the meeting date. Such notice shall contain the date, time and place of the meeting.

The purpose of this meeting shall be the election of the Operational (On-going) Board of Directors for the corporation and other activities deemed appropriate by the Board of Directors such as: Title I Parent Involvement Information, AYP status, achievement results, etc.

At the First Annual Meeting, Directors A, B and C for three (3) year terms; Directors D, E and F for two (2) year terms; and Directors G, H and I. and so forth to one (1) year terms were elected as outlined in Article III. Thereafter, all Director Terms shall be three (3) years. Each Director shall hold office for a three (3) year term or until a successor has been duly elected and qualified, or until the director dies, resigns, is removed or the term otherwise expires as provided by law or by the Bylaws of this Corporation.

Provided, however, at no time shall Directors terms be such that a majority of the members are elected at any single annual meeting (except such time when, in addition to electing directors for additional terms, there is also an election to fill a position for the remaining term of a Director who cannot fulfill that term.

The election of the Board of Directors shall be in compliance with Minnesota Statutes Section 124D.10 subd. 4. To that end, not later than 60 days before each Annual Meeting, the Board of Directors or its

designated Nomination Committee (which must be chaired by a Director on the Board, but may include non-Director members) will solicit nominations for all of the Director positions that will be filled at the next annual meeting. Teachers, parents, members of the Board and non-licensed staff of the school shall be asked to identify persons they believe would be interested candidates. The Board of Directors will compile a list of nominees and notify the Corporation’s Members of the nominees for each position not later than 30 days before the date of the annual meeting.

The process for selecting nominees, selecting candidates, informing the voters and preparing ballots for the Annual Meeting shall be as outlined in the following table.

St. Cloud Math and Science Academy Election Process*		
Approximate Date	Activity	Process
February 15 – More than 90 days prior to the Annual Meeting	Appointment of Nominating Committee	Board Chair Appoints Nominating Committee. The chair of the committee must be a member of the Board of Directors
March 15 – At least 90 days prior to the Annual Meeting	Seek names of all interested candidates.	Nominating committee sends letter to all parents, staff, teachers and current board members seeking names of potential candidates – both new candidates and those who may seek re-election. Letter requires names in writing and that all nominations must be in before March 15, date on which nominations cease.
March 15	Applicants are given application document.	All nominees will be provided an application form to be completed and returned to the Nominating Committee prior to April 1. Application form shall request basic information such as name, address, phone email, etc., list of skills and experiences that would qualify the candidate for a directorship and why the candidate desires to be a board member. A second page listing board duties and expectations will be provided to the candidates for their signature.
April 1 – Within the next 10 days	Candidate interviews	The nominating committee will schedule closed interview sessions with each candidate to determine who is best qualified for which position. Candidates will be notified by phone as to if and what position they have been nominated for. The nominating committee will develop a ballot for election. The ballot shall have at least one and no more than two candidates for each position*.
April 15 – At least 30 days prior to the Annual Meeting	Notification of Annual meeting date, time and place	The board of directors must notify or have notified all eligible voters as to the date, time and place of the annual meeting. This mailing may include the names and a list of qualifications for each nominee on the ballot. The nominating committee shall distribute the names and qualifications of all candidates to all eligible voters by email, first class mail, letters sent home to parents with students, and/or on the school’s website.
May 15 – Prior to the end of the school year, but in no event later than the last day of school of the school year.	Annual Meeting.	The meeting shall be chaired by the Board of Directors Chairperson. The candidates shall be introduced and allowed up to 3 minutes to introduce themselves and speak of their qualifications and reasons for seeking election. There will be no nominations from the floor. The ballots will be distributed and collected by the Nominating committee. After the ballots

		are collected, the meeting is recessed while ballots are counted (other annual activities such as Title I reports and input and other timely activities can be conducted during the recess.) After the ballots are counted the Chair of the Board reconvenes the meeting and the Nominating committee shall present the results of the election. The meeting is then adjourned.
June 15 Last regular board meeting of the fiscal year	Regular Board Meeting	New board members are invited to attend this meeting as an observer.
July 15 First official regular board meeting of new fiscal year.	First Board meeting for new members	Board member orientation and organizational meeting. Board will elect its internal officers and appoint members to the board committees.

** This process shall be followed for all Annual Meetings except the initial Operating Board election (spring of 2019) where all current directors will stand for re-election. All other processes will be followed as outlined in the table above. Addendum "C" at the end of this document will further outline the process and includes samples of the application for board membership, letters and a sample ballot.*

** The Board must always have a Teacher, a Parent, and a Community Member on its Roster.*

At the Annual Meeting, which shall be a public meeting under the Minnesota Open Meeting Act, the Directors shall act as Members. The Chair of the Nominating Committee shall recommend at least one but not more than two candidates for each open seat. Each candidate on the ballot will be permitted to speak not more than three minutes about their interest in being a Director and to answer questions as may be appropriate. There will be no nominations from the floor.

Regular Meetings: Regular meetings of the Board of Directors shall be held at least monthly as per a twelve month board approved meeting calendar. A notice of the meeting shall designate the time, place and date of such meeting and specify the proposed business to be transacted thereat. All meetings shall be public under the Minnesota Open Meeting Law (Mn. Stat. 13d.01 et seq).

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 members of the Board. Notice of every special meeting of the Board of Directors shall be mailed to each director at least five (5) days before the day on which the meeting is to be held, or be delivered in person or by telephone or by email with confirmation of receipt, not later than twenty-four (24) hours before the meeting is to be held. Meetings shall be public under the Minnesota Open Meeting Law (Mn. Stat. 13d.01 et seq).

Emergency Meetings: An emergency meeting is a special meeting called by the board due to circumstances that, in its judgment, require immediate board consideration. The procedure for notifying board members must be by telephone, email or by any other method used to notify board members. The notice must include the subject of the meeting. 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.

Closed Meetings: From time to time, it may be necessary or legally required that the board choose to

close a meeting. The closing of a board meeting must be according to MN State Statute 13D. Meetings may be closed by majority vote of members at previous open meeting of the board. Meetings may be closed for discussion purposes only (no action [votes] may be conducted in a closed meeting) on such topics as labor negotiations, to consider allegations or charges against individuals, evaluation of an individual under the direct supervision of the board and other purposes if expressly authorized by Minnesota statute. A written roll of members and non-members present must be recorded and made public. The meeting must be tape recorded and stored for at least two years and can be reviewed by the public. Any decisions arrived at in the closed session must be reported at the next public meeting.

VI. BOARD OF DIRECTOR MEETING PROCEDURES AND OPERATIONS

Quorum and Adjourned Meeting: A meeting at which at least a majority of the members of the Board of Directors are present shall constitute a quorum (4 of 7, or 5 of 9 members) for the transaction of business at any meeting of the Board of Directors. 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 (temporarily adjourn the meeting and attempt to get a quorum by calling absent members).

Directors may participate in meetings of the Board through the use of conference telephone or similar communications equipment, so long as all directors participating in the meeting can hear one another. Such participation shall constitute personal presence at the meeting, and consequently shall be counted toward the required quorum and in any vote on business transacted at the meeting with the following stipulations:

- a) A request is made to the board chair and/or the executive director at least 2 business days prior to the meeting
- b) That the request is made only 4 times per school year or less.
- c) That the member is on the conference call for the entire meeting.

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, the directors remaining may continue to transact business until adjournment.

Voting: Each member of the Board of Directors shall have the power to exercise one (1) vote on all matters to be decided by resolution of the Board. The affirmative vote of a majority (one more than half the votes cast) when a quorum of Board Members are present shall constitute a duly authorized action of the Board.

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 cause, by a two-thirds (2/3) vote of a majority of all remaining directors of the Corporation. A Board member may be asked to resign with 3 or more unexcused absences within a year.

Filling Vacancies: Unless otherwise provided by Minnesota Statutes, Section 317A.227, vacancies on

the Board of Directors caused by death, disqualification, resignation, disability, removal or such 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. A director filling a vacancy shall hold office until the next annual meeting of the members, or until the date his successor has been duly elected and qualified, subject to his earlier death, disqualification, resignation or removal.

Compensation: Directors, as such, shall not receive stated salaries for their services, but nothing in these Bylaws shall be construed to preclude any director from serving the Corporation as an employee and receiving compensation therefore as per State Conflict of Interest Statutes and the Board Policies of the school. In addition, 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 of Directors from time to time determines such services to be directly in furtherance of the purposes and in the best interest of the Corporation.

Meetings without Receiving Notice: Any director may, in writing or orally, either before, at or after any meeting of the Board of Directors, waive notice thereof and, without notice, any director by attendance at such meeting and participation therein shall be deemed to have waived notice of the action or actions taken at any meeting of the Board of Directors.

VII. STANDING BOARD COMMITTEES

Standing Committees of the Board: The Board of Directors may, by resolution passed by a majority of the Board of Directors, designate, define the authority of, set the number and determine the identity of, members of one or more committees. Committee members must be natural persons, but need not be members of the Board of Directors. 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 of Directors of the School have designated the following committees to Standing Committees of the Board: Executive – Legal/ Policy/Governance/Human Resources, Finance, Facilities, and Curriculum/Academic Accountability.

COMMITTEE DUTIES, RESPONSIBILITIES, AND POWERS

- A. Executive – Legal/ Policy/Governance/Human Resources Committee. Duties:**
1. Exercises fiduciary role to ensure that the charter school is properly managed.
 2. Has a mechanism to validate information received from the executive director (administrator).
 3. Maintains legal status; insures proper paperwork to the Minnesota Department of Education, other governmental agencies and to their authorizer.
 4. Establishes mission and program direction for St. Cloud Math and Science Academy and approves goals and objectives designed to achieve those ends.
 5. Reviews strategic plan and progress.
 6. Work with the executive director in developing and administering a school evaluation plan in cooperation with the authorizer, the MDE and ultimately complete St. Cloud Math and Science Academy's Annual Report.
 7. Establishes and communicates clear expectations of Board of education members.
 8. Assures effective participation and carry out board and board member assessments.
 9. Assure that all board members (new and incumbent) receive appropriate development training every year.

10. Defines and communicates the role of the Board and the role of the administrator in making decisions.
11. Assures appropriate involvement of Board members in St. Cloud Math and Science Academy decision-making.
12. Recommend committee chairs for all standing board committees.
13. Develop and adopt all written St. Cloud Math and Science Academy Board and School policies
14. Responsible for reviewing and recommending revisions of board and school policies annually.
15. Responsible for reviewing and recommending revisions to the Articles of Incorporation.
16. Responsible for implementing the By Laws of St. Cloud Math and Science Academy
17. Responsible for reviewing and recommending revisions to the By Laws.
18. Assist the nominating committee in identifying potential Board of Education Candidates.
19. Exercise proper judgment in self-dealing transactions – avoidance of conflicts of interest.
20. Assist in the administration of the Board’s Conflict of Interest policy.
21. Hires St. Cloud Math and Science Academy Executive Director and evaluates the lead administrator’s performance.
22. Assist in the development of the evaluation process to be used in the executive director’s performance evaluation.
23. Work with the executive director in the development of personnel policies
24. Approve the staff and teacher recruitment and hiring process.
25. Make recommendations for personnel policy changes
26. Approve the executive director’s recommendations for staffing
27. Assist in the development of staff performance review procedures
28. Assist in the development of “At Will” contracts for staff and teachers that are performance-based and include compensation for site-based operations of St. Cloud Math and Science Academy.

B. Finance Committee. Duties:

1. Reviews with the financial and business dealings.
2. Approves and recommends annual budget.
3. Reviews periodic financial reports (balance sheet, income statement, cash flows, changes in financial position).
4. Understands and reviews all budget projections.
5. Ensures that proper internal controls are in place.
6. Develops a banking relationship with a local bank and establishes a “cash-flow loan” arrangement.
7. Works with the executive director to select a business management/payroll firm to work with St. Cloud Math and Science Academy.
8. Works with the executive director to select an audit firm and assists in the annual audit of St. Cloud Math and Science Academy.
9. Reviews all accounts payable and recommends their payment in a timely manner.
10. Understands the UFARS accounting system used in Minnesota
11. Develop a gift acceptance policy

C. Facilities Committee. Duties:

1. Work closely with the school leadership team in the selection of a proper site for the school.
2. Approve the Lease agreement for the school

3. Understand the lease aide formula and how it affects the school and its budget.
4. Plan and carry out the build out of the selected building.
5. Plan and carry out the build out of a new facility.
6. Actively recruit a committee of parents and volunteers to help St. Cloud Math and Science Academy get set up for school.
7. Actively solicit donations of labor, materials, furniture and technology for St. Cloud Math and Science Academy

D. Educational Programs and Accountability Committee. Duties: (Being developed)

Authority of Committees: Any committee, to the extent provided in these Bylaws or in the resolutions creating such committee, shall have and may exercise all of the powers and authority granted by the Board of Directors in the management and business affairs of the Corporation; provided, however, that no committee shall be granted any powers or authority exceeding that granted to the Board of Directors. Unless otherwise stated in the resolutions creating it, or in these Bylaws, committee actions (recommendations) shall be taken only upon the affirmative vote of a majority of the members of the committee.

These bylaws specify that the powers of all committees, unless otherwise specified in a motion in the minutes of a regular meeting shall be limited to investigating and recommending (advisory capacity) relating to the items listed in the duties of the said committee.

Procedures for Conducting Meetings: The activities of all committees of this Corporation shall be conducted in such manner as will advance the best interest of the Corporation. Each committee shall fix its own rules of procedure and other regulations that shall be consistent with the Articles of Incorporation, these Bylaws and the policies of the Corporation. The Board Chair shall be an ex-officio member of all committees, unless he serves as a member of such committee. The meetings of all committees shall be open to attendance by all directors, which directors may participate in any such meeting but may not vote unless such director is a member of the committee.

All meetings shall be public under the Minnesota Open Meeting Law (Mn. Stat. 13d.01 et seq).

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, and all actions of each committee shall be reported to the Board of Directors in writing and shall be subject to revision and alteration by the Board of Directors. Each committee shall meet as provided by its rules or by resolution of the Board of Directors. Notice of all meetings of any committee shall be given to all members of that committee as determined by the committee, or pursuant to Article V above.

VIII. OFFICERS AND EMPLOYEES

Election: The officers of the Corporation shall be elected for one (1) year terms by the Board of Directors, and shall consist of a Board Chair, Vice Chair, Treasurer, and Secretary and such other officers as the Board of Directors shall determine from time to time. This election shall occur at the first regular meeting following the annual election of Board of Directors or in July of the first three years of operation.

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 term by appointment of a successor by the Board of Directors.

IX. DUTIES OF CORPORATE OFFICERS

Board Chair: The Chair of the Corporation shall:

- 1) Act as the chairperson of the Board of Directors and exercise the functions of the office of the president of the Corporation;
- 2) Preside at all meetings of the Board of Directors;
- 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 Corporation;
- 4) Sign and deliver, in the name of the Corporation, all deeds, mortgages, bonds, contracts, grants or other instruments requiring an officer's signature, unless otherwise directed by the Board;
- 5) Have the general powers and duties usually vested in the office of the president; and
- 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.

Vice Chairperson: The Board Vice chair shall:

- a) Assume the duties of the chair in his/her absence.

Treasurer:

The Treasurer of the Corporation shall work in concert with the school's business management firm and the Executive Director of the school, an ex-officio board member, to assure that the treasurer has a full understanding of the corporations finances and that the Executive Director or his/her designee and the contracted business management firm do the following:

- 1) Keep accurate accounts of all monies of the Corporation (School) - received or disbursed;
- 2) Deposit 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;
- 3) Have the care and custody of the corporate funds and securities;
- 4) To assist the Treasurer, the Academic Leader or his/her designee has the power to endorse for deposit all notes, checks and drafts received by the Corporation;
- 5) To assist the Treasurer, the Academic Leader or his/her designee will disburse the funds of the Corporation as ordered by the Board of Directors, making proper vouchers therefore;
- 6) To assist the Treasurer, the Academic Leader or his/her designee will render to the Board Chair

and the Board of Directors, whenever required, an account of all of his transactions as Executive Director and of the financial condition of the Corporation; and

- 7) To assist the Treasurer, the Academic Leader or his/her designee shall perform such other Treasurer's duties and have such other powers as may from time to time be prescribed by the Board of Directors or by the Board Chair.

Secretary: The Secretary of the Corporation and shall:

- 1) Attend all meetings of the members, the Board of Directors and all committees (when requested);
- 2) Record all proceedings of the minutes of the members, Board of Directors and committees in a book to be kept for that purpose;
- 3) Preserve all documents and records belonging to the Corporation;
- 4) Maintain an Attendance Chart indicating dates of board meetings and work sessions and each board members attendance at such meetings. A Board member may be asked to resign with 3 or more unexcused absences within a year.
- 5) Maintain a list of all members of the Corporation in good standing;
- 6) Give or cause to be given notice of all meetings of the members and all meetings of the Board of Directors and committees; and
- 7) Perform such other duties as may be prescribed by the Board of Directors or the Board Chair from time to time.

Management and Administrative Employees/Vendors: The Corporation may have such management and administrative employees as from time to time are determined necessary by the Board of Directors. Such employees and/or vendors shall be appointed in a manner, have the duties and responsibilities and hold their positions for the time prescribed by the Board of Directors.

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

X. DISTRIBUTION OF CORPORATE ASSETS DURING DISSOLUTION

Right to Cease Operations and Distribute Assets: After consultation with their authorizer and 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 affect dissolution. Written notice as required by these Bylaws in Article V – Emergency Meeting - 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 to dissolve the Corporation shall be approved only upon the affirmative vote of a two-thirds

(2/3) of a quorum of voting members of the Corporation 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 commencement of the distribution.

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 the Corporation to discontinue its regular business activities and operations as soon as practicable, and shall liquidate and distribute all the Corporation's assets to other entities in accordance with Minnesota Statutes, Section 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, Section 317A.723.

XI. INDEMNIFICATION

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.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 to 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.

Insurance: As outlined in the Authorizer – School Charter Contract, the Corporation shall 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.

XII. AMENDMENTS

Subject to the right of the voting members to adopt, amend and repeal these Bylaws as set forth in Minnesota Statutes, Section 317A.181, Subd. 2(b), the power to adopt, amend or repeal the Bylaws is vested in the Board of Directors.

XIII. FINANCIAL MATTERS

Contracts: The Board of Directors 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 and on behalf of the Corporation, 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 Corporation by any contract or engagement, or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

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

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 person or persons and in such manner as shall from time to time be determined by the Board of Directors or these Bylaws.

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.

Corporate Seal: The Corporation shall not have a corporate seal.

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

- 1) Records of all proceedings of the Board of Directors and all committees;
- 2) Records of all votes and actions of the members;
- 3) All financial statements of this Corporation; and
- 4) Articles of Incorporation and Bylaws of this Corporation and all amendments and restatements thereof.

Accounting System and Audit: The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting and financial reporting system for the Corporation. The Board shall cause the records and books of account of the Corporation 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.

Funding Limits: The Board of Directors shall not allocate more than seventy percent (70%) of the total funding received from the State of Minnesota for wages and salaries. The foregoing limitation does not include benefits such as medical and dental benefits or other benefits deemed necessary by the Board of Directors.

IX. EMERGENCY BYLAWS

The Emergency Bylaws provided in this section shall be operative during any emergency in the conduct of the business of the Corporation resulting from an attack on the United States or any nuclear or atomic disaster, notwithstanding any different provision in the preceding Articles of the Bylaws or in the Articles of Incorporation of the Corporation, or in the Act. To the extent not inconsistent with the provisions of this Article, the Bylaws provided in the preceding Articles shall remain in effect during

such emergency and upon its termination the Emergency Bylaws shall cease to be operative.

During any such emergency:

- (a) A meeting of the Board may be called by any officer or director of the Corporation. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the directors as it may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.
- (b) At any such meeting of the Board, a quorum shall consist of one-half (1/2) of the members of said Board.
- (c) The Board, either before or during any such emergency, may provide or from time to time modify lines of succession in the event that during such an emergency any or all officers or agents of the Corporation shall for any reason be rendered incapable of discharging their duties.
- (d) The Board, either before or during any such emergency, may, effective in the emergency, change the head office or designate several alternative head offices or regional offices, or authorize the officers so to do.

No officer, director or employee acting in accordance with these emergency Bylaws shall be liable except for willful misconduct.

These emergency Bylaws shall be subject to repeal or change by further action of the Board or the members of the Corporation, if any, but no such repeal or change shall modify the provisions of the next preceding paragraph with regard to action taken prior to the time of such repeal or change. Any amendment of these emergency Bylaws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

CERTIFICATE OF SECRETARY

I hereby certify that the foregoing Amended and Restated Bylaws comprising sixteen (16) pages constitute the Bylaws of the Corporation that said Bylaws were duly adopted by written action of the Board on May 11, 2015 and that I am the duly elected and acting Secretary of the Corporation.

Dated: May 11, 2015

Britney Soldner

Secretary Signature

Addendum “A”
St. Cloud Math and Science Academy
Explanation of Director Elections at the End of the First Year.

St. Cloud Math and Science Academy Transition Election Terms for Board of Directors (Must take place during the 3rd year of the school’s operation.)					
Board Member*	Term Length After (re-) election	Election Year 2015	Election Year 2016	Election Year 2017	Election Year 2018
A (Parent)	3 - Years	X			X 3 yrs.
B (Teacher)	3 - Years	X			X 3 yrs.
C (Comm. member)	3 - Years	X			X 3 yrs.
D	2 - Years	X		X 3 yrs.	
E	2 - Years	X		X 3 yrs.	
F	2 - Years	X		X 3 yrs.	
G	1 - Year	X	X 3 yrs.		
H	1 - Year	X	X 3 yrs.		
I	1 - Year	X	X 3 yrs.		
J					
K					
L					

** At the regular January Board of Directors’ meeting(during the first year of operation) the board will make the decision as to which board member will be “A”, “B”, etc. which will determine who is going to stand for a 3 year re-election, 2 year re-election or 1 year re-election. This designation (“A” through “I”) shall remain with each of the board members for the duration of their service on the board. After the placement of the members there shall be a motion and vote on the decision. The Secretary shall keep records of this decision in the official minutes if the board.*

- 1) January Board Meeting or sooner. Board will be informed that everyone must be re-elected if they would like to remain on the board after July 1, 2015.
- 2) At the same January meeting or earlier the board will decide who is going to request to be on the ballot and how many years they want to be re-elected for St. Cloud Math and Science Academy has a 9 member board and has decided to have three of the current members elected for a 3-year term (“A” – “C”), 3 for a 2-year term (“D,” “E” and “F”) and 3 for a 1-year term (“G,” “H” & “I”).
- 3) If someone currently on the board does not want to continue after July 1, 2015 they have 2 options. First they can choose not to apply to continue on the board and therefore will not be on the ballot and just serve to the end of their term – June board meeting. However, they could also resign from the board anytime and allow the remaining board to appoint a replacement for the remainder of their term – end of June 2015
- 4) The following is an example of the election if all current members wanted to continue after

July 1, 2015 Remember, a board member can be elected at the Annual meeting and then resign any time thereafter and the board will appoint a replacement.

SAMPLE: St. Cloud Math and Science Academy Board Election in May or June of 2016 if all desire to be re-elected by all eligible voters			
Board Member Designation	Names of Current Board	Number of Years in New Term July 2015	Year to be up for re-election to a new 3-Year Term
A		Elected for 3 Years	2018
B		Elected for 3 Years	2018
C		Elected for 3 Years	2018
D		Elected for 2 Years	2019
E		Elected for 2 Years	2019
F		Elected for 2 Years	2019
G		Elected for 1 Years	2020
H		Elected for 1 years	2020
I		Elected for 1 Years	2020
J			
K			

Addendum “B”

St. Cloud Math and Science Academy Explanation of Board Member Elections Starting the 2nd Year.

St. Cloud Math and Science Academy Election Terms for Operational Board of Directors – Starting the 4th-year (2018) all elections are for 3-year terms.				
Board Member	Election Year 2016	Election Year 2017	Election Year 2018	Election Year 2019
A*			X 3 yrs.	
B			X 3 yrs.	
C			X 3 yrs.	
D		X 3 yrs.		
E		X 3 yrs.		
F		X 3 yrs.		
G	X 3 yrs.			X 3 yrs.
H	X 3 yrs.			X 3 yrs.
I	X 3 yrs.			X 3 yrs.

**See Addendum “B” at the end of this document for an explanation of this chart.*

** The Board must always have a Teacher, a Parent, and a Community Member on its Roster.*

- Commencing on July 1, 2016 members “A” – “C” will always be on a 3-year term rotation.
- Starting July of 2016 members “D”, “E” & “F” will be on a two year term until the 2017 election at which time these three positions will be on a 3-year term rotation.
- Starting July of 2016 members “G”, “H” & “I” will be on a one year term until the 2016 election at which time these three positions will be on a 3-year term rotation.
- Example, if member “B” resigns or leaves the board for any reason in September 2016 the remaining board would appoint a new board member to complete the 3-year term. Under no circumstances will the new board member have to be re-elected until the annual meeting in the spring of 2018
- Based on the nomination / election process. if board member “G” resigns during the third year of the term and after the deadline for making application for the board (April 1), the board still appoints someone to fill the term until June 30 of the 3rd-year (2019) If they appoint someone who has not applied for membership on the board, the member’s tenure on the board will cease on June 30, 2019

Addendum “C”

Process and forms for election process.

St. Cloud Math and Science Academy Election Process* From Bylaws and MN Law		
Approximate Date	Activity	Process
February 15 – More than 90 days prior to the Annual Meeting	Appointment of Nominating Committee	Board Chair Appoints Nominating Committee. The chair of the committee must be a member of the Board of Directors. (Perhaps 3 members)
March 15 – At least 90 days prior to the Annual Meeting	Seek names of all interested candidates.	Nominating committee sends letter (attached) to all parents, staff, teachers and current board members seeking names of potential candidates – both new candidates and those who may seek re-election. Letter requires names in writing and that all nominations must be in before March 15, date on which nominations cease.
March 15	Applicants are given application document.	All nominees will be provided an application form (attached) to be completed and returned to the Nominating Committee prior to April 1. Application form shall request basic information such as name, address, phone email, etc., list of skills and experiences that would qualify the candidate for a directorship and why the candidate desires to be a board member. A second page listing board duties and expectations will be provided to the candidates for their signature.
April 1 – Within the next 10 days	Candidate interviews	The nominating committee will schedule closed interview sessions with each candidate to determine who is best qualified for which position. Candidates will be notified by phone as to if and what position they have been nominated for. The nominating committee will develop a ballot (attached) for election. The ballot shall have at least one and no more than two candidates for each position*.
April 15 – At least 30 days prior to the Annual Meeting	Notification of Annual meeting date, time and place	The board of directors must notify or have notified all eligible voters as to the date, time and place of the annual meeting. This mailing may include the names and a list of qualifications for each nominee on the ballot. The nominating committee shall distribute the names and qualifications of all candidates to all eligible voters by email, first class mail, letters sent home to parents with students, and/or on the school’s website.
May 15 – Prior to the end of the school year, but in no event later than the last day of school of the school year.	Annual Meeting.	The meeting shall be chaired by the Board of Directors Chairperson. The candidates shall be introduced and allowed up to 3 minutes to introduce themselves and speak of their qualifications and reasons for seeking election. There will be no nominations from the floor. The ballots will be distributed and collected by the Nominating committee. After the ballots are collected, the meeting is recessed while ballots are counted (other annual activities such as Title I reports and input and other timely activities can be conducted during the recess.) After the ballots are counted the Chair of the Board reconvenes the meeting and the Nominating committee shall present the results of the election. The meeting is then

		adjourned.
June 15 Last regular board meeting of the fiscal year	Regular Board Meeting	New board members are invited to attend this meeting as an observer.
July 15 First official regular board meeting of new fiscal year.	First Board meeting for new members	Board member orientation and organizational meeting. Board will elect its internal officers and appoint members to the board committees.

** This process shall be followed for all Annual Meetings except the initial Operating Board election (spring of 2015_) where all current directors will stand for re-election. All other processes will be followed as outlined in the table above.*

**St. Cloud Math and Science Academy
Nominations for Board of Directors**

March _____(At least 90 days prior to the Annual Meeting)

To: St. Cloud Math and Science Academy Parents
St. Cloud Math and Science Academy Staff
Current St. Cloud Math and Science Academy Board of Directors

Following our Bylaws requires that we seek nominations in writing for the following positions to be elected at our Annual Meeting which will be held May ____, 20__.

It is required that the nominations be in writing (Insert the names of people you would like to nominate [you can nominate yourself] in the blanks at the bottom of this letter.

Return the letter to _____ in the main office on or before March 15, 201__. Any nomination submitted after this date will be denied.

All appropriate nominees will be provided with an application that must be completed, signed and returned to _____ in the main office on or before April 1, 201__.

The boards nominating committee will interview all candidates and select at least one but not more than 2 candidates for each position up for election.

The annual meeting and election of board members will be May ____, 201__ in the auditorium of St. Cloud Math and Science Academy at 6:30 PM.

Sincerely yours,

XXXXXX, Chair
St. Cloud Math and Science Academy Nominating Committee

Nominate one or more candidates on the form below and submit to the _____ in the main office on or before March 15.

I nominate _____ for a position on the board of directors.

I nominate _____ for a position on the board of directors.

I nominate _____ for a position on the board of directors.

(Sample) Ballot
Election of Board of Directors
St. Cloud Math and Science Academy

May ____, 201__

Vote for one candidate for each position

Candidate “A” Elected for a 3-year term (unopposed)

Candidate “B” Elected for a 3-year term (unopposed)

Candidate “C” Elected for a 3-year term (unopposed)

Candidate “D” Elected for a 2-year term

_____ Maybe some other candidate

Candidate “E” Elected for a 2-year term (unopposed)

Candidate “F” Elected for a 1-year term

_____ Maybe some other candidate

Candidate “G” Elected for a 1-year term (unopposed)

Application for a Position on the Board of Directors St. Cloud Math and Science Academy

Name _____ Phone # _____

Address _____ Cell phone # _____

_____ Email Address _____

How do you know about (Name of your school) ? (Check all that apply)

Child in School – Names and Grades _____

Employed by the School – Position and years worked _____

Interested community member

Other – List _____

Why do you want to serve on the Board of Directors?

1.

2.

3.

4.

What are your qualifications for being a member of the Board of Directors?

(In addition attach a copy of your resume if you would like.)

1. –

2. –

3. –

4. –

I desire to be a member of the Board of Directors of St. Cloud Math and Science Academy. (Must be signed and dated to be valid)