Approved by BMS School Board
10.26.23

BY-LAWS

BLUFFVIEW MONTESSORI SCHOOL

ARTICLE I

PURPOSE

The purpose of Bluffview Montessori Charter School, District 4001-07, is to provide all openly enrolled students with a high-quality Montessori education in a public charter school setting.

ARTICLE II

ELIGIBLE VOTERS OF BOARD OF DIRECTORS

Section 1. Voters. Staff members employed at Bluffview Montessori School, all parents or legal guardians of children enrolled in the school, and community members of the corporation's board of directors are eligible voters in the election of the members of the school's Board of Directors.

Voting eligibility expires upon the end of employment for staff members, the end of enrollment of children for parents and legal guardians, and the end of board service for community members.

Section 2. Nomination Process. At least sixty (60) days prior to the annual election, the Board of Directors Governance Committee will solicit nominations for all the director positions that will be filled at the next election. The Board of Directors shall submit a slate of nominees for all positions to be filled, to the eligible voters at least thirty (30) days prior to the election.

Section 3. Quorum. For the election via electronic means, first-class mail, or other means, ten (10) percent of the total number of eligible voters based on the October 1st count of staff members, parents and legal guardians shall constitute a quorum.

Section 4. Voting via electronic means, first-class mail, or other means.
The election of directors to fill all open Board positions shall be held by electronic means, first class mail, or other means shall be determined by the Board of Directors; however, the voting day or period shall be held during the school year and not during school vacations or holidays. Notification of the election period and methods shall be posted at least thirty (30) days prior to the beginning of the election day, or period. The notice of the annual meeting shall also be posted on the school's official website. Such notice shall contain the voting methods, day, or period for the election. Ballots must be received by the end of the voting day or period.

Elected Directors shall be announced at the annual meeting.

Section 5. Voting. Every eligible voter shall have one (1) vote. Eligible voters shall vote in the manner prescribed by the board in Section 4. The affirmative vote of a majority of a quorum of voters shall constitute a duly constituted election.

ARTICLE III
BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors in accordance with the Articles of Incorporation, these Bylaws, and Minnesota Statutes that apply to Minnesota charter schools. The Board of Directors shall have the power and authority to take all actions and perform all functions that a charter school corporation may do or perform.

Section 2. Number, Tenure and Qualifications.

2.1 Board Structure. MN Statute 124E.07 defines the four (4) board structures for charter school boards. A teacher majority board, a parent majority board, a community member majority board, or a non-majority board. The structure of this corporation shall be a teacher majority board.

The board governance structure can be changed only: by 1] a majority vote of all teachers employed by the school, 2] a majority vote of the existing board of directors, and 3] the authorizer's approval.

2.2 Composition. The Board of Directors shall consist of seven (7) non-related members. Four (4) Board members shall be licensed teachers employed by the school, at least two (2) of whom must be Montessori certified. Two (2) Board members shall be a parent or legal guardian of a student currently enrolled at the school. One (1) Board member shall be a community member not employed by the school and who does not have a child enrolled at the school.

Charter school employees shall not serve on the Board unless they are licensed teachers employed by the school in teaching positions.

The Head of School shall serve on the Board as an *ex officio,* nonvoting member. Contractors providing facilities, goods, or services to the school shall not serve on the Board of Directors.

2.3 Term of Office. Each elected 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. Elected Board members will be limited to five (5) consecutive terms and 6 total terms. Each year, the terms of board members shall begin on July 1.

2.4 Required Trainings. New board members are required to have training in Board Roles and Responsibilities, Open Meeting Law, and Data Practices Law **before** beginning their first term. Within 12 months of beginning their terms, new members must also complete training on Employment Practices, Public School Funding and Financial Management, and the Board's Role in Student Success, Achievement, and Performance.

2.5 Non- Related Parties and Conflict of Interest. A person is prohibited from serving as a member of the Board of Directors if that person, an immediate family member, or that person's partner is an owner, employee or agent of or a contractor with a for-profit or nonprofit entity or individual with whom the Corporation contracts, directly or indirectly, for professional services, goods or facilities. Board members are also prohibited from serving on more than one charter school board at the same time in either an elected or appointed capacity.

Section 3. Board of Directors Meetings

3.1 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.

3.2 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, or by telephone, and or electronic communication at least three (3) days before the day on which the meeting is to be held. The notice of the special meeting shall be posted in the school office and on the school's official website.

3.3 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 in delivered in person, or by telephone, and/or electronic communication. The notice must include the subject of the meeting. Notice of the emergency meeting shall be posted on the school's official website.

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.

3.4 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 by majority vote of members at previous open meeting of the board or in the official notice of the meeting. Meetings may be closed only for purposes authorized by Minnesota statutes. Any decisions arrived at in the closed session must be reported at the next public meeting.

3.5 Annual Meeting. The annual meeting of Bluffview Montessori School shall be held at such time and location as determined by the Board of Directors; however, the annual meeting shall be held during the school year and not on a school holiday. Notification of the annual meeting shall be by either email, newsletter, and/or first-class mail at least thirty (30) days prior to the meeting date. The notice of the annual meeting shall also be posted on the school's official website. Such notice shall contain the date, time and place of the meeting. School Board election results will be shared with the community at this meeting. This will be executed by the Governance Committee.

Section 4. Quorum. A meeting at which at least a majority of the members of the Board of Directors are present shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. 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 adjourned.

If, however, a quorum shall not be present at the appointed time of the meeting, the directors present may wait for a reasonable time until a quorum is present. If after that time a quorum is not present the meeting is cancelled.

Section 5. Voting. Each voting member of the Board of Directors shall have one (1) vote on all matters to be decided by resolution of the Board. The affirmative vote of a majority of a quorum of Board members shall constitute a duly authorized action of the Board.

Section 6. Resignation and Removal. A director may resign at any time, effective immediately or at a specified later date, by giving written notice to the Board Chair or the Secretary, Chair, or Vice-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 or without cause, by a majority of members eligible to elect the director.

Section 7. Filling Vacancies. 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 that particular seat is up for regular election.

Section 8. 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. The directors may be reimbursed for reasonable out-of-pocket expenses incurred (Policy 214) by them in rendering services related to their board responsibilities, as the Board of Directors.

Section 9. Standing Committees

9.1 Executive Committee. The Executive Committee shall consist of the officers of the corporation. The committee is commissioned by and responsible to the Board in matters of emergency and in interim periods between regularly scheduled Board meetings. The Executive Committee shall have and exercise the authority of the Board in the management of the corporation, provided that such authority shall not operate to circumvent the responsibility and authority vested in the Board by these Bylaws.

9.2 Finance Committee. The Finance Committee shall be chaired by the Treasurer and is charged with the following: examine monthly financials and authoring concerns/recommendations to the full Board as needed, recommend an annual budget, develop a long-range financial plan, recommend financial and internal control policies, and review investments.

9.3 Governance Committee. The Governance Committee shall be appointed by the Board and is charged with the following: recruiting members for the board, overseeing the board election process, and orienting new board members.

9.4 **<u>Human Resources Committee</u>**. The Human Resources Committee guides the development of policy and practice with respect to the staffing of the school including the development of salary scales and benefits packages. The committee also reviews and recommends job descriptions to the board. It reviews existing and proposed policy when directed by the board of directors and it assists administration to write procedures that comply with existing board policy. The committee may also perform other duties as the board may direct.

9.5 **<u>Building and Grounds Committee.</u>** The Building and Grounds Committee guides the development of policy and practice with respect to the daily operations of the school. It reviews existing and proposed policy when directed by the board of directors and it assists administration to write procedures that comply with existing board policy. The committee may also perform other duties as the board may direct. This committee will include the BMS Building Corporation Board members.

Section 10. **<u>Other Committees of the Board</u>**. The Board of Directors may by resolution establish other committees. The Board shall give each committee a written charge that defines its purpose, membership, work product, accountability and duration. Committee members must be natural persons, but need not be members of the Board of Directors. Unless otherwise stated in the resolutions creating it, committee actions shall be taken only upon the affirmative vote of a majority of the members of the committee.

10.1. **<u>Board Member Participation in Committee Meetings</u>.** The Board Chair shall be an ex-officio member of all committees, unless he or she serves as a member of such committee. Members of the Board of Directors, may attend any committee meeting as an ex-officio non-voting member. If the board member is not an official member of the committee, he/she may not participate in the discussions of the committee unless invited to do so by the Committee Chair or the decision of the committee.

10.2 **<u>Procedures for Conducting Meetings</u>**. The activities of all committees of this Corporation shall be conducted in such manner as will advance the best interest of the Corporation. The meetings of all board established committees shall be public meetings and shall comply with the provisions of Minnesota's Open Meeting Law, MN.Statutes13D.

Every committee shall keep regular minutes of their proceedings, and all actions of the committee shall be reported to the Board of Directors.

ARTICLE V
<u>OFFICERS AND EMPLOYEES</u>

Section 1. **<u>Number; Election</u>**. 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. The board may also elect other officers as needed. Officers will be chosen at the first meeting of each fiscal year, normally the July meeting. Officers may not exceed eighteen one (1) year terms.

Section 2. Board Chair. The Board Chair shall: Serve as chairperson of the board of directors, and as such preside at meetings of the board of directors, ensure that the policies and resolutions of the board are put into effect, sign and deliver in the name of the board contracts or other instruments requiring the signature of the president or board chair, serve as the official spokesperson of the board, and perform other duties prescribed by the board.

Section 3. Treasurer. The Treasurer shall serve as chair of the Finance Committee and ensure that the Corporation shall: ensure accurate financial records, ensure that all funds of the school are properly deposited and disbursements are appropriate and legal, ensure that audits and financial reports are accurate and submitted on time and perform other duties prescribed by the board or the Chair. The Treasurer will be a second authorized signer for the Corporation along with the Head of School where necessary.

Section 4. Secretary. The Secretary shall serve as the official recorder of the proceedings of the board of directors that notices and minutes of the board of directors and board committees are accurate and legally posted, documents and records of the school and corporation are kept in accordance with law, and maintain an annual list of the membership.

Section 5. Vice Chair. The Vice Chair shall serve as chair in the absence of the board chair, and perform other duties prescribed by the Board. The Vice Chair is to work closely with the Chair in order to conduct effective meetings when called upon to do so. This position may be held concurrently with either the Treasurer or Secretary positions.

Section 6. Vacancies. A vacancy in any office occurring by reason of death, disqualification, resignation, or removal shall be filled for the unexpired portion of the term by appointment of the Board of Directors.

Section 7. Resignation. Any officer may resign at any time in writing to the Board Chair, Vice Chair, or the Secretary of the Corporation 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 or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

Section 8. 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 9. School Director. The Board of Directors shall employ a school director whose title at Bluffview Montessori School will be the Head of School (HOS) to oversee the management and day-to-day operations of the school. The Head of School shall be responsible for employing appropriate staff for the operation of the school, subject to board policies.

ARTICLE VI
LIABILITY AND INDEMNIFICATION

Section 1. Liability. A director shall discharge the duties of the position of director in good faith, in a manner the director reasonably believes to be in the best interests of the corporation, and with the care an ordinary person in a like position would exercise under similar circumstances. A board member who performs their duties in a lawful manner is not liable by reason of being, or having been a director of the corporation.

A person serving without compensation in their role as a director or officer is not civilly liable for an act or omission by that person if the act or omission was in good faith, was within the scope of the person's responsibilities as a director or officer, and did not constitute willful or reckless misconduct.

A board member who is found to have intentionally violated the Open Meeting Law is subject to personal liability in the form of a civil penalty which the school may not pay, as well as forfeit service on the board.

Section 2. Indemnification. Notwithstanding MN Statutes 3.736 the charter school corporation shall assume full liability for its activities and indemnify and hold harmless the authorizer and its officers, agents, and employees from any suit, claim, or liability arising from the operation of the charter school and the commissioner and department officers, agents, and employees. A charter school is not required to indemnify or hold harmless a state employee if the state would not be required to indemnify and hold the employee harmless und section 3.736, subdivision 9.

Section 3. Insurance. The corporation shall maintain liability insurance in at least the amount as required by MN Statutes for a public charter school.

ARTICLE VII
FINANCIAL MATTERS

Section 1. Contracts. 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 financially for any purpose or to any amount.
The authorization given by the Board of Directors may be general authority or confined to specific instances.

Section 2. Loans. The Corporation may not lend money to, guarantee, or pledge its assets as security for any obligation of any person or organization.

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 person or persons and in such manner as shall be determined by the Board of Directors.

Section 4. Deposits and Investments. 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.

Section 5. <u>Documents Kept at Registered Office</u>. The Board of Directors shall cause to be kept at the registered office of this Corporation 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 members;
5.3 All financial statements of this Corporation; and
5.4 Articles of Incorporation and Bylaws of this Corporation and all amendments and restatements thereof, and
5.5 All documents and records required by Minnesota Statute for public schools.

Section 7. <u>Accounting System and Audit</u>. 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 as required for public charter schools. 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.

ARTICLE VIII

CORPORATE DISSOLUTION

Section 1. <u>Right to Cease Operations</u>. The Board of Directors may resolve that the Corporation cease operations and voluntarily dissolve the Corporation. The Corporation shall be dissolved if the school loses its charter. A resolution to dissolve shall set forth the proposed dissolution and direct designated officers to perform all acts necessary to effect the dissolution of the Corporation. If such cessation and distribution is called for, the Board of Directors shall file a Notice of Intent to Dissolve with the Secretary of State of Minnesota, and commence the closing processes and procedures consistent with all appropriate Minnesota Statutes and its charter contract with the authorizer.

Section 2. <u>Distribution of Assets</u>. When the Board of Directors has voted to dissolve the Corporation regular business activities and operations shall cease as soon as practicable. The Board of Directors is responsible for the orderly closing of the school operation and corporation in accordance with state statutes and requirements, and the charter contract. Upon closure of the corporation and satisfaction of creditors, all cash and investment balances shall be returned to the State of Minnesota.

ARTICLE IX
AMENDMENTS

These by-laws may be amended by a majority vote of the Board. An amendment to the by-laws must be presented in writing at a regular board meeting at least one month prior to the board taking action on the amendment.

Adopted: 11/18/21

Board of Directors