

BY-LAWS

BLUFFVIEW MONTESSORI SCHOOL

ARTICLE I

PURPOSE

The purpose of Bluffview Montessori School, 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, and 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. 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. This will be executed by the Governance Committee.

Section 3. 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. The results of the election of directors to fill all open Board positions shall be announced at the annual meeting, where each eligible voter is eligible to vote for a candidate to fill each open position

Section 4. Quorum. For the corporation's annual meeting, 10 percent total number of eligible voters based on the October 1st count of staff members, parents and legal guardians shall constitute a quorum.

Section 5. Voting. Every eligible voter shall have one (1) vote. Eligible voters may vote by mail ballot, online survey, or other voting method as deemed most effective in soliciting a high percentage of voter participation by the Governance Committee. Votes cast by mail or electronically must be received before the convening of the annual meeting. The affirmative vote of a majority of a quorum of voters shall constitute a duly authorized action of the membership.

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 which 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 Composition. The Board of Directors shall consist of seven (7) non-related members. At least four (4) Board members shall be licensed teachers employed by the school, at least two (2) of which must be Montessori certified. Two (2) Board members shall be a parent or legal guardian of a student currently enrolled at the school. At least 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. The structure of the seven (7) member board shall be composed of one community member, four licensed teachers (two Montessori), and two parents or legal guardians.

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.

2.2 Board Structure. The board governance structure can be changed only: by 1] a majority vote of all teachers employed by the school, and, 2] a majority vote of the existing board of directors (at no time can an eligible voter have two votes because of board membership) and, 3] the authorizer's approval.

2.3 Term of Office. 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. Elected Board members will be limited to five (5) consecutive terms, and/or eight (8) total terms.

2.4 Non- Related Parties and Conflict of Interest. The Board of Director membership shall not contain any related parties, as defined by the Minnesota Charter School Law. 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.

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 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.

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 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: recommend an annual budget, develop a long-range financial plan, recommend financial and internal control policies, and review investments.

9.3 Board Operations Committee. The Board Operations Committee shall be appointed by the Board and is charged with the following: recruiting members for the board, overseeing the board election process, orienting new board members, recommending board policies and procedures related to the operation of the board.

***note for discussion-9.3 is split into HR, Governance, add pedagogy, B&G?**

Section 10. Committees of the Board. 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. Board Member Participation in Committee Meetings. 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 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. 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 **OFFICERS AND EMPLOYEES**

Section 1. Number; 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. 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.

Section 2. Board Chair. The Board Chair shall: Serve as chairman 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 meets when called upon to do so.

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, Vice 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 hiring 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.

Section 2. Indemnification. The 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. 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 financially for any purpose or to any amount.

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 from time to time be determined by the Board of Directors 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 of Directors may designate and shall be disbursed under such general rules and regulations as the Board of Directors may from time to time determine.

Section 5. Documents Kept at Registered Office. The Board of Directors shall cause to be kept at the registered office of this 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. 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 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. Right to Cease Operations. 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. Distribution of Assets. When the Board of Directors has voted to dissolve the Corporation regular business activities and operations shall cease as soon as practicable. 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: _____ Month/Date/Year _____

..... Board of Directors