

Amended: 7/25/2024

DISCOVERY WOODS SCHOOL BYLAWS

ARTICLE I: NAME

I.0 The name of the organization is Discovery Woods School (the “**Charter School**” or the “**Corporation**”).

ARTICLE II: PURPOSE

II.0 General. The sole purpose of the operations of this Corporation is to provide education as a public charter school in accordance with Minnesota Statutes Chapter 124E. The Board of Directors, subject to the rights of the voting members as provided by law and these Bylaws, shall govern the business and affairs of this corporation. Administration shall implement the policies of the Board in the day-to-day operations of Discovery Woods School.

ARTICLE III: MEMBERS; ELIGIBLE VOTERS

III.0 Voting Members. The Corporation shall have no class of voting members..

III.1 Eligible Voters. For purposes of voting for open board seats only, the following persons may participate in the annual election of Directors: (i) staff members who are employed by the Corporation at the time of the election, including teachers employed by the School or providing instruction under a contract with a cooperative, (ii) all existing Directors of the Corporation, including all teacher Directors, community Directors, and parent Directors, (iii) parents/legal guardians of students enrolled at the School at the time of the election, and (iv) any other eligible voters required by applicable law. An individual who falls into multiple categories (i.e., parent/legal guardian who is also an employee of the Corporation) shall have the right to exercise one (1) vote.

ARTICLE IV: ELECTION PROCEDURES

IV.0 Annual Election. Election of directors for vacant board positions shall occur once each fiscal year. The Board of Directors will determine the method for voting, which may include in-person election, written ballots, email or online voting, telephonic voting, or other method, provided that the Board of Directors will endeavor to implement a method of voting that is reasonably likely to enable participation by the maximum number of eligible voters. The election must be held during the school year and shall not be conducted on a day when school is not in session. The board shall publish election policies and procedures on the School website.

IV.1 Nominations. At least sixty (60) days prior to the annual election, the Board of Directors 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 election of directors to fill all open Board positions shall be held at the annual meeting, where each eligible voter is eligible to vote for a candidate to fill each open position..

IV.2 Notice of Election. Notice of the election shall be provided to all Eligible Voters by posting notice on the Charter School website, and by other reasonable means determined by the Board, at least thirty (30) days prior to the election. The candidates' names, biographies, and candidate statements shall be posted on the School website at least 10 calendar days before the election.

IV.3 New Board Members Newly-elected Board members will begin their official term at the July Board meeting (pending a background check). Organizational Meeting: Annual Designations shall be held in July. A vacancy occurring on the Board during the term of the Board member, by means of resignation or removal of a Board member, may be appointed to the seat by the remaining Board members and shall serve the unexpired portion of the term. If a new Board member is appointed between election cycles, she/he/they must submit a candidate profile and be approved by a two-thirds ($\frac{2}{3}$) vote of the Board of Directors prior to Board membership.

ARTICLE V: **BOARD OF DIRECTORS**

V.0 General Powers. The affairs of the charter school shall be managed by its board of directors. Except as limited by the articles of incorporation, these bylaws, Minn. Stat. § 124E, and by law, the board of directors shall have the power and authority to do all acts and perform all functions that the charter school may do or perform.

V.1 Board of Directors The Board of Directors shall consist of a minimum of five (5) non-related Board members (preferably containing an odd number of Board members) and a maximum of eleven (11) Board members, excluding *ex officio* non-voting Directors, if any, as determined by the Board from time to time.

V.2 The composition of the Board shall be in compliance with Minn. Stat. Section 124E.07, Subd. 3 (or successor statute), provided that: (a) the Board shall include at least one licensed teacher, one parent/legal guardian of a student currently enrolled in the school and not employed by the school, and one community member who is not employed by the school and does not have a child enrolled, and (b) other than as set forth in the foregoing, in no circumstance will any specific majority be required. If the status of a Director who is a teacher or a parent changes during the term of office, such Director will be removed from office and replaced with an eligible director in the manner set forth in Section 5.6, below. The chief financial officer and school administrator may only serve as *ex officio* non-voting Board members. No Charter School employees shall serve on the Board of Directors other than licensed teachers. Contractors providing facilities, goods, or services to the Charter School shall not serve on the Board of Directors of the Charter School.

V.3 Changes to Board Structure

Per MN §124E.07 Subd. 4

A board may change its governance structure only:

- (1) by a majority vote of the board of directors and a majority vote of the licensed teachers employed by the school as teachers, including licensed teachers providing instruction under a contract between the school and a cooperative; and

(1) with the authorizer's approval.

V.4 Member Terms. Each Board member shall hold office for a term of three (3) years. Their terms shall be staggered so that approximately one-third ($\frac{1}{3}$) of the positions on the Board shall terminate annually. The Board will designate the following positions:

- a. Chair
- b. Vice-Chair
- c. Treasurer
- d. Secretary

V.5 Annual Designation of Officers. A Board Chair may hold a maximum of two (2) consecutive terms (or 6 years) with an optional (1) year transition period. The Vice Chair shall assume the duties of Board Chair in case of the absence, death, resignation, disability, removal, or disqualification of the Board Chair. The Vice Chair shall perform the duties of the Board Chair until the Board Chair shall resume his/her/their office or a successor Board Chair has been elected. Teachers who are Vice Chairs acting as Board Chair may hold the position for a maximum of (6) consecutive months.

V.6 Filling Vacancies. Unless otherwise provided by Minnesota statutes, 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. A director filling a vacancy shall hold office until the expiration of the term of the office for which such Director was appointed

V.7 Committees. Within the limitations of the laws of this state and the Bylaws of this corporation, the Board of Directors has the authority to delegate managerial duties to individuals and/or committees created by the Board and/or these Bylaws. Any committee with independent authority to act on behalf of the Board must meet in accordance with the Open Meeting Law (Minn. Stat. Chapter 13D), and minutes of such meetings must be posted on the Charter School's website.

V.8 Training. Directors, including *ex officio* directors, must participate in mandatory board training in compliance with Minn. Stat. 124E.07, Subd. 7..

V.9 Attendance. Board members are expected to attend all board meetings and arrive on time to all meetings. If a Board member misses more than three (3) meetings in one year, the Board chair may propose a dismissal of the Board member.

ARTICLE VI: MEETINGS

VI.0 Meeting Schedule Regular meetings of the Board of Directors shall be held at least nine times per fiscal year (roughly monthly during the school year) at a time and place to be set by the Board. The meeting schedule for each fiscal year school year shall be determined at the first meeting in July. The Board may call additional meetings. Notice of meetings will be provided to

Directors via email and will also be given on the Charter School board bulletin board and website. Meeting dates may be changed, provided the required notice is given to those involved. All meetings shall be open except for those that are required or permitted by law to be closed. All closed meetings, except those closed by the attorney-client privilege, will be recorded and kept for four years. Meetings shall comply with Minn. Statute 13D, the Open Meeting Law.

VI.1 Special Meeting A special meeting of the Board of Directors may be called at any time of the Board of Directors by the Board Chair or at the request of two (2) Board members. Notice of every special meeting of the board of directors shall be mailed to each director at least 72 hours before the meeting is to be held, or be delivered in person, by email, or by telephone, not later than 72 hours before the meeting is to be held. Notice will also be given on the Charter School board bulletin board and website..

VI.2 Emergency Meetings. Emergency meetings may be called by the board chair in the presence of an emergency with twenty-four (24) hours' notice. In the event of an emergency meeting, all care will be taken to notify all interested parties of the meeting time and date. Board voters and other interested parties will be notified by electronic communications of said board meeting. Other means that can be employed based on time constraints will be employed, including the board website and bulletin board.

VI.3 Quorum; Actions by the Board. A majority of the Board members currently holding office constitutes a quorum. The actions done and decisions made by a majority vote of the Directors present and entitled to vote at a meeting duly held at which a quorum is present are the actions and decisions of the Board of Directors unless a greater or lesser vote is required for the specific action as set forth in these Bylaws, the Articles of Incorporation, or by law. The Board of Directors may continue to transact business at a meeting at which a quorum was originally present, even though Directors withdraw or are removed, provided that any action taken is approved by a majority of the then-remaining Directors. Each Director shall have the power to exercise one (1) vote on all matters to be decided by resolution of the Board of Directors. Voting by proxy shall not be allowed.

VI.4 Parliamentary Procedure The Board shall endeavor to conduct its meetings substantially in accordance with Robert's Rules of Order or similar parliamentary procedures.

ARTICLE VII: AMENDMENTS

VII.0 The Board of Directors shall have the power to alter, amend, or repeal the bylaws, and new bylaws may be adopted by majority vote of the Board members present at a regular or special meeting (subject to restrictions on changing governance model as set forth in these bylaws, and subject also to approval of the Charter School's authorizer). The Board may take these actions by providing written notice of at least 10 days prior to the meeting.

ARTICLE VIII: INDEMNIFICATION

VIII.0 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, Director, 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, Minn. Stat. Section 317A.521 (or successor statute). 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 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 in this Article and no individual, firm, or entity shall have any rights under this Article by way of assignment, subrogation, or otherwise, whether voluntarily, involuntarily, or by operation of law. Nothing in the foregoing shall limit the liability of a Director to the Corporation under Minnesota Statutes Section 124E.07, Subd. 3(c).

ARTICLE IX: CONFLICT OF INTEREST

IX.0 No member of the Board of Directors, employee, officer, or agent of a Charter School shall participate in selecting, awarding, or administering a contract if a conflict of interest exists. No Board member may vote on any matter that could result in personal financial gain or loss.

A conflict exists when

- (1) the Board member, employee, officer, or administrator;
- (2) the immediate family of a Board member, employee, or administrator
- (3) the partner of the Board member, employee, administrator, or
- (4) an organization that employs, or is about to employ, any individual in clauses 1-3

has a financial or other interest in the entity with which the Charter School is contracting. A violation of this prohibition renders the contract void.

IX.1 The conflict of interest provisions under this section do not apply to compensation paid to a teacher employed as a teacher by the Charter School or a teacher who provides instructional services to the Charter School through a cooperative formed under chapter 308A when the teacher also serves on the Charter School Board of Directors.

IX.2 A Charter School Board member, employee, or officer is a local official for purposes of section 471.895 with regard to receipt of gifts as defined under section 10A.071, subdivision 1, paragraph (b). A Board member, employee, or officer must not receive compensation from a group health insurance provider. 124E.07

ARTICLE X: STATEMENT OF NON-DISCRIMINATION

X.0 Discovery Woods School will not discriminate on the basis of national origin, race, sex, sexual orientation, socioeconomic status, disability status, marital status, gender identity, religion, age, or any other classification protected by law in the delivery of public education, athletics programs, or employment, as an employer and public educational institution.