

**BY-LAWS
OF
VOYAGEURS EXPEDITIONARY SCHOOL**

ARTICLE ONE. MEMBERSHIP

1.01. Qualification: The members of the corporation shall consist of those adult natural persons who are either:

- a. Parents or legal guardians of children currently enrolled in the Voyageurs Expeditionary School, as on record with the school
- b. Current Licensed Staff employed by the corporation, as set more fully forth herein.

An applicant shall be admitted to membership on his application to the secretary. There shall be no limitation upon the number of members, nor shall there be different classes of membership.

- 1.02. Powers and Rights of Members: Members of the corporation have the power:
- a. To elect the directors of the corporation on the day of the annual meeting of the members, according to our election policy.
 - b. To adopt resolutions for the guidance and direction of the corporation to any annual or special meeting, which such resolutions shall not be binding on the Board of Directors (the "Board"), but shall be advisory only.

1.03. Annual Meeting: The annual meeting of the members for the election of directors for the ensuing year and for such other business as may properly come before the membership shall be as determined by the Board. It may be held at such a place as the Board shall designate.

1.04 Notice: Notice of all regular meetings of members shall be posted at Voyageurs Expeditionary School and on the webpage. The notice shall be posted at least 10 days before the date of the meeting, and not more than 60 days before the date of the meeting. The notice shall contain the date, time and place of the meeting. The notice may also contain any other information deemed necessary or desirable by the board.

A member may waive notice of a meeting either before, at or after the meeting, and either in writing, orally or by attendance. Attendance by a member at a meeting is a waiver of notice of that meeting.

1.05 Action by Members: The members shall take action by the affirmative vote of the holders of a majority of the voting power of the members present, except where a larger proportion or number is required by law or these Bylaws.

1.06 Eligible voters.

Staff members employed at the school, including teachers providing instruction under a contract with a cooperative, members of the board of directors, and all parents or legal guardians of children enrolled in the school are the voters eligible to elect the members of the school's board of directors. A charter school must notify eligible voters of the school board election dates at least 30 days before the election.

- a. Each student's mother and father or legal custodians have one vote (with a maximum of two voters per family) as on record with the school.
- b. Each Voyageurs Expeditionary School employee has one vote.
- c. Each eligible voter is entitled to one (and only one) vote
- d. Eligible voters must provide their signature when voting.
- e. Any emancipated minor on record with the school has one vote.

1.07 Place of Meetings: All meetings of the members of this corporation shall be held at such place as the Board shall determine.

1.08 Termination of Membership: Membership in the corporation, and all rights incident thereto, shall be terminated by any one of the following:

- a. Written or oral resignation of the member submitted to the secretary;
- b. For good cause, as determined by the Board; and
- c. Failure of the member to meet the qualification requirements of Article 1.01, above.

ARTICLE TWO. BOARD

2.01. Management: The business and affairs of the corporation shall be managed under the direction of the board, which may delegate those responsibilities as it sees fit.

2.02. Duties:

The board of directors also shall decide and be responsible for policy matters related to the operation of the school, including budgeting, curriculum programming, personnel, and operating procedures. The board shall adopt a policy on nepotism in employment. The board shall adopt personnel evaluation policies and practices that, at a minimum:

- (1) carry out the school's mission and goals;
- (2) evaluate the execution of charter contract goals and commitments;
- (3) evaluate student achievement, postsecondary and workforce readiness, and student engagement and connection goals;
- (4) establish a teacher evaluation process under section 124E.03, subdivision 2, paragraph (h); and
- (5) provide professional development related to the individual's job responsibilities.

2.03. Powers: In addition to the powers expressly conferred upon it by these By-laws, the Board may exercise all powers allowed by law.

2.04 Board Membership.

(a) The charter school board of directors shall be composed of not less than five unrelated members and include: (1) two licensed teachers employed as a teacher at the school or providing instruction under contract between the charter school and a cooperative; (2) two parents or legal guardians of a student enrolled in the charter school who is not an employee of the charter school; and (3) two interested community member who resides in Minnesota and is not employed by the charter school and does not have a child enrolled in the school. The chief financial officer and the chief administrator may only serve as ex-officio nonvoting board members. No charter school employees shall serve on the board other

than teachers under clause (1). Contractors providing facilities, goods, or services to a charter school shall not serve on the board of directors of the charter school.

(b) An individual is prohibited from serving as a member of the charter school board of directors if the individual, an immediate family member, or the individual's partner is a full or part owner or principal with a for-profit or nonprofit entity or independent contractor with whom the charter school contracts, directly or indirectly, for professional services, goods, or facilities. An individual is prohibited from serving as a board member if an immediate family member is an employee of the school. A violation of this prohibition renders a contract voidable at the option of the commissioner or the charter school board of directors. A member of a charter school board of directors who violates this prohibition is individually liable to the charter school for any damage caused by the violation.

(c) Any employee, agent, or board member of the authorizer who participates in the initial review, approval, ongoing oversight, evaluation, or the charter renewal or nonrenewal process or decision is ineligible to serve on the board of directors of a school chartered by that authorizer.

(d) An individual may serve as a member of the board of directors if no conflict of interest under paragraph (b) exists.

2.05 Structure of board.

Board bylaws shall outline the process and procedures for changing the board's governance structure, consistent with Minnesota Statute chapter 317A. 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

(2) with the authorizer approval.

Any change in board governance structure must conform with the composition of the board established under this subdivision.

(3) Each year an election would be held for one (1) teacher with a two year term, one (1) parent member with a two year term, and one (1) community member for a two year term.

a. Teacher seats must be filled by an employee of the school with a valid and current teacher's license.

2.06. Vacancies: If the office of any director or directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the remaining directors, though less than a quorum, shall choose a successor or successors. The Board may choose not to fill a vacated position as long as there are no less than five (5) directors remaining on the Board.

2.07 Meetings and information.

(a) Board of director meetings must comply with chapter 13D.

(b) A charter school shall publish and maintain on the school's official Web site: (1) the minutes of meetings

of the board of directors, and of members and committees having any board-delegated authority, for at least one calendar year from the date of publication; (2) directory information for members of the board of directors and committees having board-delegated authority; and (3) identifying and contact information for the school's authorizer. Identifying and contact information for the school's authorizer must be included in other school materials made available to the public.

2.08 Place of Meetings: The majority of the Board shall determine the meeting place. Upon failure of the directors to do so, then the President shall select the meeting place.

2.09 Regular Meeting: The Board shall establish a regular meeting schedule and keep it on file at the business office. It is anticipated that the Board will meet monthly to discuss operations; to hear reports and updates from the directors and committees; to consider and to adopt or change policy; to consider requests and concerns from parents, students or staff; and to address any other matters brought before the Board.

2.10 Special Meetings: Special meetings of the Board may be called by a majority of the directors then in office upon giving seventy-two (72) hours notice thereof to all directors. Such notice shall state the date, time, place and purpose of the meeting. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

2.11 Quorum: At all meetings of the Board a quorum sufficient for the transaction of business shall consist of a majority of the directors in office. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally presents leaves less than the proportion or number otherwise required for a quorum.

2.12 Absent Director: A director may not give advance written consent or opposition to a proposal to be acted on at a Board meeting. If the director is not present at the meeting, that director may not vote on proposals acted upon at such meeting.

2.13 Attendance: Attendance at Board meetings is mandatory. Missing three (3) meetings in a year without prior Board approval is grounds for immediate dismissal. The Chairperson, in his/her exclusive discretion, shall determine whether prior approval was obtained.

2.14 Removal and Resignation: any director may resign at any time by giving written notice to the Chairperson of the Board. Such resignation shall take effect at the time specified therein and unless otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed at any time, with or without cause, by an affirmative vote of a three-fourths majority of the remaining directors whenever, in their judgment, the best interests of the corporation are served by the removal.

2.15 Act of the Board: The Board shall take action by the affirmative vote of a majority of the directors present at a duly held meeting.

- 2.16 Waiver of Notice: Any director may, in writing, either before or after a meeting, waive notice of the meeting or any action to be taken at the meeting.
- 2.17 Chairperson: The Board shall, at its June meeting (or at such other meeting as the Board may, from time to time, determine by resolution) elect a chairperson who shall preside over its meeting until the following June meeting. If the office of chairperson becomes vacant for any reason, the remaining directors shall choose a successor to complete the vacant chairperson's term.
- 2.18. Conflicts of Interest Policy: The Board shall adopt a policy relating to conflict of interest for directors and keep such policy on file in the business office. Once adopted, such policy may be amended only when it has received the affirmative vote of two-thirds majority of all directors.
- 2.19 Elections: The Board shall adopt a policy establishing procedures for the election of directors and keep such policy on file in the business office. Such policy may include, among other things, the time, place, and manner of conducting elections; term limits for directors; once adopted, such policy may be amended only when it has received the affirmative vote of a two-thirds majority of all directors.
- 2.20. Mission Statement: The Board shall adopt a mission statement which will include, at a minimum, a description of the mission and purpose of the corporation. An amendment to the mission statement shall be adopted only when it has received the affirmative vote of two-thirds majority of all directors. The mission statement shall be kept on file at the business office.
- 2.21. Committees: The Board may, from time to time, establish whatever committees it deems necessary or appropriate to assist the corporation in the conduct of its business. The Board may also establish the rules under which such committees are to operate.
- 2.22. Open Meeting Law: The board shall adopt a policy for compliance with the Minnesota Open Law Meeting Law (M.S.A. § 13D.01 et. seq.), as the same may be changed from time to time. Once adopted, such policy may be amended only when it has received the affirmative of a two-thirds majority of all directors.
- 2.23 Training.
Every charter school board member shall attend annual training throughout the member's term on the board. All new board members shall attend initial training on the board's role and responsibilities, employment policies and practices, and financial management. A new board member who does not begin the required initial training within six months after being seated and complete that training within 12 months of being seated on the board is automatically ineligible to continue to serve as a board member. The school shall include in its annual report the training attended by each board member during the previous year.

ARTICLE THREE. VOYAGEURS EXPEDITIONARY SCHOOL OFFICERS

- 3.01. The officers of this corporation shall be chosen by the Board and shall be a President, a Secretary, a Treasurer, and such other officers as the Board may from time to time deem advisable. Officers may or may not be members of the Board. The same person may hold any two or more offices at the same time.

- 3.02. Term: The officers of this corporation shall be elected and hold their respective offices for a term of one (1) year. However, any officer may be removed at any time by the Board with or without cause. In case of the death, disqualification, absence or inability to act of any officer or for any other reason that the Board may deem sufficient, the board may delegate the powers or duties of any such officer to any other officer or to any director.
- 3.03. Vacancies: The Board may fill all vacancies in any office of this corporation. Persons so elected shall fill any such vacancy for the unexpired term in respect to which such vacancy occurs.
- 3.04. President: The President shall be the chief executive officer for the corporation; shall see that all orders and resolutions of the directors are carried into effect; may, after receipt of prior Board approval, execute and deliver in the name of the corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation; and shall have such other duties as may be prescribed from time to time by the Board.
- 3.05. Secretary: The Secretary will be responsible for keeping the corporation records. He/She will attend all meetings of the Board or the members and give or cause to be given all notices of meetings of the board and all other notices required by law or these Bylaws and shall perform such other duties as may be prescribed by the Board.
- (1) Secretary shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as may be prescribed by the Board of Directors.
- 3.06. Treasurer: The Treasurer will have general charge of the finances of the corporation and be responsible for the care and safekeeping of all the funds and securities of the corporation. He/She will keep full and accurate accounts of all receipts and disbursements of the corporation in books belonging to the corporation which will be open at all times to the inspection of the Board. He/She will present to the Board at its annual meeting his/her report as Treasurer of the corporation and shall perform such other duties as may be required by the Board.
- (1) Treasurer shall, in the absence or disability of the President and Secretary, perform the duties and exercise the powers of the President and shall perform such other duties as may be prescribed by the Board of Directors
- 3.07. Officers deemed Elected: In the absence of an election or appointment of officers by the Board, the person or persons exercising the principal functions of the President, the Secretary or the Treasurer are deemed to have been elected to those offices.

ARTICLE FOUR. NOTICE

- 4.01. Whenever under the provisions of these By-laws notice is required to be given to any director, officer, member, or other person, it shall not be construed to require personal notice. Such notice shall be given in writing by mail by depositing the same in the post office or a letter box within the United States of America, in a postpaid, sealed wrapper addressed to such director, officer or member at the last address appearing on the corporate books; or by e-mail or other similar electronic transmission to the last such electronic address appearing on the corporate books. Any such notice shall be deemed to have been given at the time when the same shall be thus mailed, deposited, or electronically transmitted. The Board may adopt a policy establishing a day or date, time, and place of Board

meetings. If adopted, such policy shall be posted at the school office and/or on the school website. Once established, meetings shall be held on the designated day or date, time, and place unless timely notice of a change is provided to all directors and to the public in accordance with the requirements of the Minnesota open meeting law.

ARTICLE FIVE. CONTRACTS AND CHECKS

- 5.01. Contracts: The Board may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation. The Board may also authorize any officer or officers to accept on behalf of the corporation any contribution, gift, grant, bequest, or devise for the general purpose or for any special purpose of the corporation. Such authority may be general or may be confined to specific instances.
- 5.02. Checks, Drafts, or Orders: The board shall establish a policy on who is authorized to sign checks, drafts, or orders for the payment of money. In the absence of a policy, such instruments shall be signed by the Treasurer or by any two other officers of the corporation.

ARTICLE SIX. INDEMNIFICATION

- 6.01. To the full extent permitted by Minnesota law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a director or officer of the corporation, shall be indemnified by the corporation against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceedings. The indemnification provided by this section shall inure to the benefit of the heirs, executors and administrator of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section.

ARTICLE SEVEN. DEFINITIONS

As used in these By-laws, the following terms have the meanings given:

- 7.01. "Staff" means any person, including teachers, administrators, or support personnel employed by the corporation on a full-time basis. Staff shall not include independent contractors.
- 7.02. "Parent" means a natural parent of a student enrolled at Voyageurs Expeditionary School, except where the student has a legal guardian. In such case, the term "parent" shall mean the legal guardian rather than the natural parent(s). Where more than one adult has legal custody of a student, whether or not those adults reside in the same household, notification to any of those adults shall constitute notification of a parent where required by these Bylaws.

ARTICLE EIGHT. AMENDMENT

- 8.01. Any director may propose amendments to the Article of Incorporation or these By-laws by

resolution. One week notice of the meeting identifying the purpose of the proposed amendment shall be given to each officer and each director, regardless of the individual's voting rights. An amendment shall be adopted when it has received the affirmative vote of a two-thirds majority of all directors.

Dated this _____ day of _____, 2003, at Bemidji, Minnesota

Revised – July 2009 – Section 2.03

Revised – September 2010 – Section 2.03

Revised - April 2014

Revised - March 2016

VOYAGEURS EXPEDITIONARY SCHOOL

By

Its Secretary