

Bylaws

Birch Grove Community School

**Approved by the Board of Directors
January, 2015**

Table of Contents

TABLE OF CONTENTS		2
ARTICLE I	PURPOSE	4
ARTICLE II	OFFICES	4
ARTICLE III	MEETINGS	4
Section 1.	Annual Meeting	4
Section 2.	Regular Meeting	4
Section 3.	Special Meeting	4
Section 4.	Quorum	5
Section 5.	Voting	5
ARTICLE IV	BOARD OF DIRECTORS	5
Section 1.	General Powers	5
Section 2.	Number, Tenure and Qualifications	5
Section 3.	Nominations Process	6
Section 4.	Election	6
Section 5.	Resignation and Removal	6
Section 6.	Filling Vacancies	7
Section 7.	Compensation	7
Section 8.	Meetings Without Notice	7
Section 9.	Presence at Meetings	7
Section 10.	Committees of the Board	7
Section 11.	Conflict of Interest	8
ARTICLE V	OFFICERS AND EMPLOYEES	9
Section 1.	Number; Elections	9
Section 2.	Vacancies	10
Section 3.	President (Chief Executive Officer)	10
Section 4.	Vice-President	10
Section 5.	Treasurer (Chief Financial Officer)	11
Section 6.	Secretary	11
Section 7.	Management and Administrative Employee	11
Section 8.	Compensation	11
Section 9.	Bond	12
Section 10.	Removal of Officer	12
Section 11.	Resignation	12

Table of Contents
continued

ARTICLE VI	DISTRIBUTION OF ASSETS	12
Section 1.	Right to Cease Operations and Distribute Assets	12
Section 2.	Cessation and Distribution	12
ARTICLE VII	INDEMNIFICATION	13
Section 1.	Indemnification	13
Section 2.	Insurance	13
ARTICLE VIII	AMENDMENTS	13
ARTICLE IX	FINANCIAL MATTERS	14
Section 1.	Contracts	14
Section 2.	Loans and Pledges	14
Section 3.	Authorized Signature	14
Section 4.	Deposits	14
Section 5.	Corporate Seal	14
Section 6.	Documents Kept as Registered Office	14
Section 7.	Accounting System and Audit	15
ARTICLE X	MISCELLANEOUS	15
Section 1.	Gender References	15
Section 2.	Plurals	15

**BYLAWS
OF
Birch Grove Community School
(the “Corporation”)**

**ARTICLE 1
PURPOSE**

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

**ARTICLE II
OFFICES**

The registered office of the Corporation in the State of Minnesota is as stated in the Articles of Incorporation. 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. The registered office may be, but need not be, identical with the principal office in the State of Minnesota.

**ARTICLE III
MEETINGS**

Section 1. Annual Meeting. The annual reorganization meeting of the Board of Directors shall take place in January of each year. Notice of the annual meeting of the Corporation shall be by officially posted on the school website, in the school weekly news letters, in the meetings section on the local community web page, and at the Birch Grove Community Center. Such notice shall contain the date, time and place of the meeting.

Section 2. Regular Meetings. Regular meetings of the Board of Directors shall be held the third Tuesday of each month. The Board will be notified by written notice received by mail, by e-mail, in person or by facsimile at least five (5) days prior to the meeting. The notice shall designate the time, place and date of such meeting and shall be officially posted on our website, in the meetings section on the local community web page, and at the Birch Grove Community Center.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called at any time, for any purpose, by any Board Director. 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, e-mailed, or by telephone, not later than twenty-four (24) hours before the meeting is to be held. The notice shall designate the time, place and date of such meeting and shall be officially posted on our website, in the meetings section on the local community web page and at the Birch Grove Community Center.

Section 4. 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 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 there 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. 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, no official action can be taken.

Section 5. Voting The affirmative vote of a majority of a quorum of Board members shall constitute a duly authorized action of the Board.

ARTICLE IV **BOARD OF DIRECTORS**

Section 1. 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, Minnesota Statute 124D.10, and by law, the Board of Directors shall have the power and authority to do all acts and perform all functions that the Corporation may do or perform.

Section 2. Number, Qualifications and Tenure. The Board of Directors shall consist of nine non-related persons as defined by Minn. Stats. 124D.10, as amended from time to time. Of those nine seats – four seats are labeled A, and four seats are labeled B. Both seats A and B are for three year terms, but are up for election at different times. Seat C is for a licensed teacher employed by BGCS and can vary from year to year. The Board of Directors shall include at least one licensed teacher employed by Birch Grove Community School, the parent or legal guardian of a student enrolled in the school who is not an employee, and a community member who resides in Minnesota who is not employed by the school and not a parent or legal guardian of a student enrolled at the school. The maximum number of teachers serving on the board at any time shall be two.

Directors 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. The election of the Board of Directors shall be in compliance with Section 124D.10 subd. 4(c) of the Minnesota Statutes

Section 3: Nomination Process. At least thirty (30) days prior to the Corporation's annual meeting, the Board of Directors, or its committee, will solicit nominations from teachers, parents, community people, and friends of the Corporation for all of the Directorate positions that will be filled at the

next annual meeting. The Board of Directors will compile a qualified list of nominees at least fifteen (15) days prior to the annual meeting and prepare ballots for use by voters

Section 4. Election. Each member of the Board of Directors shall have the power to exercise one (1) vote for its board candidates. Each parent of a child at the school and each employee of the school shall have the right to exercise one (1) vote for its board candidates.

Section 5. 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, by a two-thirds (2/3) vote of a majority of all remaining directors of the Corporation.

Section 6. 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, or until his or her successor has been duly elected and qualified, subject to his or her earlier death, disqualification, resignation or removal.

Section 7. Compensation. Directors shall not receive compensation for their services as a Director, but nothing in these Bylaws shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore. 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.

Section 8. Meetings Without 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.

Section 9. Presence at Meetings. Members of the Board of Directors or of any committee, as applicable, may participate in a meeting of the Board of Directors or any committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can simultaneously hear each other. However, any method including, but not limited to telephone calls, video conferencing and e-mail

may constitute presence at a meeting, but not constitute the right to vote on any issue before the Board. Only a physical presence at a board meeting will constitute a right to vote on an issue before the Board.

Section 10. Committees of the Board. The Board of Directors may, by resolution passed by a majority of the Board of Directors, designate, define 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.

- (a) 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 action shall be taken only upon the affirmative vote of a majority of the members of the committee. Failure of a committee to reach an agreement upon any issue before it shall require referral of such issue to the entire Board of Directors.
- (b) Procedures for Conducting Committee 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 which shall be consistent with the Articles of Incorporation, these Bylaws and the policies of the Corporation. The Board President shall be an ex-officio member of all committees, unless the President serves as a member of such committee. The meetings of all committees shall be open to the public.
- (c) Limitation on Authority of Committees. Each committee shall be under the direction and control of the Board and shall keep regular minutes of its proceedings, and all actions of each committee shall be reported to the Board of Directors and shall be subject to revision and alteration by the Board of Directors.

Section 11. Conflict of Interest. Minn. Stat. 124D.10, Subds.4a-e

(a) 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.

(b) 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. A conflict exists when:

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

(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 (a) exists.

(e) The conflict of interest provisions under this subdivision 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.

(f) 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.

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 President (Chief Executive Officer), Vice President, Treasurer (Chief Financial Officer), Secretary and such other officers as the Board of Directors shall determine from time to time.

Section 2. 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.

Section 3. President (Chief Executive Officer). The President or Presidents shall:

- (a) Exercise the functions of the Office of the President of the Corporation;
- (b) Preside at all meetings of the Board of Directors;
- (c) 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 as directed by the Board of Directors;
- (d) Sign and deliver, in the name of the Corporation, all deeds, mortgages, bonds, contracts or other instruments requiring an officer's signature, unless otherwise directed by the Board;
- (e) Have the general powers and duties usually vested in the office of the president; and,
- (f) 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.

Section 4. Vice-President. The Vice-President shall:

- (a) Exercise the functions of the Office of the President of the Corporation, in the absence of the President;
- (b) Preside at all meetings of the Board of Directors, in the absence of the President;
- (c) 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 as directed by the Board of Directors, in the absence of the President;
- (d) Sign and deliver, in the name of the Corporation, all deeds, mortgages, bonds, contracts or other instruments requiring an officer's signature, unless otherwise directed by the Board, in the absence of the President;
 - (e) Have the general powers and duties usually vested in the Office of the President, in the absence of the President; and,
 - (f) 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.

Section 5. Treasurer (Chief Financial Officer). The Treasurer shall:

- (a) Keep accurate accounts of all monies of the Corporation received or disbursed;
- (b) 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;
- (c) Have the care and custody of the corporate funds and securities;
- (d) Have the power to endorse for deposit all notes, checks and drafts received by the Corporation at the direction of the Board;
- (e) Disburse the funds of the Corporation as ordered by the Board of Directors, making proper vouchers therefore;
- (f) Render to the Board President and the Board of Directors, whenever required, an account of all of the transactions as Chief Financial Officer and of the financial condition of the Corporation; and,
- (g) Perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

Section 6. Secretary. The Secretary shall maintain the Office of the Corporation and shall:

- (a) Attend all meetings of the Board of Directors and all committees as required;
- (b) Record all proceedings in the Minutes of the Board of Directors and committees in a book to be kept for that purpose;
- (c) Preserve all documents and records belonging to the Corporation;
- (d) Give or cause to be given notice of all meetings of the Board of Directors and its committees; and,
- (e) Perform such other duties as may be prescribed by the Board of Directors.

Section 7. Management and Administrative Employees. The Corporation may have such management and administrative employees as

the Board of Directors deems necessary. Such employees shall: 1) be appointed in a manner, 2) have their duties and responsibilities, and 3) hold their positions for the time, prescribed by the Board of Directors.

Section 8. Compensation. The officers and employees of the Corporation may be paid such reasonable compensation, if any, for their services rendered to the Corporation in such capacity, and may be reimbursed for reasonable out-of-pocket expenses, as the Board of Directors from time to time determines to be directly in furtherance of the purposes and in the best interests of the Corporation.

Section 9. 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.

Section 10. Removal of Officer. Any officer may be removed at any time, 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 11. Resignation. Any officer may resign at any time. Such resignation shall be made in writing to the President or 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 President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

ARTICLE VI

DISTRIBUTION OF ASSETS

Section 1. Right to Cease Operations and Distribute Assets. By a two-thirds (2/3) vote of all directors, the Board of Directors 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 effect dissolution. Written notice as required by the Bylaws shall state 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 the Board of Directors taken at a meeting during which the resolution is brought before the public. If such cessation and distribution is called for, the Board of Directors shall set a date for commencement of the distribution.

Section 2. 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.

ARTICLE VII **INDEMNIFICATION**

Section 1. 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 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.

Section 2. Insurance. The Corporation may purchase 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.

ARTICLE VIII **AMENDMENTS**

Section 1. Amendments to Bylaws. The bylaws may be amended, altered, or repealed and new bylaws adopted upon proper notice and a two-thirds majority vote of the Board of Directors.

ARTICLE IX
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 financially liable for any purpose or to any amount.

Section 2. 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.

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

Section 6. 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:

- (a) Approved minutes and records of all proceedings of the Board of Directors and all committees;
- (b) Records of all votes and actions of the members;
- (c) All financial statements of this Corporation; and,
- (d) Articles of Incorporation and Bylaws of this Corporation and all amendments and restatements thereof.

Section 7. Accounting System and Audit. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles (GAAP) 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 seem necessary or appropriate, and may retain such person or firm for such purposes as it may deem appropriate.

ARTICLE X
MISCELLANEOUS

Section 1. Gender References. All references in these Bylaws to a party in the masculine shall include the feminine and neuter.

Section 2. Plurals. All references in the plural shall, where appropriate, include the singular and all references in the singular shall, where appropriate, be deemed to include the plural.