

# Bylaws

## Birch Grove Community School



*"Where Roots Grow Deep and Branches Reach High!"*

### CERTIFICATE OF ADOPTION

The undersigned Secretary of the Birch Grove Community School Board of Directors, a Minnesota non-profit corporation, does hereby certify that the foregoing Revised and Amended Bylaws are the Bylaws adopted for the Corporation.

*Sarena Nelson*

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Secretary

4/18/2017  
Date of Approval

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

**ARTICLE 1  
PURPOSE AND COMPLIANCE**

The purposes of the Corporation are as stated in its Articles of Incorporation. Further, the Board of Directors purpose is to promote all pupil learning and achievement for all students at the charter school. The Board’s decisions govern the school and the actions of its employees.

The governance of the Corporation will at all times be in accord with the provisions of Minnesota Statutes, Chapter 124E (formerly sections 124D.10 and 124D.11) and such other provisions of Minnesota laws as are therein referenced, all other statutory requirements and in compliance with the Minnesota Open Meeting Law, Minnesota Statutes, Chapter 13D.01 et. seq. and Minnesota Government Data Practices Act, Minnesota Statutes Chapter 13.D et. seq. In the event that there are conflicts between the provisions of Minnesota Statutes, Chapter 124E (the Charter School Law) and Minnesota Statutes, Chapter 317A, (the Non-Profit Corporation Act), the provisions of the Charter School Law shall govern. Likewise, the Open Meeting Law, Chapter 13D.01 takes precedent over any conflict surfacing from Minnesota Statutes, Chapter 317A, the Non-Profit Corporation Act."

**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 posted on the school website, in the school weekly newsletters, 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 school weekly newsletters, and at the Birch Grove Community Center.

Section 3. Special and Emergency Meetings. Special and emergency meetings of Members may occur as provided by Minnesota Statutes, Chapter 13D.04. The Board Chair may call special meetings of the Board of Directors at any time, for any purpose with a three-day notice. The Board Chair shall call a special meeting of the Board of Directors upon the written request of three (3) members of the Board. Emergency meetings do not require the three-day notice. Notice of every special and emergency meeting of the Board of Directors shall be held in compliance with Minnesota Statutes, Chapter 13D.04.

The notice shall designate the time, place and date of such meeting and shall be officially posted on our website 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. Board of director meetings must comply with Minnesota Statutes, Chapter 13D.01 governing open meetings.

Section 5. Voting At each meeting of the Members, every voting Member shall have one (1) vote. Members cannot vote by proxy. 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 Statutes Chapter 124E, and any other law or statute, 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. Membership, Number, Qualifications and Tenure. There shall be one class of members. Members of the Corporation shall be the persons designated from time to time by the Board of Directors. Members shall not be required to pay a membership fee or annual dues.

The Board of Directors may from time to time create additional classes of membership. The terms and conditions of such additional memberships classes, if any, shall be determined by the Board of Directors.

The Board of Directors shall consist of no less than five and no more than seven non-related persons.

Terms of Board members shall be three years 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. Terms of board member are staggered and governed by policy. All board terms shall begin and end at the first meeting in February. Each seat will be up for election in January prior to its expiration. New members to the Board shall be seated at the first meeting in February, whereupon the member(s) whose term is expiring shall step down. The election of the Board of Directors shall be in compliance with the Charter School Law.

Consistent with Minnesota Statutes, Chapter 124E.07 BOARD OF DIRECTORS,

*“(a) The charter school board of directors shall be composed of at least five nonrelated members and include: (1) at least one licensed teacher employed as a teacher at the school or providing instruction under contract between the charter school and a cooperative; (2) at least one parent or legal guardian of a student enrolled in the charter school who is not an employee of the charter school; and (3) at least one 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 board may include a majority of teachers described in this paragraph or parents or community members, or it may have no clear majority. 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.”*

2.1 A school teacher who is a Director and no longer employed at the school is ineligible to be a Director and is removed from the Board as of the date of employment resignation or termination.

2.2 A teacher employed at the school who is also a parent of a child enrolled at the school is eligible for a teacher Director position and is ineligible for a parent Director position. No charter school employees shall serve on the board other than teachers.

2.3 A community member Director who, during his or her Board term, becomes employed at the school or becomes a parent of a child enrolled at the school is removed from the Board as of the date of such employment or enrollment.

2.4 A parent Director whose child is unenrolled from the school during such Director's term is removed from the Board as of the date of such unenrollment. Unenrollment is defined in board policy as that specific date when, after a parent or guardian requests the transfer of records of the enrolled child, those records are transmitted to the new attendance center (as of the date of the transfer).

*"(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."*

The maximum number of teachers serving on the board at any time shall be two.

Section 3: Nomination Process. At least sixty (60) 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 of Directors. At an annual meeting or any special meeting for election and properly called, current board members, staff members employed at the school, including teachers providing instruction under a contract with a cooperative, 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. Voting Members of the Corporation have the right to elect directors under the provisions of Minnesota Statutes, Chapter 317A et. Seq, these Bylaws and Board Policies.

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 other than teachers and Ex Officio Board Members. 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 shall be personally present at any meeting except to the extent that personal presence alternatives are permitted by Minnesota Statutes, Chapter 13D.01 (Minnesota Open Meeting Law). 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 and see each other except as noted in statute.

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.

10.1 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.

10.2 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 board committees shall be open to the public.

10.3 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. ‘Conflict’ is defined through Minnesota Statutes, Chapter 124E.14 Conflict of Interest.

*“(a) 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 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.*

*(b)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.*

*(c) 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.”*

Section 12. Parliamentary Procedures. Meetings shall be governed by Robert’s Rules of Order, Revised, as amended by the Board of Directors in these Bylaws.

## **ARTICLE V**

### **OFFICERS AND EMPLOYEES**

Section 1. Number and 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, Vice President, Treasurer, 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. 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. 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 from time to time are determined necessary by the Board of Directors. Such employees shall be appointed in a manner, have the duties and responsibilities and hold their positions for the time prescribed by the Board of Directors. Some of those duties may augment listed duties of Officers only with the approval of the Board.

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, Minnesota Statutes, Chapter 124E and Minnesota Department of Education regulations.

**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. Subject to the right of the Members to adopt, amend and repeal these Bylaws as set forth in Minnesota Statutes, section 317A.181, Subd. 2(b), the power to adopt, amend or repeal the Bylaws is vested in the Board of Directors.

The Board may amend its governance model, set forth in Article IV, only 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. A qualified licensed teacher is teaching for at least a .51FTE. This governance change process is controlled by Minnesota Statutes, Chapter 124E.07, Subd.4 which also requires approval of the authorizer.

**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 in the Journal of Votes according to Minnesota Statutes Chapter 13D.01, Subds.4-5
- (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, to the extent consistent with Minnesota Statutes, Chapter 124E and the Uniform Financial and Accounting Standards (UFARS) and audit references 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.