

## **AMENDED AND RESTATED BYLAWS OF ACADEMIC ARTS HIGH SCHOOL**

Board approved: June 25, 2014,

Revised: August 3, 2017

Board approved: October 24, 2017

### **ARTICLE I PURPOSE, MISSION, AND VISION**

The purposes of Academic Arts High School, henceforth referred to as AAHS, are as stated in its Articles of Incorporation, formerly River Heights Charter School, for nonprofit and educational purposes pursuant to the school's mission and vision which are as follows:

#### **Vision:**

*A generation of young people who navigate the world with the awareness, knowledge, attitudes, and skills necessary to make a positive impact.*

#### **Mission Statement:**

*Learn by doing. Embrace your place in the world.  
Prepare for the future. And make friends along the way.*

### **ARTICLE II OFFICES**

AAHS shall have and maintain a registered office in the state of Minnesota which may be, but not need be, identical with the principal office in the State of Minnesota.

### **ARTICLE III MEMBERSHIP**

Section 1. Members: Members of the Board of Directors of AAHS shall consist of parents, guardians of currently or previously enrolled students, community members, and staff employed by AAHS.

Section 2. Annual Meeting: The annual meeting of the members and Board Elections of AAHS (pursuant to Article IV hereafter) shall be held at such time and location as determined by the Board of Directors. Board Elections and the Annual Meeting will be held on a day in which Academic Arts High School is in session. Notification shall be by a posting on the Academic Arts High School website and posting in the front entryway of the school premises. Notice of the meeting will contain the date, time and place of the meeting and will be posted at least thirty (30) days prior to the meeting date.

Section 3. Special Meeting: A Special Meeting of Members may be called at any time by a majority vote of the Board of Directors. Notification of the meeting shall be via posting in the front entryway of the school premises, school website, email, telephone, or postal service no fewer than three (3) days prior to the meeting. Such notice shall contain the date, time, place and purpose of the meeting.

Section 4. Quorum: For any annual or special meeting, a majority of the voting members shall constitute a quorum.

Section 5. Voting: At each annual meeting of the membership, every voting member shall have one (1) vote. Members may vote in person or by proxy when voting in new Member(s) of the Board of Directors. The affirmative vote of a majority of a quorum of voting members shall constitute a duly authorized action of the membership.

#### **ARTICLE IV BOARD OF DIRECTORS**

Section 1. General Powers: The Board shall have all the powers and duties necessary or appropriate for governance regarding the overall policy and direction of AAHS which are not prohibited by law or these bylaws.

Section 2. Number, Tenure and Qualifications: The charter school board of directors shall be composed of at least five non-related members, with a maximum of nine members, and include: (i) at least one licensed teacher employed as a teacher at the school or providing instruction under contract between the charter school and a cooperative; (ii) 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 (iii) 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 non-voting board members.

Each Board Member shall hold office for a three (3) year term or until a successor has been duly elected and qualified, or until the Board Member dies, resigns, is removed or the term otherwise expires. The election of the Board of Directors shall be in compliance with Section 124D.10 of the Minnesota Statutes.

a. Nomination Process: Qualified candidates for the Board of Directors shall be nominated at least thirty (30) days prior to the annual meeting. The Board of Directors will compile a list of nominees and notify Board Members of the nominees for each position fifteen (15) days prior to the annual meeting.

Section 3. Regular Meetings: The Board shall meet monthly at a regularly scheduled time and place. All meetings of the Board or committees shall be conducted in compliance with

Minnesota Open Meeting Law, Section 13D of Minnesota Statutes. Dates will be published on the Academic Arts High

School website and posted in the entryway of the school premises. Board meetings may be canceled with notice by email to members and by posting the notice of cancellation on the school website and in the front entryway of the school premises.

Section 4. Special Meetings: The Board Chair may call Special Meetings of the Board of Directors at any time, for any purpose. The Board Chair shall call a special meeting of the Board of Directors upon the written or verbal request of one third (1/3) of the members of the Board. Notice of every special meeting of the Board of Directors shall be posted on the Academic Arts High School website at least three (3) days before the day on which the meeting is to be held.

Section 5. Emergency Meetings: The Board Chair may call an Emergency Meeting for circumstances that require immediate consideration that does not allow for the three (3) day minimum notification of a Special Meeting. Notice of an Emergency Meeting shall be given personally or via telephone, to each Board Member. The subject or reason for the Emergency Meeting shall be included in the notification, but will protect the privacy of a minor student, enrolled student's family, and staff performance evaluation.

Section 6. Closed Meetings: A meeting of the Board of Directors may only be closed for specific circumstances, and shall be subject to notification as described in Minnesota Statute 13D, Minnesota Open Meeting Law. The purpose of a Closed Meeting is to hear student expulsion, other student disciplinary issues, and staff evaluation results. All meetings will be in compliance with the Minnesota Fair Pupil Dismissal Act.

Section 7. 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 Board Chair or Members present shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum is convened, and later enough members withdraw from the meeting so that less than a quorum remains, the remaining Members shall continue to transact business, short of voting, until adjournment.

Section 8. Voting: Each member of the Board of Directors shall have the power to exercise one (1) vote on all matters to be decided by resolution of the Board. The affirmative vote of a majority of a quorum of Board Members shall constitute a duly authorized action of the Board.

Section 9. Resignation and Removal: Board Members 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 Board. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A Board Member may be removed at any time, with

or without cause, by a two-thirds (2/3)

vote of a majority of all remaining Members of the Board. Failure to attend three (3) consecutive meetings shall constitute cause.

a. AAHS employee/Board Member: If a Board Member is an employee of AAHS, and their employment is terminated for any reason, they will be automatically removed from the Board. However, the Board may elect, at the next meeting, to reinstate the terminated employee to serve the remainder of the academic/fiscal term.

Section 10. Filling Vacancies: Vacancies on the Board of Directors caused by death, disqualification, resignation, disability, removal or such other cause shall be filled by appointment of a new Member by the affirmative vote of a majority of the remaining Members, even if less than a quorum is present. A Member filling a vacancy shall hold office until the next annual meeting of the Members, or until their successor has been duly elected and qualified, subject to their earlier death, disqualification, resignation, or removal.

Section 11. Compensation: Board Members shall not receive compensation for their services as a Board Member.

Section 12. Presence at Meetings: Members of the Board of Directors or of any committee, as applicable, must be present to participate in making decisions.

Section 13. Committees of Board: Committees and Subcommittees shall be designated as needed per ongoing and ad hoc requirements at the Board's discretion. The Board may assign other committees for singular purposes. The Board will provide the Committee with a statement of purpose, and the assigned responsibilities of the Committee. The Board will assign a Chair for each Committee and reserves the right to approve its Members. Committee members do not need to be Board Members.

a. Limitation on Authority of Committees: Each committee shall be under the direction and control of the Board and shall keep regular minutes of their proceedings, and all actions of each committee shall be reported to the Board of Directors and shall be subject to revision, ratification or alteration by the Board of Directors. Each committee shall meet as provided by its rules or by resolution of the Board of Directors. Notice of all meetings of any committee shall be given to all members of that committee as required by the Minnesota Open Meeting Law.

Section 14. Conflict of Interest: Each Board Member must complete a conflict of interest statement from review by the Board's Authorizer within thirty (30) days of their election, and shall annually complete such a statement on the anniversary of their election or on such an annual date that the Board may select.

## **ARTICLE V OFFICERS AND EMPLOYEES**

Section 1. Number; Election: The officers of the Board shall be elected for one (1) year terms by the Board of Directors, and shall consist of a Board Chair, Treasurer, Secretary and such other

officers as the Board shall determine from time to time.

Section 2. Vacancies: A vacancy in any office of this Board 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. Board Chair: The Board Chair shall:

3.1 See that the resolutions and directives of the Board are carried into effect, and in general, shall discharge all duties incident to the office of Chair as prescribed by the Board.

3.2 Preside at all meetings of the Board except when this authority is temporarily designated to another member by the Board as a result of the Chair's absence.

3.3 Be a voting ex-officio member of all Board Committees. Although the Chair is not required to attend or vote in Committee Meetings, the Chair may exercise this right at any time.

Section 4. Treasurer: The Treasurer shall:

4.1 Be responsible for the preparation of the proposed annual budget as well as serve as Chair of the Finance Committee.

4.2 Ensure the keeping of financial records and documents belonging to AAHS.

4.3 Present a finance report at the Annual Meeting and shall make other reports to the Board as required.

Section 5. Secretary: The Secretary shall:

5.1 Attend all Board Meetings and, when requested, Committee Meetings.

5.2 Record all proceedings and voting records of the Board in minutes and maintain them in a book to be kept at AAHS for public review. If the Secretary is unable to attend a Meeting, the Board will designate another person to take minutes and to forward to the Secretary (this person may or may not be a current Board Member).

5.3 Ensure the keeping of all agendas, minutes, books, correspondence, Committee minutes, and other papers relating to the business of the Board, except those that are the responsibility of the Treasurer.

5.4 Give or cause to be given, all notices of Board Meetings and other notices as required by law of of these bylaws.

Section 7. Removal of Office: Any officer ~~who~~ may be removed at any time, with or without cause, by the vote of a majority of a quorum of the Board of Directors at any regular meeting or at a special meeting called for that purpose.

Section 8. Resignation: Any officer may resign at any time. Such resignation shall be made in writing to the Board Chair or Secretary and shall take effect at the time specified therein or, if not time be specified, at the time of its receipt by the Board Chair or Secretary. The acceptance

of a resignation shall not be necessary to make it effective.

## **ARTICLE VI TEACHER POWERED SCHOOL (TPS) COMMITTEE**

Section 1. Designation of: The Board shall approve a committee of employees to serve on the TPS Committee to fulfill the executive roles as follows:

6.1 Be responsible for providing professional advice and assistance to the Board, and to provide information about relevant issues that arise in school operations.

6.2 Hire and release advisors and staff who shall report directly to the TPS Committee.

6.3 Administer, delegate and assess the work of the school's mission *including*:

a. Advisors and staff

b. Subcontractors and other vendors

6.4 Monitor and manage student life.

6.5 Serve as a positive interface with the community.

6.6 Responsibly manage the school's resources.

6.7 Perform other duties as authorized by the Board.

## **ARTICLE VII FISCAL MANAGEMENT**

Section 1. Execution of AAHS Document: The Board may authorize any Board Officers, the TPS Committee, or delegate of the Committee, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of AAHS. Such authority is confined to specific instances as approved by the Board. The Policy and Procedure Manual of AAHS, as approved by the Board, shall serve as the authority for specifics.

Section 2. Loans: No loans shall be contracted on behalf of AAHS, nor evidences of indebtedness shall be issued in its name unless authorized by Board resolution.

Section 3. Deposits: All AAHS funds not otherwise employed shall be deposited in a timely manner to the credit of AAHS in a bank or financial institution as the Board elects.

Section 4. Checks, Drafts, etc: All checks, drafts, or other orders for payment of funds will be signed by Board Officers, TPS Signatories, or other persons designated and approved by the Board.

Section 5. Petty Cash: The TPS Committee may be authorized to administer a Petty Cash Fund. The size of this fund shall not exceed \$100 USD unless authorized by Board resolution.

## **ARTICLE VIII DISTRIBUTION OF THE ASSETS**

Section 1. Right to Cease Operations and Distribute Assets: By a two-thirds (2/3) vote of all Members, the Board may resolve that AAHS cease operations and voluntarily dissolve. Such resolution shall set forth the proposed dissolution and direct designated Officers of the Board to perform all acts necessary to effect a dissolution. Written notice as required by these Bylaws shall be given to all voting members stating that the purpose of the meeting shall be to vote upon the dissolution of the School. A resolution to dissolve the School shall be approved only upon the affirmative vote of a two-thirds (2/3) of a quorum of voting members of the Board taken at a meeting during which the resolution is brought before the voting members. If such cessation and distribution is called for, the Board shall set a date for the commencement of the distribution.

## **ARTICLE IX INDEMNIFICATION**

Section 1. AAHS shall indemnify and hold harmless any Board Member, Officer, or employee from any suit, damage, claim, judgement or liability arising out of, or asserted to arise out of conduct of persons in their capacity as a Board Member, Officer, or employee, except in cases involving willful misconduct. Indemnification provided under this section shall comply with and follow the requirements as provided by Minnesota Statute, Section 317A.521.

## **ARTICLE X AMENDMENTS**

Subject to the right of voting 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.