

# Bylaws



**Cologne  
Academy**

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**BYLAWS  
OF  
Cologne Academy  
(the "Corporation")**

**ARTICLE I 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. Reorganization Meeting. The annual reorganization meeting of the Board of Directors shall take place in July of each year. Notice of the annual meeting of the Corporation shall be by official posting on the school website and posting at the school site. 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 monthly. A schedule of the regular meetings shall be kept on file at the Corporation's primary offices and posted on its website. If the Corporation decides to hold a regular meeting at a time or place different from the time or place stated in its schedule of regular meetings, it shall provide the same notice as required by Section 3.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called at any time, for any purpose, by the Board Chair or at least two Directors. Written notice, including the date, time, place, and purpose of every special meeting of the Board of Directors shall be posted on the principal bulletin board of the Corporation or, if the Corporation has no principal bulletin board, on the door of its usual meeting room, at least seventy-two (72) hours before the meeting is to be held. In addition, written notice shall be mailed to each director at least five (5) days before the day on which the meeting is to be held or shall be delivered in person or e-mailed not later than seventy-two (72) hours before the meeting is to be held.

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. The existence of a quorum is determined when a duly called meeting is convened.

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

Section 6. Open Meeting Law. All Board of Director meetings, and notice of all such meetings, shall comply with the Open Meeting Law. All committee meeting shall comply with the Open Meeting Law, unless excused by the Board of Directors for a specific purpose as set forth in the Board's minutes and (1) the committee does not include a quorum of the Board, and (2) the committee is making a recommendation to the Board of Directors and not taking action as a committee.

#### **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 Chapter 124E, and by other applicable 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, Tenure, and Qualifications.

- (a) Number. The Board of Directors shall consist of at least five and no more than nine members.
- (b) Composition. The Board must be comprised of at least one member of each of the following categories:
  - (i) Parent/Legal Guardian of a student in the school. 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;
  - (ii) Teacher licensed in Minnesota and providing instruction in the school. A teacher employed at the school who is also a parent of a student enrolled at the school is eligible for a teacher Director position and is ineligible for a parent Director position. A teacher who is a Director and who resigns employment at the school or whose employment is terminated at the school is ineligible to be a Director and is removed from the Board as of the date of employment resignation or termination. and
  - (iii) Community Member who is neither a parent/legal guardian of a student in the school nor a teacher employed in the school. A community member Director who, during his/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.
- (c) Tenure -- Ongoing Board of Directors. Each director 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.
- (d) Qualifications.

- (i) Related Parties Prohibited. The Board of Director membership shall not contain any related parties, as defined by Minn. Stat. 124E.02.
- (ii) Additional Qualifications -- Initial Board. At least one Director must be a Minnesota licensed teacher.
- (iii) Additional Qualifications. Board members:
  - (A) must be 21 years of age.
  - (B) must not be former employees, or former employees' immediate family and household members, who were discharged from employment with the Academy within the seven years preceding the start of the Board Director's term. For purposes of this section, "immediate family" includes a person's parents, spouse, and children.
  - (C) must not be former employees who in the sole determination of the current Board resigned in less than good standing within the seven years preceding the start of the Board Director's term.
  - (D) must not be related to another Board member.
  - (E) must not have been convicted of a felony.
  - (F) must not have been convicted of a gross misdemeanor or equivalent crime in the last 10 years.
  - (G) must not be employees of the Corporation except licensed teachers employed by the Corporation as teachers.
  - (H) must not be contractors providing facilities, goods, or services to the Academy.
  - (I) must not be any employee, agent, or Board member of the Corporation's authorizer who participates in the initial review, approval, ongoing oversight, evaluation, or the charter renewal or nonrenewal process or decision.
- (e) Governance Structure. The Board of Directors membership must adhere to one of the following four governance structure models: teacher-majority, parent-majority, community-member majority, no clear majority.

Section 3. Designation & Change of Governance Structure.

- (a) Designation of Governance Structure. The Board membership shall adhere to the parent-majority governance structure model.
- (b) Requirements to Change of Governance Structure Model. The Board may change the governance model only upon:
  - (i) 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
  - (ii) with the authorizer's approval.
- (c) Model.
  - (i) Requests & Petitions to Change Model. The Board may consider a change in its governance model upon receipt of a request for such consideration signed by at least two Directors, or the receipt of a petition to so change the governance model signed by at least 50% of the parents of students enrolled in the school or 50% of the licensed teachers employed at the school.
  - (ii) Special Board Meeting to Solicit Community Comment. Upon receipt of a request or petition complying with (i) above, the Board shall schedule and publicize a special board meeting, to be held within thirty days of receipt of such request or petition, for the sole purpose of receiving community comment regarding the governance model. When publicizing the special board meeting, the Board shall also invite the school community to submit written comments to the Board prior to the special board meeting.
  - (iii) Board Meeting. The Board shall place on the agenda of its regular meeting following the special board meeting consideration of changing the governance model. Placing the item on the agenda does not require any board member to introduce a motion or second a motion for such consideration.
  - (iv) Effective Date of Change in Governance Model. Any change in the governance model complying with this section is not effective for the duration of the current charter contract period and will be effective for the subsequent charter contract period and begin on the same date as the effective date of the charter contract next executed between the school and its authorizer.

Section 4. Nomination Process. The Board of Directors, or its committee, will solicit nominations from teachers, parents/legal guardians, and community members, for all of the Director positions that will be filled at the next annual meeting. Each nominee shall identify the category of board membership - licensed teacher, parent/legal guardian, community member - for which s/he is seeking election. The Board of Directors will compile a list of said nominees and notify eligible voters of the nominees, the category of board membership for each nominee, and the date of the election, at least thirty (30) days prior to the election. The Board of Directors shall prepare ballots for use by voters which shall segregate nominees by category of board membership. Elections shall be held during the school year but may not be conducted on days when the school is closed.

Section 5. Eligible Voters. Members of the Board of Directors, each parent and legal guardian of a child enrolled at the school, and each employee of the school shall have the right to exercise one (1) vote for its board candidates. An individual holding positions in multiple categories (e.g. parent/legal guardian who is an employee at the school, parent/legal guardian who is a Board member, teacher who is a Board member, etc.) shall have the right to exercise one (1) vote.

Section 6. 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 and shall be effective at the time specified therein, or if no time is specified, at the time of its receipt by the Chair or Secretary. 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 7. 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 end of the term of the seat for which that person has filled, or until his or her successor has been duly elected and qualified, subject to his or her earlier death, disqualification, resignation or removal.

Section 8. 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 as an employee 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 9. 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 10. 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 interactive technology as long as:

- (a) all members of the Board, wherever their physical location, can hear and see one another;
- (b) members of the public present at the regular meeting location can hear and see all discussion and all votes;
- (c) at least one member of the Board is physically present at the regular meeting location;
- (d) all votes are conducted by roll call so each member's vote can be identified and recorded; and
- (e) each location at which a member of the Board is present is open and accessible to the public, unless exceptions apply pursuant to Minn. Stat. 13D.02 or 13D.021.

Section 11. 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 of any meeting of the committee.

- (a) Authority of Committees. All committees shall make recommendations to the Board of Directors. No committee shall have the authority to act on behalf of the 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 Chair shall be an ex-officio non voting member of all committees, unless the Board Chair serves as a member of such committee.
- (c) Limitation on Authority of Committees. Each committee of the board shall be under the direction and control of the Board and shall report the business of the committee at the board meeting. Minutes of the board meeting where such report was given will serve as documentation of the committee meeting.
- (d) Committee Establishment. Committees of the Board of Directors shall include Policy Committee, a Personnel Committee; and a Finance Committee. The Board may establish other committees by majority vote of Board membership.

Section 12. Conflict-of-Interest. A Conflict-of-Interest Policy will be established by the Board of Directors that is consistent with Minn. Stat. Ch. 124E and federal law. Further, the Conflict-of-Interest Policy and the Board of Directors must meet at least the following conditions:

- (a) Statement of No Conflict. Each director must complete a conflict-of-interest statement for review by the Board within thirty (30) days of start of his or her term, and shall annually complete such a statement on the anniversary of his or her term or on such an annual date that the Board may select. The Board will provide all such conflict of interest statements to its authorizer.
- (b) Conflict-of-Interest Prohibited. An individual is prohibited from serving as a member of the Board of Directors if: (1) the individual, an immediate family member, or the individual's partner is an owner, employee or agent of, or a contractor with a for-profit or nonprofit entity with whom the school contracts, directly or indirectly, for professional services, goods, or facilities; or (2) an immediate family members is an employee of the school.
- (c) Conflict-of-Interest Policy-Contract or Transaction. The Corporation shall enter into any contract or transaction with (i) one or more of its directors, (ii) a director related organization, or (iii) an organization in or of which a Board Director is a director, officer, or legal representative, employee of such organization, or in some other way has a material financial interest unless all of the following criteria are met, in addition to (a) and (b) above: (1) The contract or transaction is fair and reasonable; (2) that interest is fully disclosed to all the Board's directors; (3) the Board approves, authorizes or ratifies the action in good faith and within Minn. Stat. Ch.124E as amended; and (4) the approval is by unanimous decision of the Board, with the interested party abstaining not participating in the Board's discussion and vote.
- (d) Conflict-of-Interest - Participation at Board Meeting. The interested director may be present at the Board meeting to answer questions, but may not advocate for action to be taken and shall exit from the meeting room during and shall not otherwise participate in the discussion or vote. The Minutes of all actions taken on such matters shall clearly show that the requirements of this section were met and were consistent with Minn. Stat. Ch.124E.

## **ARTICLE V OFFICERS**

### Section 1. Number & Election.

- (a) Number of Officers. The officers of this Corporation shall consist of a Board Chair, Vice Chair, Treasurer, Secretary and such other officers as the Board of Directors shall determine from time to time.
  - (i) Election of Officers & Term. The officers of the Corporation shall be elected by the Board for the lesser of a one (1) year term or the remaining unexpired term of the Director.

Section 2. Vacancies. A vacancy in any office of this Corporation occurring by reason of death, disqualification, resignation or removal shall be elected by a majority vote of the Board for the remaining unexpired term of the office.

Section 3. Board Chair. The Board Chair shall:

- (a) Exercise the functions of the Office of the Chair 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 Chair 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-Chair. The Vice-Chair shall:

- (a) Exercise the functions of the Office of the Chair of the Corporation; in the absence of the Chair;
- (b) Preside at all meetings of the Board of Directors, in the absence of the Chair;
- (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 Chair;
- (d) Sign and deliver, in the name of the Corporation, all deeds, mortgages, bonds, contracts or other instruments requiring an officers signature, unless otherwise directed by the Board, in the absence of the Board Chair;
- (e) Have the general powers and duties usually vested in the Office of the Chair, in the absence of the Board Chair; 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 order by the Board of Directors, making

- proper vouchers therefore;
- (f) Render to the Board Chair and the Board of Directors, whenever required, an account of all of the transactions as Treasurer 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 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 Chair 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 Chair 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, except that such indemnification will be limited as required by applicable law including by Minn. Stat. 124E.07 Subd. 3(c) as amended. 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.** Except as may be limited by applicable law, 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 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 original 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 standards of fiscal management for a public charter school 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 a feminine and neutral.

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.