

# TEAM ACADEMY BYLAWS

## PREAMBLE

The Bylaws will serve as the operational procedures in conjunction with the Articles of Incorporation of TEAM Academy. The governance of the Corporation will at all times be in accord with applicable law, including, but not necessarily limited to, the provisions of Minnesota Statutes, Chapter 124E (formerly sections 124D.10 and 124D.11), as amended, and such other provisions of Minnesota laws are therein referenced, the Minnesota Open Meeting Law, Minnesota Statutes, Chapter 13D, as amended, and the Minnesota Government Data Practices Act, Minnesota Statutes Chapter 13, as amended. In the event that there are conflicts between the provisions of Minnesota Statutes, Chapter 124E (the Charter School Law) and Minnesota Statutes, Chapter 317A, as amended, (The Non-profit Corporation Act), the provisions of the Charter School Law shall govern. Likewise, the Open Meeting Law and the Minnesota Government Data Practices Act, take precedent over any conflict surfacing from the Non-profit Corporation Act.

The Bylaws are as follows:

## ARTICLE I OFFICES

**Section 1.1** Principal Offices. The principal office of the Corporation shall be located in the City of Waseca, County of Waseca, State of Minnesota. The Corporation may have other offices, either within or outside of Waseca, Minnesota, as the Board of Directors may determine.

**Section 1.2** Registered Location. The Corporation shall have and continuously maintain in the City of Waseca, County of Waseca, State of Minnesota, a registered office. The registered office may be, but need not be, identical with the principal office in the City of Waseca, and shall be as set forth in the Articles of Incorporation.

## ARTICLE II CORPORATE SEAL

**Section 2.1** Corporate Seal. This Corporation shall have no corporate seal and all documents executed on behalf of the Corporation shall be signed by the Chairperson, or in lieu of, the Vice-Chairperson, and attested by the Clerk or one other officer.

## ARTICLE III MEMBERS

**Section 3.1** Role of Members. Members of the Corporation exist solely to elect Corporation Directors and fulfill any task assigned to them by the Board of Directors.

**Section 3.2 Membership.** The membership of the Corporation shall consist of parents and legal guardians of an enrolled student, all staff employed by TEAM Academy and members of the Board of Directors. An enrolled student is any child currently receiving instruction at TEAM Academy. Membership shall be determined at the time of any meeting of the Members.

**Section 3.3 Termination of Membership.** Membership shall be terminated immediately upon any of the following:

For parent/guardians

- a. The child of a parent or legal guardian ceases to be enrolled at TEAM Academy.
- b. The parent or legal guardian of an enrolled student voluntarily resigns. Such resignation shall be effective immediately upon receipt of written resignation by any officers of the Board of Directors unless said written resignation states a later effective time.

For staff/teachers

- a. By separation from employment with TEAM Academy, provided that the staff member is not still the parent or legal guardian of an enrolled student.

For Members of the Board of Directors

- a. The Board member ceases to be a member of the Board of Directors, provided that the individual is not still the parent or legal guardian of an enrolled student, or a teacher employed by TEAM Academy.

**Section 3.4 Reinstatement of Membership.** Any former member of the Corporation may request in writing to the Clerk of the Corporation to be reinstated. The Board of Directors may reinstate said former member to membership on such terms as the board may deem appropriate by the affirmative vote of two-thirds of all the members of the board.

**Section 3.5 Transfer of Membership.** Membership in this corporation is not transferable or assignable.

## **ARTICLE IV**

### **MEETINGS OF MEMBERS**

**Section 4.1 Annual Meeting.** An annual meeting of the members shall be held for the purpose of electing directors and any other such business as the Board of Directors shall decide. The Annual Meeting shall be held at the November Board meeting each year when school is in session.

**Section 4.2 Special Meetings.** Special meetings of the members may be called by a majority vote of the Board of Directors at such place and time as designated by the Board of Directors. If no designation of place is made, the place of the meeting shall be the principal office of the corporation in the State of Minnesota.

**Section 4.3 Notice of Meetings of Members.** Notice of meetings of members, other than meetings where Board of Directors elections occur must be given at least five days before the date of the meeting

and not more than 60 days before the date of the meeting. Notice of meetings of members for meetings at which Board of Directors elections occur must be given at least 30 days before the date of the meeting, but not more than 60 days before the date of the meeting. Notice by any of the following methods constitutes adequate notice: personal delivery, mail, telephone, internet, publishing in newsprint, or by posting within the school building in a space open and visible to the members. In the case of special meetings or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid.

**Section 4.4 Quorum.** Four (4) of the members of the corporation as determined by Section 3.2 shall constitute a quorum. If a quorum is not present, a meeting may be adjourned from time to time for that reason. If a quorum has been present at a meeting and members have withdrawn from the meeting so that less than a quorum remains, no business may be conducted.

**Section 4.5 Voting Procedures.** Each member of the Corporation, as defined in Section 3.2, shall be entitled one vote on each matter voted on by the members and voting shall not be cumulative. Voting shall take place only during the meeting of the members and shall be done by ballot. No other form of voting shall be allowed unless an exception is made by a majority vote of the Board of Directors prior to the meeting of the members.

**Section 4.6 Act of the Members.** The affirmative vote of a majority of the members voting is the act of the members.

## **ARTICLE V BOARD OF DIRECTORS**

**Section 5.1 Number and Term of Directors.** The directors of the Corporation shall be a Board of Directors of Seven (7). The property, affairs, concerns, direction, and business of the Corporation shall be vested in and managed at the discretion of the Board of Directors.

**5.1. A** The Board of Directors shall pursue such policies and principles as shall be in accordance with the provision in the Articles of Incorporation, these Bylaws, and the Statutes of the State of Minnesota.

**5.1. B** Each Director shall have one vote in all matters requiring the action or vote of the Board of Directors and voting shall not be cumulative.

**5.1. C** Each director shall hold office for a term of three (3) years. The terms shall start and end at an annual meeting of the members and shall be staggered so that as close to an equal number of directors as possible is elected each year. Directors must be either a licensed teacher employed at TEAM Academy (including a teacher who is providing instruction under contract between the charter school and a cooperative), a parent or legal guardian of an enrolled student who is not an employee of TEAM Academy, or a community member who is not an employee of

Team Academy and is not the parent or legal guardian of an enrolled student. An individual may serve as a director for more than one term.

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 a full or part owner or principal with a for-profit or nonprofit entity or independent contractor with whom TEAM Academy contracts, directly or indirectly, for professional services, goods, or facilities; or (2) an immediate family member is an employee of the school. In addition, any employee, agent, or board member of the authorizer who participates in initially reviewing, approving, overseeing, evaluating, renewing, or not renewing the TEAM Academy's charter is ineligible to serve on the Board of Directors..

Terms for each Director will be as follows:

Year 1 Community Member, Parent 1, and Teacher 1

Year 2 Teacher 2 and Teacher 3

Year 3 Teacher 4 and Teacher 5

**5.1. D** The Board may change its governance structure only:

- (1) by a majority vote of the Board of Directors and a majority vote of the licensed teachers employed by TEAM Academy as teachers, including licensed teachers providing instruction under a contract between TEAM Academy and a cooperative; and
- (2) with the authorizer's approval.

**Section 5.2 Election.** The first Board of Directors shall consist of those persons enumerated in Article VI of the Articles of Incorporation and shall serve until the first meeting of members is called by the Board of Directors, at which time an election to fill that position shall be conducted from nominations made by the Nomination Committee.

Subsequent Annual Meeting elections will consist of the following process: Nominated or self proclaimed candidates for open positions shall submit their names to the School Director at least fourteen (14) days prior to the Annual Meeting. The Nominating committee will certify the eligibility of each candidate and announce the slate of candidates at least seven (7) days prior to the Annual Meeting. Candidates are required to submit to a background check. The Nominating Committee has the right to deny any candidate with a felony conviction.

**Section 5.2. A Vote Certification.** Ballots shall be counted at the Annual Meeting with the School Director acting as the Election Official. All ballots will be counted publicly with at least two school officials in attendance. An official notice of the vote count will be announced at the Annual Meeting. An official certification letter will be placed in the school records and copies of the same will be sent to the candidates. Annual meeting minutes will reflect the certification of the election. A notice of election results will be published in the local newspaper and on the school website.

**Section 5.3 Vacancies.** Any vacancies on the Board of Directors shall be filled by action of said Board of Directors, each such decision to be effective only upon an affirmative vote thereon of a majority of the remaining members of said Board. A person elected to the Board of Directors to fill

such a vacancy shall serve for the unexpired term of the Board member whose vacancy has been filled thereby.

**Section 5.4 Power to Elect Officers.** The Board of Directors at the annual meeting of the Board of Directors shall elect the Officers of said Board which shall consist of a Chairperson, a Vice-Chairperson, a Clerk, and a Treasurer. Each such office shall be held by a separate individual, provided however, that the last two offices may be joint and held by the same individual upon separate determination of the Board of Directors. The Board of Directors shall have authority to appoint such other officers and agents as the Board may deem necessary for the transaction of the business of the Corporation.

**Section 5.5 Appointments.** The Chairperson shall have the authority to appoint members to all committees, subject to confirmation by the Board of Directors, as necessary from time to time to conduct the business of the corporation, and the Chairperson shall be an ex-officio member of all committees. The Chairperson shall also have the authority to appoint a committee chairperson for each committee established by the Board.

**Section 5.6 Nominating Committee.** There shall be a Nominating Committee appointed by the Chairperson comprised of not less than three persons. The term of each member of the Nominating Committee shall be for the shorter of one year or the period ending on the date of the annual meeting immediately following his or her appointment. The members of said Nominating Committee shall, by majority vote, nominate persons for vacated offices and directorships, and offices and directorships which will be vacated at the annual meeting next following their appointment, and shall carry on such other duties as specified by the Board of Directors. Said nominations shall be presented by the Nominating Committee to the entire Board of Directors prior to 30 days before the election to fill such office or directorship.

**Section 5.7 Executive Committee.** An executive committee of three or more directors may be designated by resolution, passed by a majority of the whole Board. During intervals between meetings of the Board, the Committee shall advise and aid the officers of the Board in all matters concerning its interests and the management of its business, and generally performing such duties to the extent provided in such resolution by the Board. Except as specifically delegated by the Board of Directors or to the extent that the executive committee constitutes a quorum or more of the Board of Directors, the executive committee shall serve in an advisory capacity only and shall not have the authority to bind TEAM Academy or the Corporation, or take any action on behalf of TEAM Academy or the Corporation without ratification from the Board of Directors as a whole. The Chairperson of the Board shall be the Chairperson of the Executive Committee.

**Section 5.8 Other Committees.** The Chairperson, subject to the ratification of the Board of Directors, or the Board of Directors may create other committees, either standing or special, to serve at the pleasure of the Board. Except for committees constituting a quorum or more of the Board of Directors, any committee created by the Board of Directors shall serve in an advisory capacity only, shall make recommendations to the Board of Directors as a whole, and shall not have the authority to bind TEAM Academy or the Corporation, or take any action on behalf of TEAM Academy or the Corporation

without ratification from the Board of Directors as a whole. The Chairperson shall have the power to appoint members of the committees as stated in Section 5.5 herein.

**Section 5.9 Power to Appoint and Remove other Officers, Directors, and Agents.** The Board shall have the authority to fill any vacancy in any office occurring from any reason whatsoever. An officer or member of the Board of Directors may be removed from office or from the Board by an affirmative vote of a majority of the Board of Directors whenever in the judgment of the Board the business interests of the corporation will best be served thereby.

**Section 5.10 Delegation of Powers.** For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officers to any other officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

**Section 5.11 Power to Require Bonds.** The Board of Directors may require any officer or agent to file with the Corporation a satisfactory bond conditioned upon faithful performance of his or her duties.

**Section 5.12 Compensation.** Members of the Board of Directors shall not receive any stated salaries for their services.

**Section 5.13 Meetings.** Regular meetings of the Board of Directors shall be held a minimum of four times per year by such notice, and at such time and place as the Board of Directors shall order or direct. The Board shall also meet at such additional times and places as may be directed by the Chairperson or by three (3) members of the Board. The Board shall also distinguish one meeting per year as the Annual Meeting of the Board of Directors.

**Section 5.14 Notice of Meetings.** Notice for the Annual Meeting and any special meeting of the Board of Directors shall be in writing stating the time, place, and purpose thereof, and shall be delivered or mailed to each Director not less than seven (7) days before the meeting, exclusive of the day of the meeting; provided however, if a special meeting is called and circumstances do not allow for said seven-day notice then notice by telephone call or E-mail to each Director may be made when the same is done at least two (2) days before the meeting, exclusive of the day of the meeting. If an emergency meeting is called and circumstances do not allow for said seven-day or two-day notice, then notice to each Director may be made by telephone call or E-mail to each Director as soon as far advance of the emergency meeting as is practicable. The Board shall direct public notice of all meetings to be provided in accordance with applicable law, including the Open Meeting Law and the Charter School Law.

**Section 5.15 Quorum.** A majority of the members of the Board of Directors shall constitute a quorum for meetings of the Board.

**Section 5.16 Power to Borrow Money.** To the extent allowable by applicable law, including the Charter School Law, the Board of Directors shall have full power and authority to borrow money whenever in the discretion of the Board, the exercise of said power is required in the general interest of this corporation, and in such case, the Board of Directors may authorize the proper officers of this

corporation to make, execute and deliver in the name and behalf of this corporation such notes, bonds, and other evidence of indebtedness.

**Section 5.17 Ex-officio Members.** The Board of Directors shall have two (2) ex-officio members of the Board of Directors: (1) the Executive Director; and (2) Chief Financial Officer. Ex-officio members of the Board of Directors shall have no vote in matters of the Board of Directors and only those rights, privileges, duties, liabilities and authority designated, granted or conferred upon them by the Board of Directors or by these Bylaws.

**Section 5.18 Resignation.** Any Director may resign at any time by giving written notice to the Chairperson. Any committee member may resign at any time by giving written notice to the committee chairperson or to an officer of the Board. Such resignation by a Director or by a committee member shall take effect upon the date of receipt or at any later time specified in the notice.

**Section 5.19 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. 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 Minnesota Statutes, section [471.895](#) with regard to receipt of gifts as defined under Minnesota Statutes, section [10A.071, subdivision 1](#), paragraph (b). A board member, employee, or officer must not receive compensation from a group health insurance provider.

**Section 5.20 Attendance at Board Meetings.** Directors are expected to attend any and all properly announced meetings. If a Director cannot attend due to other obligations, the Director shall contact the Chairperson or Executive Director of the school prior to the meeting, as soon as possible. If a Director misses three properly announced meetings, the Board of Directors may remove the Director and appoint a replacement.

**Section 5.21 Board Training.** Consistent with the Charter School Law, new members of the Board of Directors are required to attend approved training on the Board's role and responsibilities, employment policies and practices, and financial management. A new Board member who does not begin the required initial training within six months (6) after being seated and complete that training within twelve (12) months after being seated is automatically ineligible to continue to serve as a Board member. . Consistent

with the Charter School Law, ongoing Board members are required to attend at least one board training session per year throughout the Board member's term.

**Section 5.22 Orientation.** New Board of Director members shall be provided with Board membership information including the Articles of Incorporation, Bylaws, minutes from the prior year, and budget. This information shall be provided to a new Board member as soon as practicable following the Board member's seating on the Board.

## **ARTICLE VI OFFICERS OF THE BOARD OF DIRECTORS**

**Section 6.1 Number.** The officers of the Board of Directors shall be a Chairperson, a Vice Chairperson, a Clerk, a Treasurer, and such other officers as the Board of Directors may deem necessary. The Chairperson, Vice Chairperson, Clerk and Treasurer shall be elected from the membership of the Board of Directors. The Chairperson shall not be a teacher serving as a Director.

**Section 6.2 Election and Term of Office.** The officers of the Board shall be elected for a one year term unless specified otherwise by the Board of Directors. The election of the officers shall be held at the annual meeting of the Board of Directors by a vote on a slate of nominations provided by the Nominating Committee. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until the officer's successor shall have been duly elected and shall be qualified.

**Section 6.3 Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby. The removal of any individual from office shall not prejudice his or her status as a member of the Board of Directors.

**Section 6.4 Vacancies.** Whenever any vacancies shall occur in the office of the Chairperson, Vice Chairperson, Clerk, Treasurer, or in any other office of the Board, by death, resignation, or otherwise, the vacancy shall be filled by the Board of Directors for the unexpired portion of the term.

**Section 6.5 Duties.**

**Chairperson.** The Chairperson shall preside at all meetings of the Board of Directors, and shall see that all orders and resolutions of the Board of Directors are carried into effect. Unless otherwise directed by the Board of Directors, the Chairperson shall sign or countersign all certificates, contracts, or other instruments of the Corporation. The Chairperson shall perform such other duties as are incident to his or her office or properly required of him or her by the Board of Directors.

**Vice Chairperson.** The Vice Chairperson shall exercise the function of the Chairperson during the absence or disability of the Chairperson. The Vice Chairperson shall have such other duties as are assigned to him or her from time to time by the Chairperson of the Board of Directors.



**Clerk.** The Clerk shall be responsible for the minutes of the Board of Directors and the Executive Committee in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Corporation records; keep a register of the Post Office address and telephone number of each Director; and in general perform all duties incident to the office of Clerk and such other duties as are from time to time assigned by the Chairperson or Board of Directors.

**Treasurer.** The Treasurer shall be subject to such regulation as may from time to time be promulgated by the Board of Directors, and shall have the care and custody of the general funds, securities, properties, and assets of the Corporation. The Treasurer shall deposit the funds and securities in his or her care in such bank or banks, trust companies, or depositories as the Board of Directors shall designate, and shall, subject to the direction of the Board of Directors, disburse and dispose of the same, taking proper voucher for such disbursements. He or she shall keep accurate books of account, recording therein the amount of all monies, funds, securities, properties and assets in his or her custody, showing at all times the amount of all the property belonging to the Corporation, where located, and showing the amount of disbursement made and the disposition of properties. He or she shall exhibit said books and records when required by the Board of Directors, the Executive Committee, or the Chairperson. The Treasurer shall render to the Board of Directors, the Executive Committee or the Chairperson, upon request, an account of all his or her transaction as Treasurer and of the financial condition of the Corporation. He or she shall be responsible for filing reports as required by law. All the above mentioned duties may be delegated by the Board of Directors.

The treasurer shall, if required by the Board of Directors, furnish a bond in such form and with such sureties as are satisfactory to the Board if Directors for the faithful performance of the duties of his or her office, and for the restoration to the Corporation in case of his or her death, resignation retirement or removal from office, of all books, papers, vouchers, monies, and other properties and assets of whatever kind in his or her possession or under his or her control belonging to the Corporation.

## **ARTICLE VII PARLIMENTARY PROCEDURE**

**Section 7.1 Meeting Procedures.** The business meetings of this corporation shall be conducted according to the latest edition of Roberts Rules of Order, unless otherwise specified by action of a majority of the Board of Directors.

## **ARTICLE VIII ACCOUNTING PERIOD**

**Section 8.1 Accounting Period.** The business of the Corporation shall be conducted on a fiscal year basis.

## **ARTICLE IX OPEN MEETING LAW**

**Section 9.1 Open Meeting Law.** TEAM Academy will abide by the Minnesota Open Meeting Law. All meetings of the Board of Directors shall be open unless the Board, by an action at the meeting, closes meeting as permitted or required by Minnesota Open Meeting Law.

## **ARTICLE X CONTRACTS, CHECK, DEPOSITS, & FUNDS**

**Section 10.1 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Board of Directors and the Corporation, other than the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

**Section 10.2 Checks, Drafts, etc.** All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents of the Corporation and in such a manner as shall from time to time be determined by resolution by the Board of Directors.

## **ARTICLE XI GIFTS, BOOKS, & RECORDS**

**Section 11.1 Acceptance or Rejection of Gifts.** The Board of Directors may accept or reject on behalf of the Corporation any contribution, grant, gift, bequest or devise for the general purpose for any special purpose of the Corporation.

**Section 11.2 Books and Records.** The Board of Directors shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, any committees having any authority of the Board of Directors, and shall keep at its registered or principal office, a record giving names, addresses and telephone numbers of the Directors. Such information shall be governed by applicable law, including the Minnesota Government Data Practices Act and the Charter School Law.

## **ARTICLE XII TRANSFER OF ASSETS, DISSOLUTION & LIQUIDATION**

**Section 12.1 Transfer of Property.** To the extent permitted by applicable law, the Corporation may sell, lease, exchange, mortgage, encumber, or dispose of all or substantially all of its property and assets, including its goodwill, when authorized at a meeting of the Board of Directors duly called for that purpose, by an affirmative vote of two-thirds of all the directors. Said sale, lease, exchange, mortgage, encumbrance, or other disposition shall be upon such terms and conditions and for the consideration so authorized by the Directors.

**Section 12.2 Merger.** The Corporation may merge or consolidate with another nonprofit corporation upon the vote of two-thirds (2/3) of all Directors and subject to the terms of these Bylaws, the Articles

of Incorporation of this Corporation, the provision of the Minnesota Nonprofit Corporation Act, the Charter School Law, and any other applicable law.

**Section 12.3 Liquidation.** Upon liquidation or cessation of the activities of the Corporation, the Board of Directors shall determine by a majority vote, the manner in which the property and assets of the Corporation are to be distributed in accordance with Article XII of the Articles of Incorporation of this Corporation and any applicable provision of law.

**ARTICLE XIII  
WAIVER OF NOTICE**

**Section 13.1 Waiver of Notice.** Whenever any notice is required under the provisions of the Minnesota Non-profit Corporation Act or under the provisions of the Articles of Incorporation of the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitle to such notice whether before or after the time of the event to which such notice would have pertained shall be deemed equivalent to giving notice.

**ARTICLE XIV  
AMENDMENTS TO BYLAWS**

**Section 14.1 Amendments.** These Bylaws may be amended by an affirmative vote of a majority of the Board of Directors at any annual or special meeting of the Board, provided that written notice of the proposed amendment, alteration, change, addition, or repeal shall have been given to all directors not less than seven (7) days prior to such meetings.

The Bylaws are approved by the Board of Directors this   19   day of   January  ,  
  2022  

\_\_\_\_\_  
Chairperson

\_\_\_\_\_  
Clerk