

# By-Laws



# **BYLAWS**

## **FACILITY**

The principal office of the corporation Urban Academy Charter School (hereafter “UA”) shall be located at 1668 Montreal Avenue, Saint Paul, Minnesota 55116. The corporation may have such other offices, either within or without the State of Minnesota, as the board of directors may determine from time to time.

## **ARTICLE ONE**

### **MINNESOTA LAW COMPLIANCE**

"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 13.01 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 TWO – MEMBERSHIP**

- Section 1 All staff employed at Urban Academy, including teachers, and parents or legal guardians of children enrolled in the school (one vote per household) are voting members of the corporation.
- Section 2 Meetings of the membership shall be held at any suitable place convenient to the membership, as may be designated by the Board. The corporation may hold an annual meeting of members, but is not required to do so, if alternate means of election of Board members and distribution of annual financial statements to members is provided.
- Section 3 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 voting Members shall constitute a duly authorized action of the membership.

## ARTICLE THREE – BOARD OF DIRECTORS

Section 1     Number. The Board of Directors shall consist of no fewer than 5, and no more than 15, members.

Section 2     Qualifications. Consistent with Minnesota Statutes, Chapter 124E.07 BOARD OF DIRECTORS,

(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.

Section 2     Tenure. Board members shall serve a term of three years, and terms shall be staggered to ensure continuity of the Board. All board terms shall begin and end at the first meeting in July. Each seat will be up for election in May prior to its expiration. New members to the Board shall be seated at the first meeting in June, 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.

Section 3     The Board of Directors positions on the board will consist of a Chair, Vice Chair, Secretary, and Finance Chair, all of whom will be elected by the Board of Directors.

Section 4     Board Chair - shall preside at all meetings of the board; set the agenda for all meetings, in consultation with the Executive Director, and shall have the authority to convene additional meetings of the Board if necessary or reschedule or cancel meetings if appropriate; execute the mandates of the school board; and appoint or develop action planning committees (ie. governance review, strategic planning, etc.)

Board Vice Chair – serves as the backup to the Board Chair when Chair is unavailable; works with other officers and committee members; is ex-officio member of all committees; carries out duties and assignments as may be delegated by the Board Chair.

Board Secretary – sets the agenda with the Board Chair and distributes agenda to all the Board members while sending reminders of meetings and directions one week prior to a Board meeting; taking minutes during all Board meetings and distributes to all Board, Advisory Board, and interested parties; keep by-laws and policies and procedures up-to-date with any changes made by motions at a Board

meeting; track attendance of Board members at all board meetings; making copies of agenda; financial reports and other materials as needed for the Board meeting.

Board Finance Chair – reports on the status of school funds, oversees budget planning; and ensures timely preparation and appropriate filing of the school’s funds, tax and budget expenditure reports.

Section 5      Rules of Order: (a) Board Chair is to call the meeting to order (b) Board Secretary is to do roll call of all board and ex-officio board members and (c) Board agenda and additions are to be reviewed for approval or any additions to the agenda by all of the Board of Directors.

Section 6      Regular Meetings. Regular meetings of the Board of Directors shall be in compliance with Minnesota Statutes, Chapter 13D.04.

Meetings of UA board shall be open to the public, in compliance with the Minnesota Open Meeting Law, Minnesota Statutes Chapter 13D. Board meetings are an opportunity for the staff, parents and community to come to meet with the Board and bring their comments to be discussed with the Board during monthly Board meetings. Everyone attending the Board meeting, whether a member of the Board or not, will be respected and their comments acknowledged once the Board has officially completed their business accordingly to the agenda.

Individuals who are not members of the Board of Directors are not to comment in the meeting unless called upon by the Board Chair. If someone attending the meeting becomes disrespectful or disruptive during the meeting, the Board reserves the right to have that person dismissed or removed from the meeting.

Rules of Order: (a) at the end of the Board meeting the Board Chair will maintain an “Open Comment” section on the agenda for those who are not members of the Board of Directors to make comments (b) all comments will be limited to 2 minutes (c) all comments may not be addressed immediately by the Board. The Board reserves the right to respond to the comment(s) at a later date, not surpassing 60 days in a written response.

Section 7      Special and Emergency Meetings. 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.

- Section 8 At all meetings of the Board, a majority of the Board of Directors shall constitute a quorum for the transaction of business. If, at any meeting of the Board, there be less than a quorum present, the majority of those present may adjourn the meeting for a new meeting. At any such new meeting replacing an adjourned meeting, any business, which might have been transacted at the meetings as originally called, may be transacted without further notice.
- Section 9 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. A School Board member shall not appoint a proxy or vote by proxy.
- Section 10 Any member may resign at any time by delivering a written resignation to the Board Chair of UA, and such resignation shall also constitute a resignation as a member of UA. The Board may fill the vacancy for the remainder of the term of the resigning director, by a vote of the majority of the remaining members.
- Section 11 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). An excused absence constitutes written communication with Board Chair 2 days prior to the scheduled meeting date or in case of an emergency 2 hours prior to the scheduled meeting time. An unexcused absence constitutes lack of communication on behalf of Board of Directors as to their absence from the meeting.
- Section 12 Removal of Members. The Board may fill the vacancy thus created for the remainder of the term of the removed director, by a vote of the majority of the members. Any member whose removal has been proposed shall be given at least thirty (30) days notice of the intent to take such action prior to the meeting at which the removal will be voted on, and an opportunity to be heard at this meeting.
- a. At any annual or duly called special meeting of the Board, any one or more of the members may be removed with or without cause by a vote of the majority of the remaining members of the Board.
- b. After two (2) unexcused absences, a member will automatically be removed from the Board. Upon recommendation of the Board of Directors, such member may be reinstated, or the Board may fill the vacancy with another Board member for the remainder of the term of the removed director.
- c. After four (4) excused absences, a member maybe removed from the Board upon recommendation of the Board as a majority vote. The Board may fill the vacancy with another Board member for the remainder of the term of the removed director.
- Section 13 No compensation shall be paid to members for their services as a Board member. Reasonable remuneration may be paid to a member for services performed for UA in any other capacity.

Section 14 The Board shall not make or enter into on UA's behalf, any contracts, transactions or act, or carry on any activities not permitted to be made, entered into or carried on by any organization exempt from tax under the Section 501(c)(3) of the Internal Revenue Code of 1954, as now constituted or hereafter amended, or by any organization, contributions to which are deductible under the Section 501(c)(3) of the Internal Revenue Code of 1954, as now constituted or hereafter amended. In addition, the directors shall not make, enter into or carry on any activity which would cause UA to be deemed a private foundation within the meaning of Section 509 of the Internal Revenue Code of 1954, as now constituted or hereafter amended.

#### **ARTICLE FOUR – BOARD COMMITTEES, TRAINING, AND EVALUATION**

Section 1 Board Chair will develop board committees as he/she sees appropriate to assist in developing, organizing, and planning for specific needs of the Board. The Board Vice Chair will be the official ex-officio member to oversee each board committee that is developed to determine the length of committee existence, product expected from committee and the accountability process.

Section 2 Director Training. Board members shall comply with Minnesota Statutes, Chapter 124E.07, Subd. 7 by completing basic training and continuing or annual training. If basic training is not begun within 6 months of being seated or not completed within 12 months of seating, the director is immediately removed from the board.

Section 3 The Urban Academy Board will evaluate its own performance by conducting an annual GOVERNANCE REVIEW. The Board Chair will oversee this duty as part of his/her duty.

Section 4 The Urban Academy Board will conduct annual Board retreats as needed to address the Board and school's needs for long-range planning.

Section 5 The Advisory Board is a committee whose members are appointed by the Board of Directors, and whose function is to assist the Board of Directors with committee work and other supporting actions that contribute to the greater good of Urban Academy. The Advisory Board has no authority to set policy, vote or to take action in the name of UA independent of the Board of Directors.

#### **ARTICLE FIVE – CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

Section 1 The Board may authorize any officer or officers, agent of UA, in addition to the officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of UA, and such authority may be general or confined to specific instances.

Section 2 All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of UA shall be signed by such officer or officers, agent or agents, of UA and in such manner shall from time to time be determined

by resolution of the Board. In the absence of further determination by the Board, such instruments maybe signed by any one of the officers.

Section 3 All funds of UA shall be deposited from time to time to the credit of UA in such banks, trust companies, and other depositories as the Board may select.

## ARTICLE SIX – CONFLICT OF INTEREST

‘Conflict’ is defined through Minnesota Statutes, Chapter 124E.14 Conflict of Interest. Board members shall govern UA consistent with their fiduciary duties under applicable laws and policies, including UA's conflict of interest policy. A conflict of interest arises when a Board member or officer, who is in a position of authority over UA, may benefit personally from a decision he or she could make. Board members are prohibited from serving on the Board of the corporation if they, or their family member or partner, is an owner, employee or agent of or a contractor with a for-profit or nonprofit entity with whom the charter school contracts, directly or indirectly, for professional services, goods or facilities. In the event that Board members discover that they have conflicts other than those prohibited conflicts described above, UA's conflict of interest policy shall apply. The policy consists of a set of procedures to follow to avoid the possibility that those in positions of authority over the organization may receive an inappropriate benefit. Generally, the policy requires directors to refrain from participating in any discussions or vote involving an issue in which they have a material financial interest. For example, UA's conflict of interest policy prevents a voting member of the Board of Directors who receives compensation, directly or indirectly, from UA for services from voting on matters pertaining to that member's compensation.

*“(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.*

LETTER OF REPRESENTATION

To document awareness of (and compliance with) Minnesota Statute, Section 471.87 (Public Officers, Interest in Contract; Penalty) and Section 13D.01 (Minnesota Open Meeting Law) and related legislation, our auditors are requesting all School Board officials to sign this letter. We will retain this letter on file to document School Board awareness of (and compliance with) Minnesota Statutes, Section 471.8 and Section 13D.01 and related legislation. We have attached excerpts of Minnesota Statutes for your reference.

I have read the attached Minnesota Statutes, Section 471.87, 471.88, 471.881, 471.89, 412.311, 16C.28 and 365.37. I understand that the term "contract" includes the purchase of goods and services.

Please Check A or B

A.  To the best of my knowledge, during the preceding calendar year, I or a direct member of my family, have not voluntarily had a personal financial interest in the making of a sale, lease and/or contract of the School nor have I or a direct member of my family, personally benefited from any such transaction.

OR

B.  To the best of my knowledge, during the preceding calendar year, I or a direct member of my family, have (had) a personal financial interest in the making of a sale, lease and/or contract of the School and/or have personally benefited financially from such a transaction. The circumstances and statutory exception (authority) for all such financial interest are described as follows:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
Signed Title

\_\_\_\_\_  
Date

I have read the attached Minnesota Statute Sections 13D.01 and 13D.03.

To the best of my knowledge, during the preceding calendar year, all meetings of the School Board and any committees of the School Board complied with the Minnesota Open Meeting Law, except as described below:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
Signed-

\_\_\_\_\_  
Printed Name and Title

\_\_\_\_\_  
Date



**ARTICLE SEVEN – AMENDMENT OF THE ARTICLES OF INCORPORATION OR BY-LAWS**

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 V,

*“1) 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 cooperative; and (2) with the authorizer’s approval” (124E.07, Subd. 4)*

**ARTICLE EIGHT – CERTIFICATE OF THE SECRETARY**

CERTIFICATE OF ADOPTION

The undersigned Secretary and Board Chair of Urban Academy Charter School, a Minnesota nonprofit corporation, does hereby certify that the foregoing Revised and Amended Bylaws are the Bylaws adopted for the Corporation.

The governance model was improved with the approval of the authorizer and with the majority vote of the board of directors.

*Melissa Jensen*

11/19/2018

\_\_\_\_\_  
Board Chair

\_\_\_\_\_  
Date

*Caley Long*

11/19/2018

\_\_\_\_\_  
Board Secretary

\_\_\_\_\_  
Date