

BY-LAWS OF AFSA High School

ACADEMY FOR SCIENCES & AGRICULTURE

ARTICLE I

Purpose

The purpose of the Corporation shall be to educate students. The mission of AFSA is:

AFSA engages learners in academically rigorous, student-centered learning experiences and leadership opportunities within an agricultural context.

Our focus is on the development of life-long learners who have high skill levels, care for others, and are prepared to thrive in a diverse, global, and changing society. Family involvement, community support and partnerships with agribusiness and educational organizations will be emphasized.

The Academy provides a nurturing environment that:

1. Increase quality learning opportunities for all pupils and students;
2. Encourage the use of different and innovative teaching methods;
3. Measure learning outcomes and create different and innovative forms of measuring outcomes;
4. Establish new forms of accountability for schools;
5. Create new professional opportunities for teachers, including the opportunity to be responsible for the learning program at the school site;
6. Prepares students for post-secondary education;
7. Integrates projects into the curriculum;
8. Meets individual needs;
9. Clearly defines high expectations for student performance; and
10. Respects differences;

and for such other purposes as are set forth in the Articles of Incorporation.

ARTICLE II

Membership

Section 1 – The Corporation does not have members.

ARTICLE III

Annual Meeting

Section 1 – Annual Meeting. An annual meeting of the Corporation may be held at such time and place as designated by the Board of Directors, which need not be the registered office of the Corporation, for the purpose of electing members of the Board of Directors, and such other business as may properly come before the meeting.

Section 2 – Notice. Notification of the annual meeting shall be made in accordance with the Open Meeting Law, Minnesota Statutes chapter 13D.

ARTICLE IV
Directors

Section 1 – General Powers. The general governance, management, and direction of the Corporation shall be vested in the Board of Directors, which shall be authorized to exercise all corporate powers except as limited by law, the Articles of Incorporation, or these By-Laws. Charter School Boards must decide and are responsible for all decision making on policy matters related to operating the school, including budgeting, curriculum programming, personnel, and operating procedures.

Section 2 - Board Membership and Term of Service.

- A. Each director shall annually complete a questionnaire indicating they have no Conflicts of Interest with serving on the AFSA School Board. The School Board will be comprised of nine (9) members whose elected term starts on July 1st. These members shall hold office for three years and until their successors are elected or approved and qualified. An individual may serve on the Board for no more than four consecutive full terms and as an officer for no more than seven consecutive years. In the event that a Board member is appointed to fill a vacancy the completion of that term shall not count as a full term.
- B. Minimum of two (2) and maximum of four (4) **Licensed Teachers** from AFSA (elected 3-yr term). A licensed teacher serving on the board:
- a. must be employed by the school or provide at least 720 hours of service under contract between the charter school and a teacher cooperative
 - b. must be a qualified teacher either serving as a teacher of record in a field in which the individual has a field license, or providing services to students the individual is licensed to provide (defined in 122A.16)
 - c. must NOT serve in an administrative or supervisory capacity for more than 240 hours in a school calendar year
2. Minimum of two (2) and maximum of four (4) **Parents** of actively enrolled students of AFSA

(elected 3-yr term). A parent/legal guardian Director whose child is unenrolled from AFSA during the director's term is removed from the Board as of the date of such unenrollment. Parents must NOT be employed by AFSA.

3. Minimum of two (2) and maximum of four (4) **Community Members** (elected 3-yr term).

a. An interested community member serving on the board:

- must reside in Minnesota
- must NOT have a child enrolled in the school
- must NOT be an employee of the charter school

C. Eligible qualified teachers for a board (if other requirements are met) include all persons employed in a public school or education district or by a service cooperative as members of the instructional, supervisory, and support staff including superintendents, principals, supervisors, secondary vocational and other classroom teachers, librarians, school counselors, school psychologists, school nurses, school social workers, audio-visual directors and coordinators, recreation personnel, media generalists, media supervisors, and school speech-language pathologists.

D. Staff members other than Licensed Teachers are not permitted to serve on the School Board. If a Licensed Teacher Board Member becomes no longer employed by AFSA, the Licensed Teacher is removed from the Board effective on the date of the Licensed Teacher's resignation or termination.

E. Board members cannot be related parties.

F. The School Board reserves the right to modify or limit terms in order to maintain balance of the above groups and the balance of election cycles. Per requirement from AFSA's Authorizer, a minimum of one-third of the Board Members must be elected each year.

G. Board Members

1. Chief financial officers (CFOs) cannot serve as ex-officio nonvoting board members -ONLY chief administrators can do so.
2. Contractors who provide facilities, goods, or services to a charter school cannot serve on the board of directors.
3. Any contractor, employee, agent, or board member of an authorizer cannot serve on the board of a school chartered by the authorizer if they participated in initially reviewing, approving, overseeing, evaluating, renewing, or not renewing the charter school.

4. A person cannot serve on more than one charter school board at the same time in an elected capacity.
5. An individual is prohibited from serving on more than one charter school board at the same time in an elected or ex-officio capacity. A charter school administrator can only serve on more than one charter school board at the same time in an ex-officio capacity under the rules listed in 124E.12 Subd. 2 (f) : (undergoing a 2/3rds vote of approval of both boards and notice sent to the authorizer upon approval)

Section 3 – Election of Directors.

- A. Board members may be elected at the Board’s annual meeting. At least sixty (60) days prior to the Board election, the Chair of the Board of Directors shall appoint a nominating committee. The nominating committee shall nominate candidates for each Director whose term is expiring.
 1. The nominating committee will strive to nominate members that would result in having three Directors from each group described in Section 2, but if not, will seek candidates within the parameters set forth in Section 2.
 2. The top three candidates in each category will be elected prior to the fourth candidate in any other category.
 3. If there are only two candidates in a category, a fourth candidate may be elected in one of the other categories.
 4. If a candidate is a Licensed Teacher, then they must run in that group.
 5. If a candidate is a parent of an AFSA student and not employed by AFSA, then they must run as a Parent.
 6. Any other candidates must run as a Community Member, which is someone who is not employed by the school and does not have a child enrolled in the school per Minnesota Statutes section 124E.07.
 7. Persons employed by AFSA that are not Licensed Teachers are not eligible candidates.
- B. The nominating committee shall deliver a report showing the candidates selected to the Chair within forty (40) days of the appointment of the committee.

- C. Voting shall be by written or electronic ballot. Board elections must be held during the school year but may not be conducted on days when the school is closed.
- D. The person(s) receiving the greatest number of votes shall be elected.
 - 1. If the result of a school board election ballot vote ends in a tied vote, and one of the candidates involved in the tie is the incumbent, that individual will be declared the victor.
 - 2. If the tie does not involve an incumbent a panel of current Board Members (one Teacher, one Parent, and one Community Member) will interview the candidates and make a recommendation to the Board as to who will receive the vacant seat. Interview process to be completed prior to the next month's board meeting.
- E. **Eligible voters.** Staff members employed at the school, including teachers providing instruction under a contract with a cooperative, members of the board of directors, and all parents or legal guardians of children enrolled in the school are the voters eligible to elect the members of the school's board of directors.
- F. Charter school boards must notify eligible voters of the school board election dates and voting procedures at least 30 calendar days before the election and post it on the school's website.
- G. Charter school boards must notify eligible voters of the candidate's names, biographies, and candidate statements at least 10 calendar days before the election and post it on the school's website.
- H. In lieu of calling an annual meeting, the Board of Directors may specify alternative procedures, as authorized by law, by which members can vote to elect members of the Board of Directors, including voting by mail.

Section 3.1. Midterm Board Vacancy. If a board vacancy occurs through resignation the procedure below will be followed.

- A. If a board vacancy occurs within 60 days from the start of an election:
 - 1. The open position will be included in the upcoming ballot.
 - 2. The results of that open position will be certified by a special meeting.

3. The winning candidate will immediately fill the open position for the duration of the original term..
- B. If a board vacancy occurs within 60 days after an election closes and there were multiple candidates in the category/role where the vacancy occurs:
1. The second (then third, fourth, etc.) place individual will be contacted and asked to fill the role until someone accepts the position.
 2. If none of the candidates are willing to serve out the remaining term for the vacant position , proceed to section C.
- C. If it is not within 60 days of an election or there is no other candidate in that category:
1. The vacancy will be advertised to the AFSA community for 30 days and interested candidates will apply with a written expression of interest.
 2. A selection of qualified, interested candidates will be interviewed by the election committee who will bring a recommendation to the board for the next board meeting.
 - i. The committee will give preference to candidates who fit the category (parent/community/teacher) where the vacancy exists, but all candidates may be considered

Section 4 – Meetings.

The Board of Directors shall establish a schedule of regular meetings once per year and shall set the location of regular meetings. A schedule of the regular meetings of the Board will be kept on file in the Academy's main office. No notice of regular meetings needs to be provided to Board members. Notice of special and emergency meetings shall be provided to the public as required by the Minnesota Open Meeting Law, Minnesota Statutes chapter 13D. Only members of the Board shall be entitled to vote at Board meetings and each member shall have one (1) vote.

All Board of Director meetings and committee meetings of the Board of Directors, and notice of all such meetings, shall comply with the Open Meeting Law. The school shall publish and maintain on the school's official website:

- (1) the meeting minutes of the Board of Directors and of members and committees having Board-delegated authority, within 30 days following the earlier of the date of Board approval or the next regularly scheduled meeting, and for at least 365 days from the date

of publication;

- (2) directory information for the Board of Directors and for the members of committees having Board delegated authority; and
- (3) identifying and contact information for the school's authorizer.

Section 5 – Quorum.

A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority of the members are present at a meeting, a majority of the Directors present may adjourn the meeting without further notice. The meeting shall be rescheduled in accordance with the Open Meeting Law

Section 6 – Manner of Acting.

The act of a majority of the Directors present at a meeting of at least a quorum of the Board of Directors shall be the act of the Board of Directors.

Section 7 – Participation by Interactive Television.

Directors may participate and vote in a meeting of the Board of Directors or any committee thereof, which is subject to the Open Meeting Law, by means of Interactive Television or similar communications equipment if all of the following are true:

- All persons participating in the meeting can see and hear each other;
- The public can see and hear all discussion, testimony, and votes;
- At least one member is physically at the regular meeting location;
- Each location where a member is present is open and accessible to the public; and
- The notice requirements of Minnesota Statutes section 13D.02, subdivision 4, have been met.

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 means of telephone or similar electronic communications if all the following conditions are met:

- (a) an in-person meeting is not practical or prudent due to a health pandemic or an emergency declared under Minn. Stat. Ch. 12,
- (b) all Board members, wherever physically located, can hear one another and all discussion and testimony,
- (c) all members of the public at the regular meeting location can hear all discussion and testimony and all votes, unless attendance at the regular meeting location is not feasible due to the health pandemic or emergency declaration,
- (d) at least one Board member, legal counsel, or chief administrator is physically present at the regular meeting location, unless unfeasible due to the health pandemic or emergency declaration, and
- (e) all votes are conducted by roll call, so that each Board member's vote on each issue can be identified and recorded.

Section 8 – Compensation.

The Officers and/or Directors may be paid such reasonable compensation as determined by the Board of Directors.

Section 9 – Vacancies.

Any vacancy occurring on the Board of Directors will be filled within ninety (90) days by the affirmative vote of a majority of the directors then holding office at any meeting of the Board of Directors. A director elected to fill a vacancy shall hold office for the unexpired term of the vacated director position.

Section 10 – Removal of Directors.

Any one or more of the directors may be removed at any time, with or without cause, in accordance with applicable law.

Section 11 – Resignation of Directors.

A director may resign at any time by giving written notice to the Board of Directors. Such resignation shall be effective upon delivery of the notice to any officer of the Corporation unless a later effective date is specified in the notice.

Section 12 - Board Member Attendance.

Board members are required to attend eight out of twelve board meetings per school year.

Section 13 - CONFLICTS OF INTEREST 124E.07, 124E.14

(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 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.

AUTHORIZER BOARD CONFLICTS OF INTEREST

1. Charter school employees or board members cannot serve on the board or decision-making committee of the school's authorizer.
2. An employee or school board member must disclose to the school's board any paid compensation they receive from the school's authorizer.
3. Any contractor, employee, agent, or board member of an authorizer cannot serve on the board of a school chartered by the authorizer if they participated in initially reviewing, approving, overseeing, evaluating, renewing, or not renewing the charter school.

Section 14.1- BOARD TRAINING

All charter school board members and nonvoting ex-officio members (who are charter school directors) must attend board training.

- A. New board members must complete training before their term begins on:

1. charter school board's role and responsibilities
 2. open meeting law
 3. data practices law
- B. Within 12 months of being seated on:
1. employment policies and practices under chapter 181
 2. public school funding and financial management
 3. the board's roles and responsibilities regarding student success, achievement, and performance.
- C. Board members who do not complete training within the 12-month period are automatically ineligible to continue to serve as a board member and ineligible to be elected or appointed to a charter school board for a period of 18 months.
- D. The training's completion must be certified by the organization or person providing it.
- E. Ex-officio board members must complete training within 3 months of starting employment at the school. The training's completion must be certified by the organization or person providing it.
- F. Annual Training requirements for all board members:
1. Training must be based on an annual assessment of the training needs of individual members and the full board.
 2. The training's completion must be certified by the organization or person providing it.
 3. Training should include but is not limited to :
 - a. Budgeting
 - b. financial management
 - c. recruiting and hiring a charter school director or chief administrator
 - d. evaluating a charter school director or chief administrator
 - e. governance-management relationships
 - f. student support services
 - g. student discipline
 - h. state standards
 - i. cultural diversity
 - j. succession planning
 - k. strategic planning
 - l. program oversight and evaluation
 - m. compensation systems
 - n. human resources policies
 - o. effective parent and community relationships

- p. authorizer contract and relationships
 - q. charter school law
 - r. legal liability
 - s. board recruitment and elections
 - t. board meetings and operations
 - u. policy development and review
 - v. school health and safety
4. Charter schools are responsible for covering the costs related to board training.

Section 14.2-BOARD TRAINING REPORTING

- A. Charter schools must include the training each board member completed during the previous year in its annual report.
- B. Charter school boards must ensure that an annual assessment of the board's performance is conducted and the results are reported in the school's annual report.

ARTICLE V Officers

Section 1 – Officers and Terms.

The officers of this corporation shall consist of a Chair, Vice-Chair, Clerk, and Treasurer. A recording secretary shall be provided by AFSA for each Board meeting. All officers shall be elected by the Board at the July regular meeting and shall serve for a term of one (1) year from the date of their election or until their successors are duly elected and qualified. All officers shall be elected from the board membership. Any vacancy in an office during a term shall be filled by the Board at its next meeting.

Section 2 – Chair.

The duties of the Chair shall be:

- a. To call and preside at all meetings of the Board.
- b. To serve as the Chair of the Director Development Committee
- c. To serve as the principal officer of the Corporation and, in general, supervise the business and affairs of the Corporation with the exception of any duties specifically delegated to other officers hereafter.

Section 3 – Vice-Chair.

The duties of the Vice-Chair shall be to assume the duties of the Chair during the absence or inability of the Chair to act.

Section 4 – Clerk.

The duties of the Clerk shall be to sign checks and correspondence as needed, to keep the official records, and to interpret and enforce the Articles of Incorporation and the By-Laws of the Academy.

Section 5 – Treasurer.

The duties of the Treasurer shall be to sign checks and oversee the fiscal operations of the Corporation.

The Treasurer will be the chair of the School Board Finance Committee.

**ARTICLE VI
Fiscal Year**

The fiscal year of the Corporation shall be July 1 to June 30.

**ARTICLE VII
Committees**

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Section 1 – Committees.

In addition to other actions relating to committees, the Board of Directors may:

1. establish standing or ad hoc committees as it sees fit;
2. define the powers and responsibilities of any committee that it has established
3. designate and determine the members of any committee that it has established;
4. select or provide a method for selecting a chairperson for a committee;
5. designate one or more individuals to replace any absent or disqualified member of a committee;
6. direct and oversee any committee that it has established; and disband any established committee as it sees fit, regardless of whether the committee is a standing committee or an ad hoc committee. An ad hoc committee is considered disbanded once its designated task has been completed.

Section 2 – Authority of Committees.

Except as authorized by the Board of Directors, each committee is advisory only, such that it has no decision-making authority. If the Board authorizes a committee to have decision-making authority or the committee consists of a quorum or more of Directors, the meetings of that committee must be posted and

held in accordance with the Open Meeting Law. A committee that has decision-making authority may exercise that authority only through the affirmative vote of a majority of the total members of the committee.

Section 3 – Procedures for Conducting Committee Meetings. The activities of all committees of the Corporation must be conducted in a manner that will advance the best interest of the Corporation. Each committee must fix its own rules of procedure and must act in a manner that is consistent with the Articles of Incorporation, these Bylaws, and the policies of the Corporation.

Section 4 – Limitation on Authority of Committees. Every committee that is established by the Board will be subject to the direction and control of the Board.

ARTICLE IX Identification and Insurance

Section 1 – Indemnification.

The Corporation will indemnify its directors, officers, employees, and committee members as provided in Minnesota Statutes Section 317A.521 and any amendments thereto, except that such indemnification will be limited as required by applicable law including Minnesota Statutes Chapter 124E.

Section 2 – Insurance.

The Corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or member of a committee of the Board of Directors, 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.

ARTICLE X Amendments

Section 1 – By-Laws Amendments.

The By-Laws may be amended:

- At any regular or special meeting of the Board of Directors at which a quorum is present by a majority vote of the members present, provided however that the amendment is provided to the Board at least 3 calendar days in advance of the meeting

Section 2 - Designation of Governance Structure.

The composition of the Board of Directors must be consistent with Minnesota Statutes Section 124E.07, subdivision 3(a), as amended. The term governance structure means having a teacher-majority or a non-teacher majority board, or having a board with no clear majority. The Board of Directors shall adhere to the no clear majority structure, unless changed in accordance with Sections 4 below.

Section 3 – Changes to Board Governance.

Any changes in the Board Governance model as described in Article III, Sections 2 and 3 must be approved by all of the following:

1. Majority vote of the Board of Directors
2. Majority Vote of all licensed teachers employed by AFSA who provide instruction to students
3. AFSA's authorizer

Section 4 – Process and Procedures to Change Governance Structure.

- A. Requests & Petitions to Change Structure. The Board may consider a change in its governance structure only by 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 Corporation or 50% of the licensed teachers employed at the Corporation.
- B. Special Board Meeting to Solicit Community Comment. Upon receipt of a request or petition complying with subsection a above, the Board shall schedule and publicize a special Board meeting, to be held within thirty (30) days of receipt of such request or petition, for the sole purpose of receiving community comment regarding the governance structure. 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.
- C. Board Meeting. The Board shall place on the agenda of its regular meeting following the special Board meeting consideration of changing the governance structure. Placing the item on the agenda

does not require any director to introduce a motion or second a motion for such consideration.

- D. Effective Date of Change in Governance Structure. Any change in the governance structure 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 Corporation and its authorizer.

ARTICLE XI
CHARTER SCHOOL ADMINISTRATORS 124E.12 subd. 2

Section 1. ADMINISTRATORS SERVING ON MULTIPLE CHARTER SCHOOL BOARDS.

Charter school administrators cannot serve on the board of a different charter school unless they are serving as an ex-officio member due to being an administrator serving at multiple schools approved under the conditions listed in the next section.

Section 2. ADMINISTRATORS SERVING AT MULTIPLE CHARTER SCHOOLS

- A. Charter school administrators cannot serve as a paid administrator or consultant with another charter school unless the board has knowledge of the arrangement and conducts a 2/3rds vote of approval of the arrangements.
- B. Boards involved in these arrangements must send notice to the authorizers upon approval.

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