

LAKES INTERNATIONAL LANGUAGE ACADEMY

BYLAWS



January 14, 2025

BYLAWS
OF LAKES INTERNATIONAL LANGUAGE ACADEMY INCORPORATED
A MINNESOTA CHARTER SCHOOL

ARTICLE 1

OFFICES

The charter school's principal office shall be fixed and located at such place within the attendance boundaries of Independent School District 831, as the Board of Directors ("Board") shall determine. The Board is granted full power and authority to change the principal office from one location to another within such attendance boundaries in the State of Minnesota.

ARTICLE 2

PURPOSE

The specific purposes of the charter school are described in the Articles of Incorporation.

ARTICLE 3

COMMUNITY MEMBERS

Section 3.1 Members

The charter community members shall consist of all current employees of the school, all legally recognized parents or guardians of current students of the school, and all current students of the school.

Section 3.2 Voting Members

All members who are 18 or more years of age are eligible to cast a vote in the election of school board members and in votes of amendments or additions to these bylaws. The board or its assignee will make all other decisions affecting the school.

ARTICLE 4

DIRECTORS

Section 4.1 General Powers

Subject to the limitations of the MN Nonprofit Law, the charter school's Articles of Incorporation and these Bylaws, the activities and affairs of the Charter School shall be conducted and all charter powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the Charter School's activities to any person(s), management company, or committees, however composed, provided that the activities and affairs of the Charter School shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. No assignment, referral or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercising full authority over the conduct of the Charter School's activities, and the Board may rescind any such assignment, referral, or delegation at any time.

Section 4.2 Specific Powers

Without prejudice to its general powers, but subject to the same limitations set forth above, the Board shall have the following powers in addition to any other powers enumerated in these Bylaws and permitted by law:

- a. To select and remove all of the officers, agents, and employees of the charter
- b. school; to prescribe powers and duties for them which are not inconsistent with law, the Charter School's Articles of Incorporation, or these Bylaws; and to fix their compensation;
- c. To conduct, manage, and control the affairs and activities of the Charter School and to make such rules and regulations therefore which are not inconsistent with the law, the Charter School's Articles of Incorporation, or these Bylaws, as it deems best;
- d. To adopt, make and use a charter logo and to alter the form of the logo from time to time, as it deems best;
- e. To borrow money and incur indebtedness for the purpose of the Charter School;
- f. To acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, transfer in trust, encumber, convey, or otherwise dispose of property;
- g. To assume any obligations, enter into any contracts or other instruments, and do any and all other things incidental or expedient to the attainment of any corporate purpose;

- h. To conduct an annual meeting of the community members of the Charter School, as described in section 3.
- i. To carry out such other duties as are described in the Charter.

Section 4.3 Number, Election, and Term of Directors

The authorized number of Directors shall be a minimum of seven (7) and a maximum of nine (9), with two additional non-voting members. Board members shall be elected by a vote of charter community members.

- a. Each of the following persons must occupy a position within the Board of Directors of the Charter School, with the right to vote:
 - i. Three (3) parents. Candidates running for or seated in a position as a parent must:
 - 1. have at least one child currently enrolled at Lakes International Language Academy who has been attending for one or more full school years at the time of application. Board members running for or seated in a position as a parent must not be employed or contracted by the Charter School.
 - ii. Three (3) members of the teaching faculty. Candidates running for or seated in a position as a teacher must:
 - 1. have taught at Lakes International Language Academy for one or more full school years at the time of application,
 - 2. be employed by the school, or provide at least 720 hours of service under a contract between the charter school and a teacher cooperative;
 - 3. be a qualified teacher as defined under section 122A.16, 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; and
 - 4. not serve in an administrative or supervisory capacity for more than 240 hours in a school calendar year.
 - iii. One (1) interested community member. Candidates running for or seated in a position as a Community Member must:
 - 1. reside in Minnesota,
 - 2. not be employed by or contracted by the Charter School,
 - 3. not have a child enrolled in the school
 - iv. Two (2) positions on the Board shall be at large and open to either parent or teacher candidates.

- b. Individuals are prohibited from running for or serving on the Board if:
 - i. the individual is a contractor providing facilities, goods, or services to a charter school
 - ii. 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 the charter school contracts, directly or indirectly, for professional services, goods, or facilities
 - iii. the individual's immediate family member is an employee of the school, or
 - iv. the individual is related to another board candidate or member. Board members must not be related parties.
- b. Annual elections will be held by position and will be conducted according to the following schedule:
 - i. In even years, charter community members will elect one teacher, two parents, and one at-large director.
 - ii. In odd years, charter community members will elect one parent, two teachers, one at-large director, and a community member.
- c. Determining election results.
 - i. The community member receiving the highest number of votes among all community member candidates will be seated in the open community member position.
 - ii. The teacher(s) receiving the highest number of votes among all teachers running will be seated in the open teacher position(s).
 - iii. The parent(s) receiving the highest number of votes among all parents running will be seated in the open parent position(s).
 - iv. After teachers and parents have been seated, the at-large position will be filled by the individual (teacher or parent) receiving the next highest number of votes.
- d. In the event that there are fewer candidates than open positions, the at-large positions may remain vacant. Vacant positions may be filled by appropriately qualified and elected candidates for the second year of the 2-year term, following the regular election cycle.
- e. In the event that there are no candidates for the community member position, the current community member shall continue to hold the seat until a suitable replacement is found and elected by a vote of the charter community members. This position may not remain vacant.
- f. Each of the following persons shall occupy, automatically, an ex officio position with the Board of Directors of the Charter School, without the right to vote:
 - i. The Director of Lakes International Language Academy.
 - ii. The Chief Financial Officer of Lakes International Language Academy.
 - iii. Other individuals as identified by the Board.

- g. All Board terms are two-year terms.
- h. Each person who was elected as a Director by virtue of being a parent with one or more children attending Lakes International Language Academy shall automatically be deemed to have resigned from and be removed from the Board at any time at which no child of such person attends Lakes International Language Academy and such person has no preschool age children on the pre-enrollment roster with a completed application in place.
- i. Directors may be elected for up to two (2) consecutive two-year terms.
- j. Directors may serve as officers of the Board for up to two (2) consecutive two-year terms.
- k. Each person who was elected as a Director by virtue of being a teacher employed by Lakes International Language Academy shall automatically be deemed to have resigned from and be removed from the Board at any time at which he or she is no longer employed by Lakes International Language Academy.
- l. Ex officio members serve only during the time they hold the position that causes them to be board members.
- m. The Board structure of Lakes International Language Academy has been established to have No Clear Majority of teachers, parents, or community members. Within the guidelines of Minnesota Law, this board structure may be changed only:
 - i. by a majority vote of the Board;
 - ii. by a majority vote of the licensed teachers employed by the school as teachers to provide instruction to students, including licensed teachers providing instruction under a contract between the school and a cooperative, AND;
 - iii. with the authorizer's approval.

Any change in board governance structure must conform with the board composition established under this section.
- n. An Elections Committee will be created by the Board to seek out and invite interested and relevant candidates to run for any open board position(s).
- o. Only charter members who are of legal voting age are eligible to vote in Board elections.
- p. A quorum of twenty (20) percent of charter members of legal voting age must be established for elections to be certified.

Section 4.4 Resignation and Removal

Subject to the provisions of Minnesota Charter School law, any Director may resign effective upon giving written notice to the Secretary of the Board unless the notice specifies a later effective time. If the resignation is effective at a future time, a successor

may be selected before such time, to take office when the resignation becomes effective. A Director may be removed without cause as stated in 4.5b below, by a simple majority of the Directors then in office.

Section 4.5 Vacancies

- a. A Board vacancy or vacancies shall be deemed to exist if any Director dies, resigns, or is removed, or if the authorized number of Directors is increased.
- b. The Board may declare vacant the office of any Director who has been convicted of a felony, or has been found to have breached any duty arising under Minnesota Charter School Law or to be of unsound mind, by any court of competent jurisdiction, or has failed to attend two or more consecutive regularly scheduled meetings of the Board of Directors.
- c. If a seat on the Board is vacated in the first six (6) months of Director's term, the seat will be filled by special election.
- d. If a seat on the Board is vacated after the first six (6) months of Director's term, the vacancy shall be filled by a majority vote of the Board of Directors, even if less than a quorum.
- e. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 4.6 Place of Meetings

Meetings of the Board may be held at the principal office of the charter school or at any other place that has been designated in the notice of the meeting or, if there is no notice, by resolution of the Board.

Section 4.7 Annual Meetings

The Board shall hold an annual meeting for the purposes of organization, announcing board election results, and the transaction of other business.

Section 4.8 Regular Meetings

- a. A schedule of the regular meetings of a public body shall be kept on file at its primary offices.
- b. If the Board 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 give the same notice of the meeting that is provided in section 4.9e for a special meeting.

Section 4.9 Special Meetings

- a. Special meetings of the Board for any purpose(s) may be called at any time by the Board Chair or the Secretary
- b. Notice by mail shall be deemed received four days after a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means, with return receipt or electronic record, to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or email, to the recipient.

Section 4.10 Quorum and Voting

- a. A majority of the authorized Directors then in office shall constitute a quorum.
- b. The Board shall attempt to reach a general consensus on all actions before the Board; provided, however, that every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is an act of the Board.
- c. A quorum must be present for action to be taken.
- d. Directors may not vote by proxy.

Section 4.11 Waiver of Notice

Notice of a meeting need not be given to any Director who signs a waiver of notice, a written consent to the holding of the meeting, an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice prior thereto or at its commencement. All such waivers, consents, and approvals shall be filed with the charter records or made a part of the minutes of the meetings.

Section 4.12 Adjournment (see Robert's Rules of Order)

A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. If a meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given, prior to the time scheduled for the continuation of the meeting, to the Directors who were not present at the time of the adjournment.

Section 4.13 Rights of Inspection

Every Director has the absolute right to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Charter School provided such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the charter school's obligations to maintain the

confidentiality of certain books, records, and documents under any applicable federal, state or local law.

Section 4.14 Fees and Compensation

Directors may receive compensation for their services. In addition, the Board shall consider the reimbursement of a Director's actual and necessary expenses incurred in the conduct of the charter school's business. The Charter School will carry liability insurance covering the Directors and officers of the Charter School in the conduct of the Charter School's business.

Section 4.15 Standard of Care

- a. A Director shall perform all duties of a Director, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Charter School and with such care, including the duty to make reasonable inquiries, as an ordinarily prudent person in a like situation would use under similar circumstances.
- b. In performing the duties of a Director, a Director may rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:
 - i. One or more officers or employees of the Charter School whom the Director believes to be reliable and competent in the matters presented;
 - ii. Legal counsel, independent accountants or other persons as to matters that the Director believes to be within such person's professional or expert competence; or
 - iii. A committee of the Board upon which the Director does not serve as to matters within its designated authority provided the Director believes that the committee merits confidence and the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.
- b. Except with respect to assets that are directly related to the Charter School's charitable programs, the Board shall avoid speculation in investing, reinvesting, purchasing, acquiring, exchanging, selling, and managing the Charter School's investments. Instead, the Board is to consider the permanent disposition of the funds, the probable income, and the probable safety of the Charter School's capital and is to comply with the express terms of the instrument or agreement, if any, pursuant to which the assets were contributed to the Charter School.

ARTICLE 5

OFFICERS

Section 5.1 Officers

The officers of the Charter School shall be a Chair, Vice Chair, Secretary, and Treasurer. Only one office may be held by any one individual at one time.

Section 5.2 Election

- a. The officers of the Charter School, except such officers as may be elected or appointed in accordance with the provisions of Section 5.3 or Section 5.6, shall be chosen at the first scheduled Board Meeting following the beginning of the fiscal year, July 1st.
- b. The officers shall be by the Board and shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal or other disqualification from service, or until their respective successors shall be elected.

Section 5.3 Subordinate Officers

The Board may elect, and may empower the Chair to appoint, such other officers as the business of the charter school may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 5.4 Removal

Any officer may be removed, either with or without cause, by the Board at any time. Any such removal shall be without prejudice to the rights, if any, of an officer under any contract of employment.

Section 5.5 Resignation

Any officer may resign at any time by giving written notice to the Secretary or Chair of the Board; such resignation may not prejudice the rights, if any, of the Charter School under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.6 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 5.7 Chair

The Chair is the chief executive officer of the Charter School and has, subject to the control of the Board, responsibility for the oversight of the business and officers of the Charter School. The Chair shall preside at all meetings of the Board at which the Chair is present.

Section 5.8 Vice Chair

In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice-Chair shall have such other powers and perform such other duties as the Board may prescribe from time to time.

Section 5.9 Secretary

- a. The Secretary shall keep or cause to be kept, an electronic or physical record of minutes of all meetings of the Board, including the following information for all such meetings: the time and place of holding; whether regular or special; if special, how authorized; the notice thereof given; the names of those present and absent, and the proceedings thereof. The Secretary shall keep, or cause to be kept, the original or an electronic copy of the charter school's Articles of Incorporation and Bylaws, as amended to date, and a register showing the names of all directors and their respective addresses.
- b. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall distribute by physical or electronic means, the minutes of meetings of the Board to all its members promptly after the meetings; shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the Treasurer; and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 5.10 Treasurer

- a. The Treasurer of the Charter School shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Charter School, including accounts of its assets, liabilities, receipts, and disbursements. The books of account shall at all times be open to inspection by any Director.
- b. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Charter School with such depositories as may be designated from time to time by the Board. The Treasurer shall disburse the funds of the Charter School as may be ordered by the Board and shall render to the Chair and Directors, upon request, an account of all transactions as Treasurer and of the financial condition of the Charter School. The Treasurer shall present an operating statement and report, since the last preceding regular Board meeting, to the Board at all regular meetings. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

ARTICLE 6

COMMITTEES

Section 6.1 Board Committees

The Board may, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, create one or more standing or ad hoc committees, each standing committee consisting of at least two (2) members of the Board, to serve at the pleasure of the Board. Appointments to such Board committees shall be by nominations of the Directors then in office, and the chairperson of such Board committees shall be appointed by the Chair of the Board. Unless otherwise provided in these Bylaws or by the laws of the State of Minnesota, each committee shall have all of the authority of the Board to the extent delegated by the Board, except that no committee, regardless of board resolution, may:

- a. Fill vacancies on the Board or on any committee which has the authority of the Board
- b. Amend or repeal Bylaws or adopt new Bylaws;
- c. Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- d. Appoint committees of the Board or the members thereof;
- e. Approve any transaction with a conflict of interest, except as provided in Minnesota Charter School Law; or

- f. Approve any action for which the Minnesota Public Charter School Law requires the approval of the Board.

Section 6.2 Meetings and Action of Board Committees

The Board shall have the power to prescribe the manner in which proceedings of any such Board committee shall be conducted. In the absence of any such prescription, the committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, meetings and actions of Board committees shall be governed by, held, and taken in accordance with, the provisions of Article 4 of these Bylaws which concern meetings of the Board, with such changes in those provisions as required by this Article 6 and as necessary to substitute the committee and its members for the Board and its members, except that the time of regular meetings of the committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of board committees shall be given to any and all alternate members who shall have the right to attend all meetings of the committee. The Board may adopt rules for the government of any Board committee not inconsistent with the provisions of these Bylaws.

Section 6.3 Executive Board

The Executive Board is a Board committee composed of the Board officers designated in Article 5 of these bylaws. The Chair will serve as the non-voting administrative officer of the Executive Board. Subject to the restrictions composed by law and by the Bylaws, the Executive Board shall have the authority to resolve agenda items when an item is delegated to the Executive Board by the Board, and to act in the event of an emergency. The Executive Board shall report all actions it takes to the Board at the Board's next meeting.

Section 6.4 Other Committees

- a. The Chair, subject to the limitations imposed by the Board, or the Board, may create other committees, either standing or special, to serve the Board that do not have the powers of the Board. The Chair shall appoint members to serve on such committees and shall designate the committee chairperson. Each member of a committee shall continue as such until the next annual election of officers and until his or her successor is appointed unless the member sooner resigns or is removed from the committee.
- b. Meetings of a committee may be called by the Chair, the chairperson of the committee, or a majority of the committee's voting members. Each committee shall

meet as often as is necessary to perform its duties. Notice of a meeting of a committee may be given at any time and in any manner reasonably designed to inform the committee members of the time and place of the meeting. A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. Each committee may keep minutes of its proceedings and shall report periodically to the Board. Each committee may make recommendations to the Board for a vote.

- c. Any member of a committee may resign at any time by giving written notice to the chairperson of the committee or to the Chair. Such resignation, which may or may not be made contingent upon formal acceptance, shall take effect upon the date of receipt or at any later time specified in the notice. The Chair may, with prior approval of the Board, remove any appointed member of a committee. The Chair, with the Board's approval, shall appoint a member to fill a vacancy in any committee or any position created by an increase in the membership for the unexpired portion of the term.

ARTICLE 7

CONFLICT OF INTEREST

Section 7.1 Definition

A board member shall be deemed to have an “interest” in a contract or other transaction if he or she is the party (or one of the parties) contracting or dealing with the charter, or is a Director, trustee or officer of, or has a significant financial or influential interest in, the entity contracting or dealing with the charter school.

Section 7.2 Action of the Board

Any Director, officer, key employee, or committee member having an interest in a contract or other transaction presented to the Board for authorization, approval, or ratification shall make a prompt, full, and frank disclosure of his or her interest to the Board prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction that might reasonably be construed to be adverse to the charter school’s interest. The board shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall leave the room during voting on the following:

- a. The remaining board members will determine, by majority vote, whether or not the interested Board member will be allowed to use his or her personal influence

on or participate (other than to present factual information or to respond to questions) in the discussion or deliberations with respect to such contract or transaction.

- b. The remaining board members will determine, by majority vote, whether or not the interested Board member will be allowed to vote on such contract or transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation. The Board may adopt conflict of interest policies requiring:
 - i. Regular annual statements from Directors, officers, and key employees to disclose existing and potential conflicts in interest; and
 - ii. Corrective and disciplinary actions with respect to transgressions of such policies.

Within the guidelines of Minnesota State Law, persons shall not be allowed to serve on Charter School Boards if 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 the charter school contracts, directly or indirectly, for professional services, goods, or facilities, as outlined further in Section 4.3b above.

Section 7.3 Statute of Limitations

An action to remedy an improper transaction involving a conflict of interest, brought by a proper party under Minnesota Charter School Law, must be commenced either:

- a. Within two (2) years after written notice putting forth the material facts of the transaction and the interested Director's interest in it was filed with the Attorney General in accordance with the Attorney General's regulations; or
- b. If no such notice is filed, within three (3) years after the transaction occurred, except that the Attorney General shall have ten (10) years after the transaction occurred within which to file an action.

Section 7.4 Loans and Advances

The Charter School may advance money to a Director or officer of the Charter School or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or Director, if, in the absence of such advance, such Director or officer would be entitled to be reimbursed for such expenses by the Charter School.

ARTICLE 8

OTHER PROVISIONS

Section 8.1 Contracts

- a. The Board of Directors may authorize any officer or officers, agent, or agents of the Charter School to enter into any contract on behalf of the Charter School. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Charter School by any contract or engagement or to pledge its credit to or render it liable for any purpose or amount.
- b. No loans shall be contracted on behalf of the Charter School unless authorized by the Board of Directors. When so authorized, any officer or agent of the Charter School may effect loans and advances at any time for the Charter School from any bank, trust company, or other institution, or from any firm, corporation, or individual; and for such loans and advances may make, execute, and deliver promissory notes and other evidence of indebtedness of the Charter School; and when authorized as aforesaid, as security for the payment of any and all loan advances, indebtedness, and liabilities of the Charter School may mortgage, pledge, or transfer any real and personal property at any time held by the Charter School, and to that end execute instruments of mortgages or pledge or otherwise transfer said property.
- c. All checks, drafts, or other orders for the payment of money 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.
- d. All funds of the Charter School shall be deposited from time to time to the credit of the Charter School in such banks, trust companies, or other depositories as the Board of Directors may designate. Any person or persons determined by the Board of Directors from time to time may endorse, assign, and deliver checks, drafts, and other orders for the payment of money which are payable to the institution.

Section 8.2 Construction of Bylaws and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Minnesota Charter School Law and in the Minnesota Nonprofit Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, words in these Bylaws shall be read as the masculine or feminine gender, and as the singular or plural, as the context requires, and the word "person" includes both the charter school and a natural person. The captions and headings in these Bylaws are for the

convenience of reference only and are not intended to limit or define the scope or effect of any provision.

Section 8.3 Fiscal Year

The fiscal year of the Charter School shall be set by the Board to follow Minnesota Department of Education guidelines.

ARTICLE 9

INDEMNIFICATION OF AGENTS OF THE CHARTER SCHOOL; PURCHASE OF LIABILITY INSURANCE

Section 9.1 Definitions

For the purpose of this Article, "agent" means any person who is or was a Director, officer, employee, or other agent of this Charter School, or is or was serving at the request of this Charter School as a Director, officer, employee or agent of another foreign or domestic Charter School, partnership, joint venture, trust or other enterprise, or was a Director; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 9.2 c. or Section 9.2 d. (2) of this Article.

Section 9.2 Indemnification Of Agents

- a. This Charter School may indemnify the Board Members and any agents of the Charter School.
- b. The Charter School will purchase and maintain insurance on behalf of any agent of the Charter School against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not this Charter School would have the power to indemnify the agent against such liability; provided, however, that this Charter School shall have no power to purchase and maintain such insurance to indemnify any agent of this Charter School for violation of Minnesota Law.

ARTICLE 10

AMENDMENTS

Section 10.1 Bylaws

These Bylaws will be reviewed at least once every three (3) years and shall be documented as to the date of such review. New Bylaws may be adopted or these Bylaws may be amended or repealed by a majority of the votes cast by the Charter School Charter Members who are of legal voting age.

Section 10.2 Establishing a Quorum

A quorum of twenty (20) percent of the Charter Members of voting age must be established for a vote to amend bylaws to be certified.

CERTIFICATION OF BYLAWS

I certify that I am the elected and acting Secretary of Lakes International Language Academy, a Minnesota nonprofit public Charter School and that the foregoing Bylaws, comprising 18 pages, constitute the Bylaws of such Charter School as approved by community vote in October 2024 and accepted at a meeting of the Board of Directors held on January 14, 2025.

BOARD SECRETARY NAME: Mike Rynders

SIGNATURE: Mike Rynders

DATE: January 14, 2025