

By-Laws



BYLAWS

FACILITY

The principal office of the corporation Urban Academy Charter School (hereafter the “Company” or the “Charter School”) 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.

VISION

Inspiring, challenging, and enhancing every student’s innate ability to succeed.

MISSION

Our mission is to work in partnership with families to provide an opportunity for every child to meet or exceed their individual potential in basic academic and life skills by utilizing holistic research-proven methods in a safe, structured, and respectful community.

VALUES

(F) Friendly **(I)** In-control **(R)** Respect **(E)** Encouraging

ARTICLE I: MINNESOTA LAW COMPLIANCE

Section I.1 The governance of the Corporation will at all times be in accord with the provisions of Minnesota Statutes, Chapter 124E, the Minnesota Open Meeting Law, Minnesota Statutes, Chapter 13D et. seq., the Minnesota Government Data Practices Act, Minnesota Statutes Chapter 13.01 et.seq., and the Minnesota Nonprofit Corporations Law, Minnesota Statutes Chapter 317A.

ARTICLE II: MEMBERSHIP

Section II.1 The Corporation shall have no voting class of Members.

ARTICLE III: ELIGIBLE VOTERS; ELECTIONS

Section III.1 The following persons may participate in the annual election of Directors: (i) staff members who are employed by the Corporation at the time of the election, including teachers employed by the School or providing instruction under a contract with a cooperative, (ii) all existing Directors of the Corporation, including all teacher Directors, community Directors, and parent Directors, (iii) parents/legal guardians of students enrolled at the School at the time of the election, and (iv) any other eligible voters required by applicable law. An individual who falls into multiple categories (i.e. parent/legal guardian who is also an employee of the Corporation) shall have the right to exercise one (1) vote.

ARTICLE IV: BOARD OF DIRECTORS

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

Section IV.2 **Composition.** In accordance with Minnesota Statutes, Chapter 124E.07, Subd. 3, the Board of Directors shall contain (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.

Section IV.3 **Governance Model.** In accordance with Minn. Stat. Section 124E.07, Subd. 3(c) (or successor statute), the structure of the Board of Directors is: no clear majority. The choices are (1) a majority of teachers, (2) a majority of parents, (3) a majority of community members, or (4) no clear majority

Section IV.4 **Ex Officio Directors.** As permitted by Minn. Stat. §124E.07, subd. 3(d), at the invitation of the Board of Directors, any designated Charter School administrator may serve as an *ex-officio* nonvoting board member

Section IV.5 **Tenure.** Board members shall serve a term of three years. Terms shall be staggered such that approximately one-third expires each year to ensure continuity of the Board. Terms begin on July 1 and end on June 30. Each expiring seat will be up for election in May prior to its expiration. Directors may be reelected to successive terms, provided, however, that no individual may serve more than five (5) consecutive three-year terms (a total of 15 years) for terms that commence on or after the effective date of these bylaws.

Section IV.6 **Officers.** The officers of the Board of Directors will consist of a Chair, Vice Chair, Secretary, and Treasurer, each of whom will be selected or appointed by the Board of Directors. Officer terms will be one (1) year, from July 1 through June 30. A Director may serve more than one consecutive term in any office position; provided that no Director may continue serving as an officer after the expiration or earlier termination of their term as a Director.

Section IV.7 **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.)

Section IV.8 **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.

Section IV.9 **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.

Section IV.10 **Board Treasurer.** 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 IV.11 **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 IV.12 Regular Meetings. Regular meetings of the Board of Directors shall be in compliance with Minnesota Statutes, Chapter 13D.04.

Individuals who are not members of the Board of Directors are not to comment in the meeting unless there is a period for public comment, or if 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.

Section IV.13 **Special Meetings.** The Board Chair may call a special meeting of the Board of Directors at any time, for any purpose with not less than three days' notice. The Board Chair shall call a special meeting of the Board of Directors upon the request of two (2) or more members of the Board.

Section IV.14 **Emergency Meetings.** Emergency meetings will be held at the request of any Board member. No Director shall request an emergency meeting except in cases of actual emergency, such as natural disaster. In the event of an emergency, the Board Chair and other Directors shall endeavor to provide as much notice as is feasible under such emergency conditions. The meeting shall be conducted in as public a manner as possible under such emergency conditions. The Board's action in such an event shall be strictly limited to the minimum necessary to respond to the emergency conditions until either a special meeting or regular meeting may be duly noticed and conducted.

Section IV.15 At all meetings of the Board, a majority of the Board of Directors shall constitute a quorum for the transaction of business. The Board of Directors may continue to transact business at a meeting at which a quorum was originally present, even though Directors withdraw or are removed, provided that any action taken is approved by a majority of the then-remaining Directors. 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 IV.16 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 IV.17 Any member may resign at any time by delivering a written resignation to the Board Chair of the Company, and such resignation shall also constitute a resignation as a member of the Company. 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 IV.18 Members shall be personally present at any meeting except to the extent that personal presence alternative is permitted by Minnesota Statutes, Chapter 13D (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 IV.19 **Removal of Members.** The Board may remove any Director from the Board without cause by majority vote of Directors excluding the removed Director. 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 then remaining on the board. Upon removal of a Director, the Board will endeavor to fill the vacancy with a qualified person for the remainder of the term of the removed director.

Section IV.20 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 the Company in any other capacity.

ARTICLE V: BOARD COMMITTEES, TRAINING, AND EVALUATION

Section V.1 Board may develop board committees as the Board sees appropriate to assist in developing, organizing, and planning for specific needs of the Board.

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

ARTICLE VI: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section VI.1 The Board may authorize any officer or officers, agent of the Company, 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 the Company, and such authority may be general or confined to specific instances.

Section VI.2 All funds of the Company shall be deposited from time to time to the credit of the Company in such banks, trust companies, and other depositories as the Board may select and other depositories selected by the Board.

ARTICLE VII: SELF-DEALING TRANSACTIONS AND CONFLICTS OF INTEREST

Section VII.1 Each Director shall certify that he/she has read, is in compliance with, and will abide by the Conflicts of Interest Policy attached hereto. Each Director and Officer shall promptly complete and forward to the Board such annual or more frequent written disclosures as may be required from time to time by board resolution and/or policy.

Section VII.2 **Periodic Review.** The current conflict of interest policy is attached hereto as Exhibit B and incorporated herein by reference. The Board of Directors shall review the Conflict of Interest Policy periodically, with advice of legal counsel for the Corporation, to ensure it complies with applicable laws as enacted and/or amended from time to time.

Section VII.3 **Annual Disclosure Statement.** On an annual basis, each Director shall review the conflict of interest policy adopted by the BOD and complete an Annual Disclosure Statement including the information listed in the Annual Disclosure Statement attached as Exhibit A.

ARTICLE VIII: AMENDMENT OF THE ARTICLES OF INCORPORATION OR BY-LAWS

Section VIII.1 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.

Section VIII.2 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)

CERTIFICATE OF THE SECRETARY

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
8/23/2025

Board Chair

Jensen Ronsoie
8/23/25

Date

Xiong
8/23/25

Board Secretary

Date

EXHIBIT B

CONFLICT OF INTEREST POLICY

1. Purpose. The purpose of this policy is to observe state statutes regarding conflict of interest for charter school board members and to engage in charter school business activities in a fashion designed to avoid any conflict of interest or the appearance of impropriety.
2. General Statement of Policy. It is the policy of the charter school board to contract for goods and services in conformance with statutory conflict of interest laws and in a manner that will avoid any conflict of interest or the appearance thereof.
3. Conflict of Interest, Statutory Requirements. The board will update this policy regularly to ensure compliance with the current Minnesota statutory requirements regarding conflict of interest (Minn. Stat. §124E.07, subd.3 and 124E.14, which read as follows:

124E.07 Subd. 3(e) and (f) Membership Criteria

(b) An individual is prohibited from serving as a member of the charter school 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 the charter school contracts, directly or indirectly, for professional services, goods, or facilities; or (2) an immediate family member is an employee of the school. An individual may serve as a member of the board of directors if no conflict of interest exists under this paragraph, consistent with this section.

(c) A violation of paragraph (b) renders a contract voidable at the option of the commissioner or the charter school board of directors. A member of a charter school board of directors who violates paragraph (b) is individually liable to the charter school for any damage caused by the violation.

124E.14 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.

4. General Prohibitions and Recognized Statutory Exceptions. A Director shall not voluntarily nor knowingly have a personal financial interest in any contract between the Corporation and any entity that provides good, professional services, or facilities to the Corporation.

5. Determination as to Whether a Conflict of Interest Exists. The determination as to whether a conflict of interest exists is to be made by the BOD. Any BOD member who believes he or she may have an actual or potential conflict shall notify the BOD of such conflict immediately. The BOD member shall thereafter cooperate with the BOD as necessary for the BOD to make its determination.