

**AMENDED AND RESTATED
BYLAWS OF
TWIN CITIES INTERNATIONAL SCHOOLS
("The Corporation")**

ARTICLE I - PURPOSE

The purposes of the Corporation are as stated in the Articles of Incorporation.

ARTICLE II - OFFICES

The corporation's registered office in Minnesota is as stated in the Articles of Incorporation. The Corporation may have other offices within the State of Minnesota as the Board of Directors may determine or as the corporation's affairs may require. The registered office may be, but need not be, identical with the principal office in the State of Minnesota.

ARTICLE III - MEMBERSHIP

Section 1. Membership. The Corporation shall have no voting members.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. General Powers. Its Board of Directors shall manage the affairs of the Corporation. Except as limited by the Articles of Incorporation, these Bylaws, Minnesota Statute 124E, and by law, the Board of Directors shall have the power and authority to do all acts and perform all functions that the Corporation may do or perform.

Section 2. Governance Structure. At all times, the Board shall consist of not fewer than five (5) nor more than eleven (11) members. The composition of the Board shall comply with Minn. Stat. Section 124E.07, Subd. 3 and include: (1) at least one licensed teacher; (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. No clear majority is required. Any change to the governance structure outlined in this Article IV, Section 2 can only be made by: 1) a majority vote of the Board, 2) majority vote of licensed teachers employed by the school who provide instruction to students, and 3) the authorizer's approval. Any changes will also follow applicable law, including, without limitation, Minn. Stat. 124E.07, Subd. 4, or successor statute, and Minn. Stat. 317A.181, Subd.1a.

Section 3. Officers. Directors shall designate a Board Chair, Treasurer, and Secretary by a majority vote, occasionally, but not less than once annually.

Section 4. Election of Directors. The election of Directors shall comply with Minn. Stat. Section 124E.07 (or successor statute) and this Article IV, Section 3.

4.1 Staggered Terms. Except for ex-officio non-voting Directors, the Board of Directors shall be divided into two (2) classes of Directors so that the terms of office of approximately one-half (1/2) of the Directors shall expire each year, at roughly the end of the fiscal year, such that each Director will hold office for a term of approximately three (3) years. Each elected board member may serve a total of three (3) terms. The Board Secretary shall maintain a schedule of the classes and terms of office for all seats on the Board of Directors

4.2 Eligible Voters and Voting. To the extent required by applicable law, the following persons may participate in the annual election of Directors: (i) staff members who are employed by TCIS 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 TCIS) shall have the right to exercise one (1) vote.

The Board of Directors will determine the voting method, following Minn. Stat. Chap. 124E and Minn. Stat. Chap. 317A (or successor statutes of each), which may include in-person election, written ballots, email or online voting, telephonic voting, or other methods, provided that the Board of Directors will endeavor to implement a process of voting that is reasonably likely to enable participation by the maximum number of eligible voters.

4.3 Notice of Election. At least thirty (30) days before the election, notice of the election shall be provided to all Eligible Voters by posting it on the school website or by other reasonable means determined by the Board.

4.4 Application Process. Not more than one hundred eighty (180) days nor less than ninety (90) days before each election, the Board shall solicit applications for all of the Director positions to be filled at such election. No applicant will be eligible to run for a Director if, at the time of application (i) such person is under the age 21, (ii) such person is enrolled as a student in Twin Cities International Schools, (iii) such person is a former employee of the Corporation whose employment contract expired and was not renewed, or whose employment was terminated, or (iv) such person, or an immediate family member of such person, has been a party to litigation or legal action adverse to the Corporation (but not including legal claims instituted by a parent of a student at Twin Cities International Schools that involve the student's education) at any time during the five (5) year period before the application. The Board, or, if applicable, its Governance Committee, shall compile a list of applicants with a brief statement of their qualifications and provide the list to the Board of Directors and all eligible voters at least ten (10) days before the election.

4.5 Term of Office. Newly elected Directors will be sworn into office at the first regularly scheduled Board meeting following the later of the election or the end of the Fiscal Year. Elected Directors shall hold office from the date they are sworn into office and until their respective successors are elected and sworn into office or, if earlier, their death, resignation, or removal from office, provided, however, that:

(i) A parent or legal guardian may serve as a director only if the parent/legal guardian has a child enrolled at Twin Cities International Schools. If a parent/legal guardian disenrolls their child during the term of office, is hired by the Corporation as an employee, or begins teaching at the Corporation under a contract between the Corporation and a cooperative, their position as Director will cease immediately. The Board shall note the removal of such Director from office at the next regular meeting of the Board.

(ii) A licensed teacher employed by the Corporation, or who provides instruction at Twin Cities International Schools under a contract between the Corporation and a cooperative, may serve as a director only so long as they are actively instructing at Twin Cities International Schools.

A licensed teacher serving on the board:

- must be employed by the school or provide at least 720 hours of service under a contract between the charter school and a teacher cooperative
- must be a qualified teacher either serving as a teacher of record in a field in which the individual has a license, or providing services to students the individual is licensed to provide (defined in 122A.16)
 - *Eligible qualified teachers of a board (if other requirements are met (include 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.*
- must not service in an administrative or supervisory capacity for more than 240 hours in a school calendar year.

Suppose an employee of the Corporation also has a child who is a Twin Cities International Schools student. In that case, such an employee can hold a teacher director position but is ineligible to hold a parent director position.

If, during their term of office, a teacher ceases being employed by the Corporation, or, if applicable, ceases teaching in Twin Cities International Schools under a contract between the Corporation and a cooperative, their position as Director will cease immediately. The Board shall note the removal of such Director from office at the next regular meeting of the Board.

- (iii) A community member serving on the Board:
- 1) must reside in Minnesota
 - 2) must not have a child enrolled in the school
 - 3) must not be an employee of the charter school

Board members cannot be related parties.

Chief Financial Officers (CFOs) cannot serve as ex-officio nonvoting board members. Only chief administrators are allowed to serve in the ex-officio role.

Contractors who provide facilities, goods, or services to a charter school cannot serve on the Board.

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.

A person cannot serve on the more than one charter school board at the same time in an elected capacity.

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).

Employees of the charter school cannot serve on the charter school's board, except licensed teachers under the rules listed in 124E.07 Subd. 3 (b)(1-3).

Section 5. Resignation and Removal. Directors may resign at any time, effective immediately or on a specified later date, by giving written notice to the Board Chair or the Secretary of the Corporation. Unless otherwise specified, accepting such a resignation is unnecessary to make it effective. A director may be removed at any time with or without cause as provided by Minn. Stat. Chapter 317A (or successor statute) by an affirmative majority vote of the Directors then in office, excluding the Director proposed for removal. Failure to attend four (3) consecutive meetings shall constitute cause.

Section 6. Filling Vacancies. Unless otherwise provided by Minnesota Statutes, Section 317A.227, vacancies on the Board of Directors caused by death, disqualification, resignation, disability, removal, or other such cause shall be filled by appointment of a new director by the affirmative vote of a majority of the remaining directors, even if less than a quorum. A director filing a vacancy shall hold office until the expiration of the term of vacated office, subject to a director's earlier death, disqualification, resignation, or removal.

Section 7. Compensation. Directors shall not receive compensation for their services as directors. The Directors of the Corporation may be reimbursed for reasonable out-of-pocket expenses incurred by them in rendering services to the Corporation, as the Board of Directors occasionally determines such services to be directly in furtherance of the Corporation's purposes and best interest.

ARTICLE V - MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Open Meetings. Meetings of the Board of Directors and all committees shall comply with the Minnesota Open Meeting Law, Minn. Stat. Chap. 13D, as amended (or successor statute); provided, however, that if a committee does not contain a majority of the Directors of the Corporation, or if

such committee is not empowered to make decisions on behalf of the Corporation, such committee is not obligated to comply with the Open Meeting Law.

Section 2. Regular Meetings. Regular meetings shall be held each month at such times as are set on the school calendar adopted annually by the Board of Directors, as such calendar may be revised from time to time by the Board of Directors. The Board of Directors shall meet no less than ten (10) times per fiscal year. The calendar of regular board meetings shall be posted on the Corporation's website.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called at any time, for any purpose, by the Board Chair. The Board Chair shall call a special meeting of the Board of Directors upon the written or verbal request of one-third (1/3) of the members of the Board. Notice of every special meeting of the Board of Directors shall be posted on the Corporation's website and mailed, emailed, or delivered in person to each director at least three days before the day on which the meeting is to be held.

Section 4. Quorum and adjourned Meeting. A meeting at which at least a majority of the members of the Board of Directors are present shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If, however, such quorum shall not be present at any such meeting, the director or directors present there shall have the power to adjourn the meeting from time to time without notice other than the announcement at the meeting, until a quorum is present. Notwithstanding the foregoing, if a quorum is present when a duly called meeting is convened, and later, enough directors withdraw from the meeting so that less than a quorum remains, the directors remaining may continue to conduct business until adjournment.

Section 5. Voting. 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 of Directors. The affirmative vote of a majority of Board members present at the meeting and entitled to vote shall constitute a duly authorized action of the board.

Section 6. Presumption of Notice. By attending a meeting and participating therein, any director shall be conclusively deemed to have received proper notice of such meeting.

Section 7. Presence at Meetings. Members of the Board of Directors or any committee, as applicable, may participate in a meeting of the Board of Directors or any committee using interactive technology, subject to compliance by the Board of Directors and such participating Director with Minn. Stat. Chapter 13D.

Section 8. Committees of the Board. The Board of Directors may, by resolution passed by a majority of the Board of Directors, designate, define the authority of, set the number, and determine the identity of members of one or more committees. Committee members must be natural persons but need not be members of the Board of Directors. The Board of Directors may, by similar vote, designate one or more alternate members of any committee who may replace any absent or disqualified member at any committee meeting. Unless specifically outlined in a resolution creating a committee, committees shall serve in an advisory capacity only and shall not have the authority to conduct business of the Corporation, nor make resolutions or decisions for the Corporation.

Section 9. Procedures for Conducting Meetings. The activities of all committees of the Corporation shall be conducted to advance the Corporation's best interests. Each committee shall fix its rules of procedure and other regulations consistent with the Articles of Incorporation, these Bylaws, and

the policies of the Corporation. The Board Chair shall be an ex-officio member of all committees unless he/she serves as a member of such committee. All committee meetings shall be open to attendance by all Directors, who may participate in any such meeting. Still, they may not vote unless such a director is a committee member.

Section 10. Limitation on Authority of Committees. Each committee shall be under the direction and control of the Board of Directors and shall keep regular minutes of the proceedings. All actions of each committee shall be reported to the Board of Directors and shall be subject to revision and alteration by the Board of Directors.

Section 11. Conflict of Interest. Each Director must complete a conflict-of-interest statement for review by the Corporation's Authorizer within thirty (30) days of their election. The corporation shall not enter into contracts or transactions between the Corporation or a related corporation and a director of the corporation or between the Corporation and an organization in which a director of the corporation is a director, officer, or legal representative or has a material financial interest, except in accord with the provisions of Minnesota Statutes, Section 317A.255 and Section 124E.07, as now enacted or hereafter amended.

ARTICLE VI - OFFICERS AND EMPLOYEES

Section 1. Number and Election. The officers of the Corporation shall be elected for one (1) year terms by the Board of Directors, and shall consist of a Chair, Treasurer, Secretary, and such other officers as the Board of Directors shall determine from time to time.

Section 2. Vacancies. A vacancy in any office of this Corporation occurring because of death, disqualification, resignation, or removal shall be filled for the unexpired portion of the term by appointment of a successor by the Board of Directors.

Section 3. Chair. The Chair shall:

- 3.1 Exercise the functions of the office of the President of the Corporation;
- 3.2 Preside at all meetings of the Board of Directors;
- 3.3 Perform such duties and exercise such powers as are necessary or incident to the supervision and management of the business and affairs of the Corporation as directed by the Board of Directors;
- 3.4 Sign and deliver, in the name of the Corporation, all deeds, mortgages, bonds, contracts or other instruments requiring an officer's signature, unless otherwise directed by the Board of Directors;
- 3.5 Have the general powers and duties usually vested in the office of the President; and
- 3.6 Have other powers and perform such duties as prescribed by Minn. Statutes Section 317A.305, subd. 2, and as the Board of Directors may occasionally prescribe.

Section 4. Treasurer. The Treasurer shall:

- 4.1 Keep accurate accounts of all monies of the Corporation, received or disbursed; Deposit all monies, drafts, and checks in the name of, and to the credit of, the Corporation in such banks and depositories as the Board of Directors shall from time to time designate;
- 4.2 Have the care and custody of the corporate funds and securities;
- 4.3 Have the power to endorse for deposit all notes, checks, and drafts received by the corporation as ordered by the Board;
- 4.4 Render to the Chair and the Board of Directors, whenever requested, an account of all of his transactions as Treasurer and the financial condition of the Corporation; and
- 4.5 Perform other duties as the Board of Directors or the Chair may prescribe occasionally.

Section 5. Secretary. The Secretary shall:

Unless otherwise determined by the Board, be secretary of and attend all meetings of the Board of Directors, and record the proceedings of such meetings in the corporation's minute book and, whenever necessary, certify such proceedings. The Secretary shall give proper notice of meetings to directors and shall perform such other duties as may be prescribed by the Board of Directors or the Chair from time to time.

Section 6. Management and Administrative Employees. The Corporation may have such management and administrative employees as the Board of Directors deems necessary. Such employees shall: 1) be appointed in a manner, 2) have their duties and responsibilities, and 3) hold their positions for the time prescribed by the Board of Directors.

Section 7. Compensation. The officers and employees of the Corporation may be paid such reasonable compensation, if any, for their services rendered to the Corporation in such capacity. They may be reimbursed for reasonable out-of-pocket expenses, as the Board of Directors may direct. From time to time, it is determined to further the purposes and the Corporation's best interests directly.

Section 8. Removal of an Officer. Any officer may be removed at any time, with or without cause, by the vote of a majority of the Board of Directors quorum at any regular meeting or at a special meeting called for that purpose.

Section 9. Resignation. Any officer may resign at any time. Such resignation shall be made in writing to the Chair or Secretary of the Corporation. It shall take effect at the time specified therein or, if no time is specified, at the time of its receipt by the Chair or Secretary. Accepting a resignation shall not be necessary to make it effective.

ARTICLE VII – DISTRIBUTION OF ASSETS

Section 1. Right to Cease Operations and Distribute Assets. By a two-thirds (2/3) vote of all Directors, the Board of Directors may resolve that the Corporation cease operations and voluntarily dissolve. Such resolution shall set forth the proposed dissolution and direct designated officers of the Corporation to perform all acts necessary to effect dissolution. Written notice as required by the By-Laws shall be given to all voting members stating that the purpose of the meeting shall be to vote upon the dissolution of the Corporation. A resolution to dissolve the Corporation shall be approved only upon the affirmative vote of two-thirds (2/3) of a quorum of the voting members of the Corporation taken at a meeting during which the resolution is brought before the voting members. If such cessation and distribution is called for, the Board of Directors shall set a date for commencement of the distribution.

Section 2. Cessation and Distribution. When cessation of operations and distribution of assets has been called for, the Board of Directors and the designated officers shall cause the Corporation to discontinue its regular business activities and operations as soon as practicable. They shall liquidate and distribute all the corporation's assets to other entities by Minnesota Statutes, Section 317A.735, and by the Articles of Incorporation. Notice of intent to dissolve shall be filed with the Secretary of State under Minnesota Statutes, Section 317A.723.

ARTICLE VIII - INDEMNIFICATION

Section 1. Indemnification. The corporation shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Minnesota Statutes, section 317A.521, as now enacted or hereafter amended; provided that the foregoing shall not limit liability of a Director to the Corporation under Minnesota Statutes Section 124E.07, Subd. 3(c).

Section 2. Insurance. The Corporation may purchase insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, 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 under Minnesota Statutes, Section 317A.521, the Articles of Incorporation, or these Bylaws.

ARTICLE IX - AMENDMENTS

Subject to the right of the voting members to adopt, amend, and repeal these Bylaws as outlined in Minnesota Statutes, Section 317A.181, Subd. 2(b), the Board of Directors can adopt, amend, or repeal the Bylaws.

ARTICLE X - FINANCIAL MATTERS

Section 1. Contracts. The Board of Directors may authorize any officer, agent, or employee of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Any such authority may be general or confined to specific instances.

Unless authorized by the Board of Directors or these Bylaws, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, pledge its credit, or render it financially liable for any purpose or amount.

Section 2. Loans and Pledges. No loans shall be contracted nor pledges or guarantees given on behalf of the Corporation unless specifically authorized by the Board of Directors.

Section 3. Authorized Signatures. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation 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 or these Bylaws.

Section 4. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate and shall be disbursed under such general rules and regulations as the Board of Directors may from time to time determine.

Section 5. Documents Kept at Registered Office. The Board of Directors shall cause to be kept at the registered office of this Corporation originals or copies of:

- 5.1 Approved minutes and records of all proceedings of the Board of Directors and all committees;
- 5.2 Records of all votes and actions of the members;
- 5.3 All financial statements of this Corporation;
- 5.4 Articles of Incorporation and Bylaws of this Corporation and all amendments and restatements thereof.

ARTICLE XI - MISCELLANEOUS

Section 1. Construction and Definitions. These Bylaws shall be construed to conform to the laws of the State of Minnesota.

Section 2. Force majeure. The Board of Directors may waive or modify provisions of these Bylaws to the extent reasonably necessary or prudent to enable the School and the Board of Directors to carry on with business operations or governance in times of war, famine, extreme weather, pandemic, or similar occurrences.

Section 3. Interpretation. Any provision of these Bylaws which turns out to be prohibited or unenforceable under Minnesota law shall be ineffective to the extent of such prohibition or unenforceability without invalidating any other provision of the Bylaws. These Bylaws shall also be construed to render their provisions valid and enforceable to the maximum extent (not exceeding their express terms), under applicable law.

Section 4. Gender References. All references in these Bylaws to a party in the masculine shall include the feminine and the neuter.

Section 5. Plurals. All references in the plural shall, where appropriate, include the singular, and all references in the singular shall, where applicable, be deemed to include the plural.

ACKNOWLEDGMENT

The undersigned officer of this Corporation certifies that the foregoing Bylaws, including the attached Conflict of Interest Policy (#210.1), were adopted as the complete Bylaws of this Corporation by its Board of Directors by resolution at a meeting dated March 26, 2026.

Bethany Duff Board Clerk
Board Clerk Signature

3-26-2026
Date

Adopted: 2010-2011

Reviewed: March 20, 2025

Twin Cities International Schools

CONFLICT OF INTEREST – CHARTER SCHOOL BOARD MEMBERS (210.1)

I. PURPOSE

The purpose of this policy is to observe state statutes regarding conflicts 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.

II. GENERAL STATEMENT OF POLICY

The policy of the charter school board is to conform with statutory conflict of interest laws and act in a manner that will avoid any conflict of interest or the appearance thereof.

III. CONFLICTING BUSINESS RELATIONSHIPS

- A. An individual is prohibited from serving as a member of the board of directors of a charter school 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. An individual is prohibited from serving as a board member if an immediate family member is an employee of the school. A violation of this prohibition renders a contract voidable at the option of the Commissioner of the Minnesota Department of Education (Commissioner) or the charter school board of directors. A member of a charter school board of directors who violates this prohibition is individually liable to the charter school for any damage caused by the violation. An individual may serve as a member of the board of directors if no conflict of interest under this paragraph exists.
- B. 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 employees, 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 provision renders the contract void.
- C. Any employee, agent, or board member of the authorizer of a charter school who participates in the initial review, approval, ongoing oversight, evaluation, or the charter renewal or nonrenewal process or decision is ineligible to serve on the board of directors of a school chartered by that authorizer.

- D. The charter school board member conflict of interest provisions 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 Minn. Stat. Ch. 308A when the teacher also serves on the charter school board of directors.
- E. A charter school board member, employee, or officer is a local official with regard to the receipt of gifts. A board member, employee, or officer must not receive compensation from a group health insurance provider.
- F. No charter school employee or board member may serve on the board or decision-making committee of the school's authorizer. An employee or school board member must disclose to the school's board of directors any paid compensation they receive from the school's authorizer.

IV. LIMITS ON CHARTER SCHOOL AGREEMENTS

- A. A school must disclose to the Commissioner of the Minnesota Department of Education any potential contract, lease, or purchase of service from the school's authorizer or a current board member, employee, contractor, volunteer, or agent of the school's authorizer. The contract, lease, or purchase must be accepted through an open bidding process and be separate from the charter contract. The school must document the open bidding process. An authorizer must not enter into a contract to provide management and financial services to a school it authorizes, unless the school documents receiving at least two competitive bids. This paragraph does not apply to a charter school or an authorizer when contracting for legal services from a lawyer that provides professional services to the charter school or authorizer and who is subject to the Minnesota Rules of Professional Conduct.
- B. An authorizer must not condition granting or renewing a charter on:
 - 1. the charter school being required to contract, lease, or purchase services from the authorizer; or
 - 2. the bargaining unit status of school employees.

Legal References: Minn. Stat. § 10A.071, Subd. 1 (Certain Gifts by Lobbyists and Principals Prohibited)
 Minn. Stat. § 124E.07 (Board of Directors)
 Minn. Stat. § 124E.14 (Conflicts of Interest)
 Minn. Stat. § 471.895 (Certain Gifts by Interested Persons Prohibited)

Cross References: None

MSBA/MASA Model Policy 210.1
Orig. 2022 (as Charter Policy)
Rev. 06/22/2024