Bylaws of Art and Science Academy

Independent School District 4227

Approved by the Board of Directors October 13, 2026

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Article I Name Purpose and Authority

Section 1.1 Name

The legal name of the corporation is Art and Science Academy. The corporation may also use the abbreviation ASA. The corporation operates a Minnesota public charter school as Independent School District 4227.

Section 1.2 Purpose

The corporation is organized and shall be operated exclusively for educational and charitable purposes consistent with its articles of incorporation, Minnesota Statutes chapters 124E and 317A, other applicable law, and its charter contract. The corporation shall not be operated for the private benefit of any person except as permitted by law.

Section 1.3 Governing Authority

If these bylaws conflict with applicable law, the articles of incorporation, or a binding charter contract requirement, the controlling authority governs. The remaining provisions continue in effect to the fullest extent permitted by law.

Article II Offices

Section 2.1 Registered Office

The registered office of the corporation is the address stated in the articles of incorporation or in the most recent filing with the Minnesota Secretary of State.

Section 2.2 Other Offices

The Board may establish and change the corporation's principal and other offices within Minnesota as the corporation's affairs require.

Article III Eligible Voters and Board Elections

Section 3.1 Eligible Voters

The persons eligible to vote in Board elections are those identified in Minnesota Statutes section 124E.07, subdivision 5: staff members employed by the School, including teachers providing instruction under a contract with a cooperative; members of the Board; and parents or legal guardians of children enrolled in the School. Each eligible person may cast one vote in each Board election, even if the person qualifies in more than one category.

Section 3.2 Election Policies

The Board shall adopt, publish, and maintain election policies and procedures on the School's official website. The policies shall address nominations, candidate eligibility verification, voting methods, ballot security, counting, ties, challenges, retention of election records, and certification of results.

Section 3.3 Election Notice and Candidate Information

At least 30 calendar days before an election, the Board shall notify eligible voters of the election date and voting procedures and post the information on the School's website. At least ten calendar days before the election, the Board shall notify eligible voters of each candidate's name, biography, and candidate statement and post the same information on the School's website.

Section 3.4 Timing and Certification

Board elections shall occur during the school year and not on a day when school is closed. Election results shall be certified at a meeting of the Board or eligible voters identified in the published election procedures. Each initial and elected director shall file a written oath of office with the School's authorizer.

Article IV Board of Directors

Section 4.1 General Powers and Duties

The Board governs the School and is responsible for policy decisions relating to the School's operation, including budgeting, curriculum programming, personnel, operating procedures, academic performance, legal compliance, and fulfillment of the charter contract. The Board may delegate day-to-day administration to the Executive Director but retains ultimate oversight and fiduciary responsibility.

The Board shall adopt and maintain the policies and practices required by law, including personnel evaluation practices, a nepotism policy, procurement and conflict-of-interest policies, and other policies required under Minnesota Statutes chapter 124E.

Section 4.2 Number and Composition

The Board shall have an odd number of not fewer than five and not more than nine voting directors. Directors must not be related parties as defined by law. The Board shall at all times include:

1. at least one licensed teacher who satisfies Minnesota Statutes section 124E.07, subdivision 3(b);
2. at least one parent or legal guardian of a student enrolled in the School who is not an employee of the School; and
3. at least one interested community member who resides in Minnesota, is not employed by the School, and does not have a child enrolled in the School.

The Board's designated governance structure is no clear majority. No one category of licensed teachers, parents or legal guardians, or community members may hold more than 50% of the voting seats on the board at any time.

Section 4.3 Eligibility and Prohibited Service

A director must satisfy all eligibility requirements throughout the director's term. The chief administrator may serve only as an ex officio, nonvoting member. No School employee may serve as a voting director except a licensed teacher who satisfies section 4.2 and applicable law.

A person may not serve if prohibited by Minnesota Statutes section 124E.07, including a contractor providing facilities, goods, or services to the School; a person with a disqualifying ownership, contractor, partner, or immediate-family relationship; a disqualified authorizer-affiliated person; or a person serving on another charter school board, except as expressly permitted by law.

A voting director's authority ends immediately when the director becomes legally ineligible. The Board shall acknowledge the vacancy at its next meeting. A director shall promptly disclose any change that may affect eligibility.

Section 4.4 Terms and Term Limits

Director terms begin July 1 and shall be either two or three years, as stated for each seat in the published election notice on the website. The Board shall assign seat terms as needed to maintain staggered expiration dates. A director may serve no more than three consecutive full elected terms. After at least one year off the Board, the person may again be elected or appointed, subject to eligibility requirements. Service of less than one-half of a full term to fill a vacancy does not count as a full term for this limit.

A director continues to serve until the director's successor is qualified, unless the director earlier dies, resigns, is removed, or becomes ineligible.

Section 4.5 Nominations

At least 30 calendar days before the annual election, the Board shall solicit nominations for all seats to be filled. The Board or its designee shall verify candidate eligibility before placing a candidate on the ballot. Candidate information shall be distributed as required by section 3.3.

Section 4.6 Training and Board Assessment

Before beginning a term, each new voting director shall complete training on charter school board roles and responsibilities, the Minnesota Open Meeting Law, and the Minnesota Government Data Practices Act. An ex officio member who is the charter school director or chief administrator shall complete that training within three months after beginning employment.

Within 12 months after being seated, a new director shall complete required training on employment policies and practices, public school funding and financial management, and the Board's responsibilities for student success, achievement, and performance. Failure to meet the statutory deadline results in the consequences stated in Minnesota Statutes section 124E.07, subdivision 7.

Every director shall complete annual training based on an annual assessment of individual and full-Board needs. Training providers must certify completion. The School shall pay required training costs, report completed training in its annual report, conduct an annual assessment of Board performance, and report the results in the annual report.

Section 4.7 Change in Governance Structure

The governance structure may be changed only by (a) a majority vote of the Board, (b) a majority vote of the licensed teachers employed by the School, and (c) approval of the authorizer. A licensed teacher who is also a director has one vote in the teacher vote.

A proposal may be initiated by Board resolution or a written petition signed by at least two directors, 70 percent of eligible licensed teachers, or 70 percent of parents or legal guardians of enrolled students. Within 30 days after receiving a valid petition, the Board shall hold a publicly noticed meeting to receive community comment and invite written comments. The Board shall consider the proposal at a subsequent meeting. Any approved change takes effect only as authorized by law and the charter contract.

Section 4.8 Regular and Organizational Meetings

At its annual organizational meeting in July, the Board shall seat qualified directors, elect officers, establish its regular meeting schedule, designate official depositories and authorized signers as appropriate, and conduct other organizational business. The schedule of regular meetings shall be kept on file at the School's primary office and posted on the School's official website and calendar.

If a regular meeting is held at a different time or place from the adopted schedule, the School shall provide the notice required for a special meeting under Minnesota Statutes chapter 13D.

Section 4.9 Special Meetings

The Board Chair or any three voting directors may call a special meeting. Notice to directors shall state the date, time, place, and purpose and shall be delivered at least three days before the meeting unless a shorter period is permitted for an emergency meeting. Public notice shall comply with Minnesota Statutes section 13D.04, including posting and delivery to persons who have filed a request for special-meeting notice.

Section 4.10 Emergency Meetings

An emergency meeting may be called only when circumstances that, in the Board's judgment, require immediate consideration make compliance with the special-meeting notice requirements impracticable. Notice, subjects considered, and minutes shall comply with Minnesota Statutes section 13D.04 and other applicable law.

Section 4.11 Closed Meetings

The Board may close a meeting only when closure is required or permitted by law. Before closing a meeting, the Board shall state on the record the specific legal grounds for closure and describe the subject to be discussed. The Board shall follow all recording, retention, notice, and reopening requirements applicable to the closed meeting.

Section 4.12 Remote Participation

The Board may conduct a meeting using interactive technology only in compliance with Minnesota Statutes section 13D.02. All participating directors must be able to hear and see one another and all discussion and testimony presented at a location where a director is present. The public at the regular meeting location must be able to hear and see the discussion, testimony, and votes. At least one director must be physically present at the regular meeting location, and all votes must be taken by roll call. Notice shall identify the regular meeting location and state that directors may participate by interactive technology.

Section 4.13 Quorum and Voting

A majority of the voting directors then in office constitutes a quorum. Once a meeting begins with a quorum, business must stop if departures reduce attendance below a quorum. Directors present may adjourn and announce a continuation as permitted by law.

Each voting director has one vote. Except when a greater vote is required by law, the articles, or these bylaws, an action is approved by the affirmative vote of a majority of directors present when a quorum exists. Proxy voting is not permitted. Abstentions and recusals are not affirmative votes.

Section 4.14 Resignation

A director may resign by written notice to the corporation. The resignation is effective when given unless the notice states a later effective date. The Board may fill a pending vacancy before the effective date if the successor does not take office until the vacancy occurs.

Section 4.15 Removal

A director may be removed for cause by the affirmative vote of two-thirds of the voting directors then in office, excluding the director whose removal is under consideration. Cause includes a material violation of law, these bylaws, Board policy, fiduciary duty, confidentiality obligations, or eligibility requirements; misconduct materially harmful to the School; or three consecutive unexcused absences from regular Board meetings.

At least ten calendar days before the meeting at which removal will be considered, the director shall receive written notice of the alleged grounds and an opportunity to submit a written response and be heard at the meeting, subject to applicable open-meeting and data-practices requirements. This section establishes a removal method under Minnesota Statutes section 317A.223 and does not limit removal by eligible voters when applicable under law.

Section 4.16 Vacancies

A vacancy caused by death, resignation, removal, ineligibility, disability, or other cause may be filled by the affirmative vote of a majority of the remaining voting directors, even if fewer than a quorum remain. The appointed director must satisfy the membership category and other qualifications of the vacant seat. The

appointee serves until June 30 following the next Board election at which the seat can practically appear on the ballot, and a duly elected and qualified successor begins service on July 1. Temporary substitute directors are not permitted.

Section 4.17 Compensation and Reimbursement

Directors shall not receive compensation for Board service. A director may receive compensation for separate lawful employment by the School, including service as an eligible licensed teacher, subject to conflict-of-interest and other applicable requirements. Directors may be reimbursed for reasonable and documented expenses incurred on official Board business under Board policy. Mileage reimbursement may not exceed the rate approved by the Board.

Section 4.18 Committees

By majority vote, the Board may establish or dissolve committees, define their authority and membership, and appoint alternates. Committee members must be natural persons and need not be directors. Committees remain subject to the Board's direction and control and may exercise only authority expressly delegated by Board resolution.

All Board-created committees shall conduct meetings in compliance with the Minnesota Open Meeting Law unless legal counsel determines in writing that a specific committee is not subject to that law. Each committee shall keep minutes. Minutes of committees with Board-delegated authority shall be approved, published, and retained as required by Minnesota Statutes section 124E.07, subdivision 8. The School shall publish required directory information for members of committees with Board-delegated authority.

The Board shall maintain a Finance Committee that meets regularly and includes at least one voting director. The Finance Committee shall review and make recommendations on the School's financial health, budgeting, enrollment, internal controls, compliance, audits, financial reporting, transactions, conflicts of interest, revenue, and charter-contract requirements. If the School is under authorizer corrective action for financial reasons, the Board shall meet the additional requirements of Minnesota Statutes section 124E.07, subdivision 6(d).

Section 4.19 Minutes and Public Information

The School shall record votes and maintain minutes as required by law. Board minutes and minutes of members and committees having Board-delegated authority shall be published on the School's official website within 30 days after the earlier of Board approval or the next regularly scheduled meeting and shall remain posted for at least 365 days. The School shall also publish directory information for directors and members of committees with delegated authority and identifying and contact information for the authorizer.

Article V Officers and Administration

Section 5.1 Officers

The officers are Chair, Vice Chair, Treasurer, and Secretary. The Board may combine the offices of Secretary and Treasurer if one person can lawfully perform both functions. The Board may create additional officer positions by resolution.

Section 5.2 Election Terms and Limits

The Board shall elect officers annually at the July organizational meeting. Each officer serves a one-year term and until a successor is elected, unless the officer earlier resigns, is removed from office, ceases to be a director, or becomes ineligible.

Section 5.3 Chair

The Chair presides at Board meetings, supports orderly governance, ensures that Board actions are carried into effect, signs instruments authorized by the Board, and performs duties assigned by law, these bylaws, or Board resolution. The Chair does not independently supervise employees unless expressly authorized by the Board.

Section 5.4 Vice Chair

The Vice Chair performs the Chair's duties when the Chair is unavailable or the office is vacant and performs other duties assigned by the Board.

Section 5.5 Treasurer

The Treasurer oversees, rather than personally performs, the corporation's financial-record and reporting functions; serves on or regularly attends Finance Committee meetings; reports financial matters to the Board; and performs duties assigned by law, these bylaws, or Board resolution. Operational financial tasks may be delegated to qualified staff or contractors subject to Board oversight and internal controls.

Section 5.6 Secretary

The Secretary ensures that notices, minutes, votes, governing documents, and corporate records are maintained as required by law and these bylaws. The Secretary may delegate recordkeeping tasks to a responsible employee or contractor but retains officer oversight.

Section 5.7 Officer Vacancies Removal and Resignation

The Board shall fill a vacancy in an officer position for the remainder of the term. An officer may be removed from the officer position, with or without cause, by a majority vote of voting directors present when a quorum exists. Removal from an officer position does not by itself remove the person as a director. An officer may resign the office by written notice effective when received unless a later date is stated.

Section 5.8 Executive Director and Administrative Employees

The Board shall hire, supervise, and evaluate the Executive Director or chief administrator and approve the position's duties and employment terms. The Board may authorize the Executive Director to hire, supervise, evaluate, discipline, and terminate other employees consistent with Board-approved budgets, policies, organizational structure, and contracts. The Board retains responsibility for required personnel policies and oversight.

Article VI Financial Matters and Records

Section 6.1 Contracts

The Board may authorize officers, employees, or agents to enter contracts or execute instruments on behalf of the corporation. The authority may be general under Board policy or specific to a transaction. No person may bind the corporation without authority granted by law, these bylaws, Board policy, or Board action.

Section 6.2 Borrowing and Pledges

No loan, pledge, guarantee, or other indebtedness may be entered on behalf of the corporation unless specifically authorized by the Board and permitted by law. The School may not levy taxes or issue bonds.

Section 6.3 Depositories and Authorized Signatures

Corporation funds shall be deposited in financial institutions designated by the Board. Checks, drafts, electronic transfers, and other payment orders shall be authorized and executed as established by Board policy or

resolution. Signer access shall be reviewed at least annually and promptly updated after personnel or officer changes.

Section 6.4 Internal Controls

The School shall maintain written internal controls appropriate to its size and risk. No person should control authorization, custody, processing, and recording of the same transaction. The Board shall establish approval thresholds, review bank reconciliations and financial reports regularly, and require dual approval for transactions at or above the threshold stated in Board policy. Financial thresholds shall be maintained in policy so they can be adjusted without amending these bylaws.

Section 6.5 Procurement

Before spending state funds, the Board shall adopt and maintain a procurement policy meeting Minnesota Statutes section 124E.26. Purchases using state funds must comply with that policy, including conflict-of-interest provisions, employee purchasing authority, competitive-procurement thresholds, and the prohibition against dividing purchases to avoid required procedures.

Section 6.6 Accounting Audit and Reporting

The School shall maintain its accounting and financial reporting systems in accordance with applicable governmental accounting standards, Minnesota school finance requirements, UFARS, and other systems designated by the Minnesota Department of Education. The Board shall engage an independent auditor annually and ensure that audits and reports satisfy Minnesota Statutes section 124E.16 and other applicable requirements. The Board may order additional audits or reviews.

Section 6.7 Records

The School shall maintain, at its principal or registered office or in a secure electronic records system, the articles of incorporation, bylaws and amendments, Board and committee minutes, records of votes and actions, financial statements, audits, material contracts, policies, and other records required by law. Public access shall be provided as required by the Minnesota Government Data Practices Act, the Open Meeting Law, and charter-school law.

Section 6.8 Bonding and Crime Coverage

The Board shall determine which officers, employees, and agents must be bonded or covered by commercial crime or employee-dishonesty insurance. Persons who handle School funds or control disbursements or transfers shall be covered. The Board shall review coverage and limits at least annually.

Article VII Indemnification and Insurance

Section 7.1 Indemnification

The corporation shall indemnify directors, officers, employees, and agents to the fullest extent permitted by Minnesota Statutes section 317A.521 and other applicable law. The corporation shall also assume liability and indemnify and hold harmless the persons and entities identified in Minnesota Statutes section 124E.09 to the extent required by that section. Indemnification does not extend beyond what law permits and is subject to all statutory conditions, exclusions, and procedures.

Section 7.2 Insurance

The Board shall obtain and maintain insurance meeting Minnesota Statutes section 124E.09 and other applicable requirements, including coverage up to applicable tort-liability limits. The School shall provide required policies and notices of carrier or policy changes to its authorizer within statutory timelines. The Board may purchase

additional coverage for directors, officers, employees, agents, property, operations, cyber risk, crime, and other exposures.

Article VIII Dissolution and Distribution of Assets

Section 8.1 Authorization

The corporation may cease operations and dissolve only in compliance with its articles of incorporation, Minnesota Statutes chapters 124E and 317A, its charter contract, and other applicable law. Board approval shall require the affirmative vote required by law and the articles and shall be taken at a meeting for which the notice specifically identifies the proposed dissolution.

Section 8.2 Plan Notice and Distribution

The Board shall adopt a plan addressing student records and transition, employees, creditors, contracts, public funds, property, authorizer and agency notices, required filings, and distribution of remaining assets. After payment or provision for liabilities, remaining assets shall be distributed only to eligible governmental or charitable recipients consistent with the articles of incorporation, law, grant restrictions, and directions of the Minnesota Department of Education. No assets may be distributed for the private benefit of a director, officer, employee, or other private person.

Article IX Amendments

Section 9.1 Board Action

Subject to the articles of incorporation, Minnesota Statutes chapter 317A, and any approval rights of eligible voters or members, the Board may adopt, amend, or repeal these bylaws by the affirmative vote of two-thirds of voting directors then in office. The proposed amendment must be included with the meeting notice or otherwise provided to each director at least ten calendar days before the meeting.

Section 9.2 Additional Approvals

An amendment that changes the governance structure must follow section 4.7. An amendment requiring approval of members or eligible voters under Minnesota Statutes chapter 317A, the articles of incorporation, or other controlling authority is not effective until that approval is obtained. The School shall provide adopted amendments to the authorizer or state agencies when required.

Article X Miscellaneous

Section 10.1 Interpretation

Headings are for convenience and do not limit meaning. Words in the singular include the plural and vice versa when context permits. Gendered terms include all genders. 'School' and 'corporation' refer to Art and Science Academy unless context requires otherwise. 'Board' means the Board of Directors. 'Law' includes applicable statutes, rules, and binding legal requirements, as amended.

Section 10.2 Severability

If a provision of these bylaws is held invalid or unenforceable, the remaining provisions remain effective, and the invalid provision shall be interpreted or limited to the minimum extent necessary to comply with law.

Section 10.3 Effective Date and Supersession

These restated bylaws take effect on the date of final adoption stated in the certificate and supersede prior bylaws and amendments, subject to any additional approval required by law or the articles of incorporation.

Certificate of Adoption

These restated bylaws were approved by the Board of Directors of Art and Science Academy on October 13, 2026, subject to any additional approval required by law or the articles of incorporation, and supersede prior bylaws and amendments as of the effective date.