

**Nerstrand Elementary School  
Independent Charter School District #4055  
Board of Directors  
By-Laws**

**ARTICLE I - Name**

The name of this organization is the Nerstrand Elementary School Board of Directors. For convenience, it is referred to in these by-laws as the Board of Directors.

**ARTICLE II – Minnesota Law Compliance**

"The governance of the Corporation will at all times be in accord with the provisions of Minnesota Statutes, Chapter 124E (formerly sections 124D.10 and 124D.11) and such other provisions of Minnesota laws as are therein referenced, all other statutory requirements and in compliance with the Minnesota Open Meeting Law, Minnesota Statutes, Chapter 13D.01 et. seq. and Minnesota Government Data Practices Act, Minnesota Statutes Chapter 13.01 et.seq. In the event that there are conflicts between the provisions of Minnesota Statutes, Chapter 124E (the Charter School Law) and Minnesota Statutes, Chapter 317A, (the Non-Profit Corporation Act), the provisions of the Charter School Law shall govern. Likewise, the Open Meeting Law, Chapter 13D.01 takes precedent over any conflict surfacing from Minnesota Statutes, Chapter 317A, the Non-Profit Corporation Act."

**ARTICLE III - Mission Statement**

The mission of the Board of Directors is to ensure the quality of the educational program and the viability of the school through shared decision-making.

**ARTICLE IV - Purpose**

The Board of Directors' purpose is to focus on all dimensions of the school's operation, including, but not limited to:

1. School philosophy, goals and objectives
2. School policy
3. Budget
4. Curriculum and instructional direction
5. Staffing
6. Long range planning
7. Communication (home, community, sponsor)
8. School enrollment and organization

**ARTICLE V – Corporate Membership**

- A. Membership. There shall be one class of members. Members of the Corporation shall be the persons designated from time to time by the Board of Directors. Members shall not be required to pay a membership

fee or annual dues. Members vest decision making authority with the Board of Directors.

The Board of Directors may from time to time create additional classes of membership. The terms and conditions of such additional membership classes, if any, shall be determined by the Board of Directors.

- B. Membership Criteria. For classes of members other than Director/Members, membership criteria shall be adopted by the Board of Directors, and all membership approval, classification and reclassification shall be the responsibility of the Board of Directors. Members may be reclassified by an action of the Board of Directors or upon the request of a member, followed by the approval of the Board.
- C. Annual Meeting - The annual meeting of the Members of the Corporation shall be held at such time and location as determined by the Board of Directors. Notification shall be by electronic means consistent with Minnesota Statutes, Chapter 124E. Such notice shall contain the date, time and place of the meeting.
- D. The Board of Directors meet once monthly at a regularly scheduled time. Regularly scheduled and special meeting days and times are determined by the Board of Directors and publicly posted and announced to parents, staff, and community.
- E. Special and Emergency Meetings – Special and Emergency Meetings may be held at the request of the chairperson or three members of the Board of Directors.
- F. Decisions are made by consensus. If consensus cannot be reached and a vote is necessary, decisions will be determined by simple majority of those present and voting.
- G. A quorum is a simple majority of the members of the Board of Directors. When a quorum exists, a majority of those present may act, except in the case of amendments to the By-laws (see Article XIV).
- H. All meetings are open to the general public.
- I. There will be no proxy votes.
- J. The Board at its discretion may permit public comment including comments from students. Requests to be on the agenda must be submitted to the school office at least one week before the meeting. Members may amend the agenda at the beginning of the meeting.
- K. Students may address the Board of Directors.

## **ARTICLE VI – Board of Directors**

- A. The Board of Directors consists of the following members:
1. Four Teacher Representatives (employed/under contract with a cooperative at the school)
  2. Two Parent Representatives (parents of enrolled students)
  3. One At-large Community Representative (not employed by the school and does not have a child enrolled in the school)
  4. Seven Voting Members Total
  5. Three ex-officio nonvoting members - school director/chief administrator, administrative assistant, business manager/chief financial officer
- B. The members serve a three-year renewable term.
1. Every year, one (1) of the two Parents Representatives or At-large Community Representative terms expire.
  2. Every third year, two (2) teacher's terms expire; in each of the two years prior to third year, one (1) teacher's term expires.
  3. A representative may serve two (2) three-year consecutive terms, after which there must be a one-year hiatus before serving on the Board of Directors again.
- C. Termination of membership shall be considered if the Board of Directors member is absent from three consecutive meetings and/or one-half of the meetings in one school year. The Board of Directors shall determine by a simple majority vote that they shall or shall not retain their membership.  
Members can also be removed by 2/3rds vote at any time for cause or no cause.
- D. If a vacancy occurs, every attempt will be made to select a replacement within one month's time. The replacement will fulfill the remainder of the vacated term.
- E. Conflict of Interest. 'Conflict' is defined through Minnesota Statutes, Chapter 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. No Board member may vote on any matter that could result in personal financial gain or loss. A conflict exists when:
- (1) the board member, employee, officer, or agent;

(2) the immediate family of the board member, employee, officer, or agent;

(3) the partner of the board member, employee, officer, or agent; or

(4) an organization that employs, or is about to employ any individual in clauses (1) to (3), ...has a financial or other interest in the entity with which the charter school is contracting. A violation of this prohibition renders the contract void.

(b) The conflict of interest provisions under this section do not apply to compensation paid to a teacher employed as a teacher by the charter school or a teacher who provides instructional services to the charter school through a cooperative formed under chapter 308A when the teacher also serves on the charter school board of directors.

(c) A charter school board member, employee, or officer is a local official for purposes of section 471.895 with regard to receipt of gifts as defined under section 10A.071, subdivision 1, paragraph (b). A board member, employee, or officer must not receive compensation from a group health insurance provider.

F. Board of Directors 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.

G. 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 an individual human being, but need not be members of the Board of Directors. The Board may, by similar vote, designate one or more alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee.

1. Authority of Committees. Committees shall have authority to consider assigned topics and to advise and make recommendations to the Board of Directors. No actions of a committee shall be binding on the Corporation absent Board ratification of any such recommendations.

2. Procedures for Conducting Meetings. The activities of all committees of this Corporation shall be conducted in such manner as will advance the best interest of the Corporation. Each committee shall fix its own rules of procedure and other regulations, which shall be 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 s/he serves as a member of such committee. The meetings of all committees shall be open and posted. Directors may participate in any such meeting but may not vote unless such director is a member of the committee.
3. Limitation on Authority of Committees. Each committee shall be under the direction and control of the Board. Each committee shall meet as provided by its rules or by resolution of the Board of Directors. When the Board has delegated decision making authority to a Committee, the Committee shall keep regular minutes of their proceedings, and 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.

#### **ARTICLE VII - Elections**

- A. A selection committee of 3 or more members, appointed by the Board of Directors in the spring, oversees the selection procedures and submits names of candidates in the spring of the year. Elected members to be seated July 1<sup>st</sup>.
- B. In accordance with MN Statute 124E.07 sub. 5, staff members employed at the school, including teachers providing instruction under a contract with a cooperative, members of the board of directors, and all parents or legal guardians of children enrolled in the school are the voters eligible to elect the members of the school's board of directors. A charter school must notify eligible voters of the school board election dates at least 30 days before the election.
- C. The school will notify eligible voters of the school board election dates at least 30 calendar days before the election.

## **ARTICLE VIII – Elected Officers**

- A. Nominations for the officers may come from the floor at the first meeting in July. They are elected by a majority vote through a secret ballot. Officers may be reelected after serving a one-year term.
  
- B. Duties of the officers:
  - 1. Chairperson.  
The chairperson presides at all meetings of the Board of Directors. The Chairperson may call special meetings of the Board of Directors and must do so at the request of three Board of Directors members. (S)he collaborates with the building director to prepare the meeting agenda.
  
  - 2. Clerk.  
S/he records the minutes of the meeting and issues a prepared copy to the Board of Directors at least one week prior to the subsequent meeting. Upon approval, meeting minutes will be available and posted on the school website and copies provided upon request.
  
  - 2. Treasurer.  
The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fund raising plans, support the audit process and ensure that school financial records are maintained and appropriate financial reports are filed with government agencies.

## **ARTICLE IX - Responsibilities**

- A. The Board of Directors carries out the mission statement by providing direction for the school in accordance with school's policy, contractual agreements, and all state and federal requirements unless specific waivers have been granted.
  
- B. The Board of Directors serves as the primary communications link between the school and the community and provides a forum for discussion of school related issues.
  
- C. The Board of Directors monitors school operations through collaboration and guidance with the school director, teachers, paraprofessionals and support staff.

## **ARTICLE X - Task Forces**

- A. Task Forces shall be established at the discretion of the Board of Directors for a specific purpose over a designated period of time.

- B. Task Force meetings will be held at the discretion of the committee members.
- C. The Task Force chairperson or members need not be Board of Directors members.

## **ARTICLE XI – Financial Matters**

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and any such authority may be general or confined to specific instances. Unless so 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, or to pledge its credit or to render it liable peculiarly for any purpose or to any 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 and in compliance with Minnesota Statutes.

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. Corporate Seal. The Corporation shall not have a corporate seal.

Section 6. 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:

- 6.1. Records of all proceedings of the Board of Directors and all committees;
- 6.2. Records of all votes and actions of the members;
- 6.3. All financial statements of this Corporation; and,
- 6.4. Articles of Incorporation and Bylaws of this Corporation and all amendments and restatements thereof.

Section 7. Accounting System and Audit. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting and financial reporting system for the Corporation. The Board shall cause the records and books of account of the Corporation to be audited at least once each fiscal year and at such other times as it may deem necessary or appropriate, and may retain such person or firm for such purposes as it may deem appropriate, to the extent consistent with Minnesota Statutes, Chapter 124E and the Uniform Financial and Accounting Standards (UFARS) and audit references.

## **ARTICLE XII – Indemnification**

Section 1. Indemnification. Each director, officer and employee of the Corporation, past or present, and each person who serves or may have served at the request of the Corporation as a director, officer, partner, trustee, employee, representative or agent of another organization or employee benefit plan, and the respective heirs, administrators and executors of such persons, shall be indemnified by the Corporation in accordance with, and to the fullest extent permitted by, Minnesota Statutes, Section 317A.521 except as prohibited by Minnesota Statutes, Section 124E subd 3(c). The Corporation shall not be obligated to indemnify any other person or entity, except to the extent such obligation shall be specifically approved by resolution of the Board of Directors. This Section is and shall be for the sole and exclusive benefit of the individuals designated herein and no individual, firm or entity shall have any rights under this Section by way of assignment, subrogation or otherwise, whether voluntarily, involuntarily or by operation of law.

Section 2. Insurance. The Corporation may purchase and maintain 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 XIII – Distribution of Assets**

Section 1. Right to Cease Operations and Distribute Assets. By a two-thirds (2/3) vote of all directors, the Board 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 a dissolution. Written notice as required by these Bylaws 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 a two-thirds (2/3) of a quorum of 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 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, and shall liquidate and distribute all the Corporation's assets to other entities in accordance with Minnesota Statutes, section 317A.735 and in accordance with the Articles of Incorporation and regulations administered by the Minnesota Department of Education. Notice of intent to dissolve shall be filed with the Secretary of State pursuant to Minnesota Statutes, section 317A.723.

#### **ARTICLE XIV – By-laws Amendments**

Amendments to these By-laws may be proposed at any regular Board of Directors meeting. A written notice of the proposed change and the date of the next regular meeting at which the proposed amendment will be discussed shall be posted in the school and sent to each Board of Directors member and to the school director at least ten (10) days prior to the date of the meeting. A favorable vote by five (5) out of seven (7) members is required for approval of any amendment to the By-laws.

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.

The Board may amend its governance model, set forth in the bylaws;

- 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 employed by the school as teachers, including licensed teachers providing instruction under a contract between the school and a cooperative; and 2) with the authorizer's approval (124E.07, Subd. 4)

Revised 10/10/2000  
Revised 10/14/2002  
Revised 12/13/2004  
Revised 4/12/2010  
Revised 11/13/2017  
Revised 2/11/2019  
Revised 11/11/19  
Revised 11/16/20  
Revised 10/11/21  
Revised 5/18/23