

Bylaws

Rochester STEM Academy

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**BYLAWS
of
ROCHESTER STEM ACADEMY
(the “Corporation”)**

**ARTICLE 1
PURPOSE**

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

**ARTICLE II
OFFICES**

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

**ARTICLE III MEETINGS OF
THE BOARD**

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held each month, or at a time or sequence agreed upon by the Board. A schedule of the regular meetings of the Board of Directors will be kept on file at the Corporation’s primary offices and will be posted on the Academy website. The schedule must state the date, time, and place of the Board’s regular meetings.

Section 2. Special Meetings. Any director may ask the Chair to call a special meeting for a particular purpose. The Chair will honor such a request, provided that the requested date, time, and place of the special meeting are reasonable and that a regular or special meeting of the Board is not already scheduled to be held at or around the same time. The Chair, or a designee, must give three days’ advance notice of the meeting to each director. Any director who appears at a meeting waives the right to assert that adequate notice of the meeting was not provided, unless the director states at the beginning of the meeting that his or her appearance is solely for the purpose of asserting the illegality of the meeting. The Board, or its designee, must post and deliver written notice of the date, time, place, and

purpose of a special meeting in accordance with the Open Meeting Law (currently codified at Minn. Stat. Ch. 13D).

Section 3. Emergency Meetings. When circumstances require the immediate consideration of an issue, the Board of Directors may call an emergency meeting in accordance with the procedures set forth in the Open Meeting Law (currently codified at Minn. Stat. Ch. 13D).

Section 4. Quorum and Adjourned Meeting. Except as expressly provided in these Bylaws or applicable law, a quorum is required to hold a Board meeting and to transact any business at a Board meeting. A majority of the directors constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the directors are present at a meeting, a majority of those directors who are present may adjourn the meeting from time to time until a quorum is present. If a quorum is present when a duly called meeting is convened, and enough directors leave the meeting early so that less than a quorum remains, the remaining directors present may not continue to transact business and must adjourn the meeting.

Section 5. Voting. The Board must take action by the affirmative vote of a majority of directors who are present and entitled to vote at a duly held meeting, except in those cases, if any, where these Bylaws require the affirmative vote of a larger proportion. Only current directors on the Board may vote at a meeting, and each director may cast only one vote per motion.

Section 6. Parliamentary Procedures. The Board will strive to conduct meetings according to the rules contained in the current edition of *Robert's Rules of Order Newly Revised*, unless such rules are suspended by majority vote of a quorum of the Board, or such rules conflict with other rules of order adopted by the Board. The failure to strictly follow parliamentary procedure, including any procedures established in *Robert's Rules of Order*, will not invalidate an action of the Board.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors is responsible for governing, managing, and directing the affairs of the Corporation. Toward that end, the Board of Directors is authorized to exercise all corporate powers except as limited by law, the Articles of Incorporation, or these Bylaws.

Section 2. Number, Tenure, and Qualifications. The number of directors constituting the Board shall be at least five, with the exact number to be determined from time to time by resolution of the Board. Rochester STEM Academy must conform to the requirements stated in Minnesota Charter School Statute 124D.10; the 2009 revised Charter School Law. This statute requires that the board must include: one teacher who works at the school, a parent with a student at the school, and an outside community member with no relationship to the school. Rochester STEM Academy will hold its first board election in April 2013, which will be directed by the Governance Committee in accordance with Charter Law and recommended policy from the Minnesota Department of Education. Current board members whose terms are ending have the right to run for an elected position along with other eligible candidates. All terms will be for a three-year period unless they are replacements for vacant seat.

Section 3. Classification; Term.

- (a) Beginning with the 2013 election of directors, the directors shall be divided into two classes, designated Class I, Class II. Each class shall consist, as nearly as may be possible, of one-half of the total number of directors constituting the entire Board of Directors. At the 2013 election of directors, Class I directors shall be elected for a term ending at the 2016 election of directors, Class II directors shall be elected for a term ending at the 2017 election of directors. Thereafter, all directors shall be elected for a three-year term.
- (b) Each director will remain on the Board until expiration of the term for which the director was elected or appointed and until a successor is elected and qualified, or until the death, resignation, removal, or disqualification of the director, whichever occurs first.

Section 4. Election of Directors.

- (a) On or before [February 15] of each school year, The Governance Committee/Nominating Committee must nominate at least one candidate for each seat on the Board held by a director whose term will expire during that school year. The committee must submit its nominations to the Board in writing on or before [March 15]. The Board of Directors must accept the nominations, but may nominate additional candidates as well.

- (b) On or before [May 15], the Board must hold an election in a manner that the Board sees fit to determine which candidates will be elected to the Board. The following individuals may vote in the election: staff members who are employed by the Corporation, including teachers providing instruction under a contract with a cooperative and all parents and legal guardians of children enrolled at Rochester STEM Academy. Voting will be by ballot (either mail-in or in-person). The ballots will be counted by a person selected by the Board. The counting of the ballots will be witnessed by a third party and will be promptly reported to the Board in writing. The persons receiving the greatest number of votes shall be elected for the open seats on the Board.

Section 5. Resignation.

- (a) A director may resign at any time by giving written notice to the Board of Directors. Such resignation shall be effective upon delivery of the notice to any officer, unless a later effective date is specified in the written notice. The Board is not required to accept a resignation in order for it to become effective.
- (b) If a director is an employee of the Corporation, including a licensed teacher, and his or her employment with the Corporation terminates for any reason, the director shall immediately submit his or her resignation from the Board.

Section 6. Removal of Elected Directors. A director who has been elected to the Board may be removed at any time, with or without cause, by a two-thirds vote of the other directors on the Board.

Section 7. Removal of Appointed Directors. A director who has been appointed to the Board may be removed at any time, without or without cause, by majority vote of the other directors on the Board.

Section 8. Filling Vacancies. If a seat on the Board becomes vacant before the director who held the seat completes his or her term on the Board, the vacancy may be filled by the affirmative vote of a majority of the directors on the board, provided that the vote occurs at a properly noticed meeting of the Board of Directors. A director who is appointed to fill a vacancy will hold office for the unexpired term of the vacant seat, subject to his or her earlier death, disqualification, resignation, or removal.

Section 9. Compensation. Directors will not receive compensation for their services as a director. However, directors may be reimbursed for actual, necessary, and reasonable out-of-pocket expenses incurred while rendering services to the Corporation. Subject to any limitations imposed by law, the Board of Directors may determine whether out-of-pocket expenses are necessary and reasonable, and whether such expenses were incurred while rendering services to the Corporation.

Section 10. Committees of the Board. In addition to other actions relating to committees, the Board of Directors may: (1) establish standing or ad hoc committees as it sees fit; (2) define the powers and responsibilities of any committee that it has established; (3) designate and determine the members of any committee that it has established; (4) select or provide a method for selecting a chairperson for a committee; (5) designate one or more individuals to replace any absent or disqualified member of a committee; (6) direct and oversee any committee that it has established; and (7) disband any established committee as it sees fit, regardless of whether the committee is a standing committee or an ad hoc committee. An ad hoc committee is considered disbanded once its designated task has been completed.

- (a) Authority of Committees. Unless the Board affirmatively acts by majority vote to provide a committee with decision-making authority, the committee must be deemed to be advisory only, such that it has no decision-making authority. In the event that the Board gives a committee decision-making authority, the meetings of that committee must be posted and held in accordance with the Open Meeting Law. A committee that has been given decision-making authority may exercise that authority only through the affirmative vote of a majority of the total members of the committee.
- (b) Procedures for Conducting Committee Meetings. The activities of all committees of the Corporation must be conducted in a manner that will advance the best interest of the Corporation. Each committee must fix its own rules of and must act in a manner that is consistent with the Articles of Incorporation, these Bylaws, and the policies of the Corporation. The Chair will be an ex-officio member of all committees, unless the Chair also serves as a member of such committee.
- (c) Limitation on Authority of Committees. Every committee that is established by the Board will be subject to the direction and control of the Board. The actions and decisions of any of

decision-making committee that has been established by the Board are subject to review, ratification, modification, or reversal by the Board.

ARTICLE V CONFLICTS OF INTEREST

Section 1. Conflicts of Interest Prohibited. No director may violate any common law or statutory prohibition on conflicts of interest. Applicable statutes include, but are not limited to, Minnesota Statutes Sections 471.87; 471.88; 124D.10, subdivision 4(b); and 124D.10, subdivision 23a. Abstaining from a vote, or abstaining from participating in a discussion of the Board relating to a vote, does not cure a statutory conflict of interest. Any director who has a personal financial interest in a transaction that is being contemplated by the Board, or who has a relationship with any person who may be involved in such a transaction, must fully disclose to the Board the existence of the interest or relationship before the transaction is initiated. Directors must comply with all conflict-of-interest policies adopted by the Board of Directors and must submit any annual statement required by such policies.

Section 2. Compensation. A director who receives compensation, directly or indirectly, from the Corporation may not vote or participate in any Board discussion pertaining to his or her compensation. Similarly, a voting member of a committee who receives compensation, directly or indirectly from the Corporation may not vote or participate in any committee discussion pertaining to his or her compensation.

Section 3. Confidentiality. Absent a court order, a director may not disclose to any third person information that was discussed in closed session or information that relates to the Board's negotiation strategy or competitive bargaining position with respect to any transaction, sale, purchase, lease, agreement, or contract.

ARTICLE VI OFFICERS AND EMPLOYEES

Section 1. Officers and Terms. The Corporation will have the following officers: (1) President; (2) Vice-President; (3) Treasurer; and (4) Secretary. The President is also referred to as the Chair, and the Vice-President is also referred to as the Vice-Chair. By majority vote of a quorum of the Board, the Board may appoint any director to serve as an officer of the Corporation. Each officer will serve a one-year term, which will begin on

the date of appointment and will end one-year later, or when a successor is duly elected and qualified, whichever occurs later.

Section 2. Vacancies. At its next meeting or at a later date, the Board may appoint a director to fill any vacancy in any office. The appointment must be by majority vote of a quorum of the Board.

Section 3. Chair. The Chair is the principal officer of the Corporation and must not be an employee of the Corporation. The Chair must perform the duties of the Corporation's President in accordance with the Minnesota Nonprofit Corporation Act (currently codified at Minnesota Statutes Section 317A.305, subdivision 3). Accordingly, among other things, the Chair must:

- (a) have general active management of the business of the Corporation;
- (b) call and, when present, preside at regular, special, and emergency meetings of the Board;
- (c) see that the orders and resolutions of the Board are carried into effect;
- (d) sign and deliver in the name of the Corporation deeds, mortgages, bonds, contracts, or other instruments that have been approved by majority vote of the Board, except in such cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Board to another officer or agent of the Corporation;
- (e) maintain records of the Board and, when necessary, certify proceedings of the Board; and
- (f) perform other duties prescribed by the Board.

Section 4. Vice-Chair. The Vice-Chair must assume the duties of the Chair when the Chair is absent or unable to act, and must perform such other duties as the Board of Directors may prescribe.

Section 5. Treasurer. The Treasurer must perform the duties of the Corporation's treasurer in accordance with the Minnesota Nonprofit Corporation Act (currently codified at Minnesota Statutes Section 317A.305, subdivision 3). In addition, the Treasurer must perform such other duties and have such other powers as may be prescribed by the Board of Directors.

Section 6. Secretary. The Secretary must record and preserve the minutes of meetings attended by the Secretary and perform such other duties and have such other powers as may be prescribed by the Board of Directors.

Section 7. Removal of Officer. Any officer may be removed from office at any time, with or without cause, by majority vote of the Board of Directors.

Section 8. Resignation. Any officer may resign from office at any time by giving written notice to the Board of Directors. Such resignation will be effective upon delivery of the notice to any other officer of the Corporation, unless a later effective date is specified in the written notice. The Board is not required to accept a resignation in order for it to become effective. Any director who resigns from the Board shall be deemed, without any further action, to have resigned from all offices held by that director.

ARTICLE VII DISTRIBUTION OF ASSETS

Section 1. Right to Cease Operations and Distribute Assets. By a two-thirds vote of all directors at a meeting held for the specific stated purpose of considering the question of dissolution, the Board of Directors may adopt a resolution requiring that the Corporation cease operations and voluntarily dissolve in accordance with all applicable laws.

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 in accordance with all applicable laws. Notice of intent to dissolve shall be filed with the Secretary of State as required by law.

ARTICLE VIII INDEMNIFICATION

Section 1. Indemnification. The Corporation shall defend, indemnify, and hold harmless its directors, officers, employees, and committee members to the fullest extent permitted by Minnesota Statutes Section 317A.521 and any amendments thereto.

Section 2. Insurance. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, representative, or agent of the Corporation, or member of a committee of the Board of Directors, 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.

ARTICLE IX AMENDMENTS

These Bylaws may be amended, altered, or repealed and new bylaws adopted upon proper notice and a two-thirds vote of the Board of Directors.

ARTICLE X FINANCIAL MATTERS

Section 1. Contracts. By majority vote of a quorum, the Board of Directors may authorize officers or agents of the Corporation to enter into any contract or to 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 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 financially liable 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.

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 the Corporation originals or copies of:

- (a) approved minutes and records of all proceedings of the Board of Directors and all committees;
- (b) records of all votes and actions of the members;
- (c) all financial statements of the Corporation; and
- (d) the Articles of Incorporation and Bylaws of the Corporation and all amendments and restatements thereof.

**ARTICLE XI
CERTIFICATION**

I hereby certify that the foregoing Bylaws were adopted as the Bylaws of the Corporation at a meeting of the Board of Directors of the Corporation held on December 8, 2010.

BY ITS SECRETARY:

Date: