

Bylaws of
Cannon River STEM School
Adopted September 9, 2008
Revised December 8, 2011,
June 8, 2017

Article I – Name and Purpose

Section 1.1 – Name: The name of the organization shall be Cannon River STEM School (hereinafter “Corporation”). It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 1.2 – Purpose: Cannon River STEM School is organized exclusively for educational purposes. Specifically, it is organized to provide a public Charter School with an emphasis on Science, Technology, Engineering, and Mathematics (STEM).

Section 1.3 – Statute: The Corporation shall operate in accordance with Minnesota Charter School Law, MS 124E.01.

Article II – Membership and Associates

Section 2.1 – Membership: The Corporation shall have no members. The Board of Directors (hereinafter “Board”) shall have all powers and duties for the conduct of the activities of the Corporation.

Section 2.2 – Associates: Parents and legal guardians of enrolled children, staff members employed by the school, in accordance with MS 124E.07 Subd. 5, and current Board members are Associates. If in corporate documents Associates are inadvertently referred to as members, no such references by the Corporation shall render anyone a member within the meaning of MS, Chapter 317A.

Article III – Board of Directors

Section 3.1 – Board role, size, and compensation: The Board is responsible for overall policy and direction of the Charter School, and delegates responsibility of day-to-day operations to the staff and committees. The Board shall have an odd number of voting members, not less than five (5) and not more than eleven (11). The Executive Director shall be an ex-officio (no vote) member of the Board. The Board receives no compensation other than reasonable expenses. The Corporation shall carry liability insurance covering the Board Directors and Board officers of the Corporation.

Section 3.2 – Responsibility: The Board shall carry out their responsibilities in accordance with MS 124E.01, such as employment and, other matters

related to the operation of the school including budgeting, curriculum and operating procedures.

Section 3.2 – Terms: All Board Directors shall serve three-year terms, but are eligible for re-election for up to two consecutive terms. Terms will be staggered such that approximately one third (1/3) of the Directors are elected each year. Vacancies will be filled for the duration of the remaining term.

Section 3.3 – Board Makeup: The Board makeup shall be in accordance with MS 124E.07 such that the Board shall be composed of at least 5 nonrelated members and include:

- A. At least one licensed teacher employed at the school or a licensed teacher providing instruction under contract between the charter school and a cooperative
- B. The parent or legal guardian of a student enrolled in the charter school who is not an employee of the charter school
- C. An interested community member who is not employed by the charter school and who does not have a child enrolled in the school

Section 3.4 – Board Elections: All elections shall comply with MS Chapter 124E.07. At least 30 days prior to the election, eligible voters will be notified of the next Board election, the number of positions open, the eligibility requirements and the application procedure. Whenever notice to eligible voters is given, such notice shall be sufficient if given by CRSS' normal means of communicating with parents. CRSS shall have no obligation to notify separately, parents who, through no action of CRSS, lack access to or fail to receive such communications.

The ultimate goal is the development of a Board that addresses the needs of the school and is also representative of the school's diversity. The Board will appoint an election committee. No election committee members shall be board candidates, spouses or relatives of board candidates, or current Directors running for re-election. The Election Committee will conduct a pre-ballot interview process that will allow for the development of a Board with balanced capacity, which also preserves a parent voice.

Section 3.5 – Meetings and notice: The Board shall meet at least ten times each year at an agreed upon time and place. All Board meetings shall comply with MS Chapter 13D (Open Meeting Laws).

Notice of Board meetings shall be provided to Board Directors, staff, parents, the sponsor, and any individual requesting notification; in accordance MS Chapter 13D (Open Meeting Laws).

Section 3.6 – Quorum: At least four (4) voting Board Directors or 50% of voting Board Directors, which ever is greater, must be in attendance for Board business transactions to take place and motions to pass.

Section 3.7 – Officers and duties: The Board shall elect four officers of the Board, at their first meeting following the Annual Associates Meeting. Officers shall consist of a Chair, Vice-Chair, Secretary, and Treasurer. The Chair and Treasurer positions shall not be elected from licensed teachers employed at the school. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair.

Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings and shall set the agenda. The Chair shall also preside or arrange for other Directors of the Board to preside at each meeting in the following order: Vice-Chair, Secretary, and then Treasurer. At the direction of the Board, the Chair shall 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 and shall have such other powers and perform such other duties as are prescribed by MS, Section 317A.305, Subd 2, and as the Board may from time to time prescribe.

The Vice-Chair shall chair committees on special subjects as designated by the Board. If the Chair is absent or unable to perform the Chair's duties the Vice-Chair shall perform the Chair's duties. And the Vice-Chair shall have such other power and perform such duties as the Board may from time to time prescribe.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board Director, and assuring that corporate records are maintained. And the Secretary shall have such other power and perform such duties as the Board may from time to time prescribe.

The Treasurer shall make a financial report at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board Directors and the public. And the Treasurer shall have such other power and perform such duties as the Board may from time to time prescribe.

Section 3.8 – Vacancies: When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new Directors from the Election Committee one month in advance of a Board meeting. These nominations shall be sent out in accordance with Board Policy 216. These vacancies will be filled only to the end of the particular Board Director's term.

Section 3.9 – Resignation, termination, and absences: Resignation from the Board must be in writing and received by the Secretary. A Board Director shall be

terminated from the Board due to excess absences, more than two unexcused absences from Board meetings in a year. A Board Director may be removed for other reasons by a three-fourths (3/4) vote of the remaining Board Directors. The Board Director in question shall be absented from voting.

Section 3.10 – Regular meetings: The Board shall establish a schedule of regular meetings. Notice of these meetings must comply with MS Chapter 13D.04 Subd. 1.

Section 3.11 – Special meetings: Special meetings of the Board shall be called with a three-day written notice upon the request of the chair, or one-third (1/3) of the Board. These must be conducted in accordance with MS Chapter 13D.04 Subd. 2.

Section 3.12 – Closed Meeting: All regular and special meetings of the Board shall be open to the public, except that, upon a vote of a majority of the Board Directors present, or as a predetermined agenda item, a closed session may be held to discuss confidential topics. These must be conducted in accordance with MS Chapter 13D.04 Subd. 3.

Section 3.13 – Emergency meetings: Emergency meetings of the Board shall be called via telephone upon the request of the chair, or one-third (1/3) of the Board. These must be conducted in accordance with MS Chapter 13D.04 Subd. 3.

Emergency meetings under pandemic or declared emergency conditions may be conducted by telephone or other electronic means, in accordance with MS Chapter 13D.021.

Section 3.14 – Standard of Care:

- A. Performance of Duties. Each Board Director shall perform all duties of a Board Director, including duties on any Board Committee, in good faith, in a manner the Board Director believes to be in the Corporation's best interest and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.
- B. Reliance on Others. In performing the duties of a Board Director, the Board Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data presented or prepared by:
 1. One or more officers or employees of the Corporation whom the Board Director believes to be reliable and competent in the matters presented;
 2. Legal counsel, independent accountants or other persons as to matters that the Board Director believes are within that person's professional or expert competence; or
 3. A Board Committee on which the Board Director does not serve, as to matters within its designated authority, provided the Board Director believes the Board Committee merits confidence and the Board Director acts in good

faith, after reasonable inquiry when the need is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

- C. Investments. In investing and dealing with all assets held by the Corporation for investment, the Board shall exercise the standard of care described above and avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of Corporation's capital as an ordinary prudent person in a like position would use under similar circumstances. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to the Corporation. All investments should be in accord with MS 118A.04 and 118A.05.

Section 3.15 – Rights of Inspection: Every Board Director has the right to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation, provided that such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the obligation to maintain the confidentiality of the reviewed information, in addition to any obligations imposed by any applicable federal, state, or local law.

Section 3.16 Participation in Discussions and Voting: Every Board Director has the right to participate in the discussion and vote on all issues before the Board. The only exception is that any ex-officio (no vote) Board Director does not have the right to vote. Any Board director shall be excused from the discussion and vote on any matter involving a) a conflict of interest; b) indemnification of that Board Director.

Section 3.17 Board Training: All Board Directors must attend required Board training. The Board training should fulfill Minnesota Department of Education requirements regarding topics and timeline for completion to comply with M.S. 124E.07, Subd. 7

Article IV – Board Committees and Advisory Councils

Section 4.1 – Board committee formation: The Board may create Board Committees as deemed appropriate. Members of a committee need not be Board Directors and shall hold such office for a term of one year from their appointment or until their successors are appointed, whichever occurs first. The committees will have the authority as delegated to them by the Board. All Board committee meetings shall comply with MS Chapter 13D (Open Meeting Laws). The Board shall develop accountability and reporting standards for all Board Committees.

Section 4.2 – Procedure: All Board Committees, and each member thereof, will serve at the pleasure of the Board. The Board will have the power at any time to

increase or decrease the number of members of any committee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence of any committee. Regular or special meetings of any Board committee will be held in the same manner provided in these Bylaws for regular or special meetings of the Board, and a majority of any Board committee will constitute a quorum at the meeting.

Section 4.3 – Budget and Finance Committee: The treasurer is the chair of the Finance Committee, which includes two other Board Directors. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other Board Directors. The Board must approve the budget and all expenditures must be within budget. The Board must approve any major change in the budget. Quarterly and Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the Corporation are public information and shall be made available to the Associates, Board Directors, and the public.

Section 4.4 – Volunteer Committee: This committee recruits volunteers, provides for training, certifies them, and prior to the Annual Associates Meeting, sends a slate of volunteer candidates to the Board for approval.

Section 4.5 – Advisory Council: The Board may create an advisory council, or other auxiliary groups as it deems appropriate, made up of Associates, to advise and support the Board. The chair of the advisory council may be designated as an ex-officio (no vote) member of the board.

Article V – Annual Associates Meeting

Section 5.1 – Date, Time, and Place: An Annual Associates Meeting shall be held in January. Notification shall be by newsletter or other delivered means at least ten days and not more than thirty days prior to the meeting date. Such notice shall contain the date, time, and place of the meeting.

Section 5.2 – Purpose: The Board shall hold an Annual Associates Meeting for purposes such as, selection of Directors, and the transaction of other business as determined by the Board.

Section 5.3 – Voting Rights: All Associates in good standing shall have voting rights at the Annual Associates Meeting.

An affirmative vote of a majority of the total number of Associates present at the meeting shall constitute a duly authorized action of the meeting.

Article VI – Executive Director and Staff

Section 6.1 – Executive Director: the Board hires The Executive Director. The Executive Director has day-to-day responsibilities for the Corporation, including carrying out the Corporation’s goals and policies. The Executive Director will attend all Board meetings as an ex-officio (no vote) member of the Board, report on the progress of the Corporation, answer questions of the Board Directors, and carry out the duties described in the job description. The Board can designate other duties as necessary.

Article VII – Indemnification

Section 7.1 – Indemnification: Each Board Director, Board officer, and employee of the Corporation, past or present, each person who serves or may have served at the request of the Corporation as a Board Director, Board 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, MS, Section 317A.521. 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. The Corporation shall have the power to advance to such persons expenses incurred in defending any such proceeding to the maximum extent permitted by law. 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.

Article VIII – Financial Matters

Section 8.1 – Fiscal Year: The fiscal year of the Corporation shall commence on July 1 of each year and end on June 30 of the following year.

Section 8.2 – Contracts: All contracts must have Board approval.

Section 8.3 – Income: Any revenue, contributions, grants, bequests or gifts made to the Corporation shall be accepted or collected only as authorized by the Board.

Section 8.4 – 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.

Section 8.5 – 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 may designate and shall be disbursed under such general rules and regulations as the Board may from time to time determine.

Section 8.6 – Budget: The annual budget of estimated income, income expense, and capital expense shall be approved by the Board. The Corporation shall not deviate in any material respect from the annual budget approved by the Board unless the Board grants consent to such deviation.

Section 8.7 – Financial Reporting: A summary report of the financial operations of the Corporation shall be made monthly to the Board.

Section 8.8 – Accounting System and Audit: The Board 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 accounts 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.

Section 8.9 – Funding Limits: The Corporation shall establish a fund reserve goal for each year.

Section 8.10 – Audit Reports: The Board shall send audit reports to the commissioner by December 31 each year in compliance with MS 124E.16 Subd.1.

Section 8.11 – Conflict of Interest: Any Board Director, officer, employee, or Board Committee member having an interest in a contract, other transaction, or program presented to or discussed by the Board or Board Committee for authorization, approval, or ratification shall make a prompt, full, and frank disclosure of that interest to the Board. All contracts entered into by the Corporation, to the extent required by law, will be in compliance with MS 124E.14.

Article IX – Reports, Documents, and Records

Section 9.1 – Annual Public Reports: The Board shall submit an annual report to the authorizer and post on the school's website according to the timeline set by the authorizer and the Minnesota Department of Education in compliance with MS 124E.16 Subd. 2.

Section 9.2 – Documents Kept at Registered Office: The Board shall cause to be kept at the registered office of this Corporation originals or copies of:

1. Records of all proceedings of the Board and all Board committees,
2. Records of all votes and actions of the Annual Associates Meeting,
3. All financial statements of this Corporation, and

4. Articles of Incorporation and Bylaws of this Corporation and all amendments and restatements thereof.

Article X – Distribution of Assets

Section 10.1 – Disposal of Assets: The Corporation may not sell, lease, transfer, or dispose of all or substantially all of its property and assets, including its good will, not in the usual and regular course of its activities, without the approval of three-fourths (3/4) vote of the Board.

Section 10.2 – Right to Cease Operations and Distribute Assets: By a three-fourths (3/4) vote of the Board, the Board may determine that the Corporation cease operations and voluntarily dissolve. Such determination shall set forth the proposed dissolution and direct designated officers of the Corporation to perform all acts necessary to effect dissolution. If such cessation and distribution is called for, the Board shall set a date for commencement of the distribution.

Section 10.3 – Cessation and Distribution: When cessation of operations and distribution of assets has been called for, the Board 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 MS, Section 317A.735 and in accordance with the Articles of Incorporation. Notice of intent to dissolve shall be filed with the Secretary of State, and notice shall be given to the Minnesota Attorney General, as required by MS Chapter 317A.

Article XI – Amendments

Section 11.1 – Amendments: These bylaws may be amended when necessary by a two-thirds (2/3) majority of the Board and approval of CRSS' authorizer. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

Certification

Certificate of Secretary: The undersigned does hereby certify that the undersigned is the Secretary of the Board and the foregoing Bylaws of the Corporation were duly and regularly adopted as such by the Board of the Corporation at a duly authorized meeting held on the 8th day of June 8th, 2017 and that the above and foregoing Bylaws are now in full force and effect.



Angela Rosendahl, June 8, 2017
Secretary

June 8, 2017