

Approved: 05.30.23 Board Meeting

BYLAWS
OF
SKYLINE MATH AND SCIENCE ACADEMY

ARTICLE I

NAME OF ORGANIZATION

The name of this organization is Skyline Math and Science Academy.

ARTICLE II

PURPOSE

The purpose of Skyline Math and Science Academy is to operate a charter school. The governance of the Corporation will always 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 2, et. seq. If 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

LOCATION

The principal office of Skyline Math and Science Academy, at which the general business of the organization will be transacted and where the records of the organization will be kept, shall be at such location in the metropolitan area of Minneapolis, State of Minnesota, as may be fixed from time to time by the Board of Directors of Skyline Math and Science Academy.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Number and Qualifications. In accordance with 124E.07 Sub 3, the Board of Directors of Skyline Math and Science Academy shall be composed of not less than five (5) nor more than nine (9) non-related individuals. The ongoing charter school board of directors shall have at least five nonrelated members and include: (1) at least one licensed teacher who is employed as a teacher at the school or provides instruction under contract between the charter school and a

cooperative; (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 who resides in Minnesota, is not employed by the charter school, and does not have a child enrolled in the school. The board structure may include a majority of teachers under this paragraph or parents or community members, or it may have no clear majority. The chief financial officer and the chief administrator may only serve as ex-officio nonvoting board members. No charter school employees shall serve on the board other than teachers under clause (1). Contractors providing facilities, goods, or services to a charter school shall not serve on the board of directors of the charter school.

Section 2. Governing Powers. The Board of Directors led by the Board Chair shall have all the powers and duties necessary or appropriate for the overall direction of Skyline Math and Science Academy. They may engage in such acts and do such things as are not prohibited by a law or these bylaws.

Section 3. Election and Term of Office. Directors shall be elected at the annual meeting of the Board for a term of three (3) years. Directors shall be allowed to stand for election for a maximum of three (3) consecutive three-year terms. An election to fill an unexpired term shall not be so counted. The Directors shall hold office until their successors have been elected and qualified. Unless elected to fill a vacancy, the term of office of a Director shall commence on July 1 following the respective election by the Board.

Section 4. Nomination Process. At least thirty (30) days prior to a board election, the Board of Directors, or its committee, will solicit nominations from teachers, parents/legal guardians, and community members, for all the Director positions to be filled at the next annual meeting. Each nominee shall identify the category of board membership – licensed teacher, parent/legal guardian, community member – for which s/he is seeking election. The Board of Directors will compile a list of said nominees and notify eligible voters of the nominees and the category of board membership for each nominee. Board of Directors shall prepare ballots for use by voters which shall segregate nominees by category of board membership.

Section 5. Eligible Voters. Members of the board of directors, each parent and legal guardian of a child enrolled at the school, and each staff member employed at the school including teachers shall have the right to exercise one (1) vote for its board candidates. A parent/legal guardian of a child enrolled at the school who is also employed at the school shall have the right to exercise only one (1) vote.

Section 6. Vacancies. Vacancies in the Board of Directors occurring by reason of death, disqualification, resignation or removal shall be elected by a majority vote of the Board for the remaining unexpired term of the office.

Section 7. Removal of Directors.

a. At any annual or duly called special meeting of the Board membership, any one or more of the Directors may be removed without cause by a vote of the majority of the entire voting

members of record. A successive Director may then and there be elected by the Board Chair to fill the vacancy thus created.

b. After two (2) unexcused absences, a Director will automatically be removed from the Board Chair. At the Board's discretion, such member may be reinstated.

c. Any individual who sits on the board as a parent or teacher and ceases employment or to have a child enrolled shall be terminated at the next meeting after the disqualifying event occurs.

Section 8. Compensation. No compensation shall be paid to directors for their services to Skyline Math and Science Academy. Directors may be reimbursed for actual expenses incurred by them in the performance of special duties.

Section 9. Annual Meetings.

Section 10. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by the Board. The Board of Directors shall meet monthly or as according to the board approved schedule. Any meeting among directors may be conducted solely by one or more means of remote communication through which all of the directors may participate in the meeting, if the same notice is given of the meeting otherwise required, and if the number of directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.

Section 11. Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board upon at least three (3) working days' notice to each Director. This notice shall be given personally or by mail, telephone or electronic communication. The notice shall state the place, time and the purpose of the meeting.

Section 12. Quorum. At all meetings of the Board of Directors, a majority of the Directors of record shall constitute a quorum for the transaction of all authorized business. Where the computation results in a fractional number, it shall be rounded upward to the next whole number. The acts of the majority of the Directors present at a meeting at which a quorum exists shall be the acts of the Board of Directors, except where a larger number is required by law or these by-laws.

Section 13. Presence at Meetings & Meetings by Telephone or Other Electronic Means. Members of the Board of Directors shall meet in person at the location designated by the Board. The Board shall comply with Minnesota Chapter 13D for all meetings.

- (a) Any Director, or any member of any committee created by the Board of Directors, may participate and be counted for quorum by interactive television in accordance with Minnesota Chapter 13D.02.
- (b) In the event of a health pandemic or an emergency declared under Minnesota Statutes, Chapter 12, a meeting may be conducted by telephone or other electronic means in compliance with Minnesota Statutes, Chapter 13D.021. A board member may call in and discuss the topics but may not vote or count for quorum unless in compliance with 13D.

Section 14. Proxies. No voting by proxy shall be permitted in the meetings of the Board of Directors of Skyline Math and Science Academy,

Section 15. Robert's Rules of Order. Robert's Rules of Order will be the authority for all questions and procedures at any meetings of Skyline Math and Science Academy.

Section 16. Training. Every Director shall attend annual training throughout the Director's term on the Board, in accordance with Minnesota Statutes 124E.07 sub 7. All new Directors shall attend an initial training on the Board's role and responsibilities, employment policies and practices, and financial management within 6 months of being seated. The training must be completed within twelve (12) months after being seated or they will be ineligible to serve on the Board. The Corporation shall include in its annual report the training attended by each Director during the previous year.

ARTICLE V

OFFICERS

Section 1. Designation. Principal Officers of Skyline Math and Science Academy shall be a Chair, Vice-Chair, a Treasurer, and a Secretary. At the discretion of the Board of Board Chair, other Officers may be elected with duties that the Board shall prescribe. At the discretion of the Board of Chair, a teacher, a community member and a parent will be added once the operational school year starts.

Section 2. Election of Officers. The Officers shall be members of the Board and be elected when the position is open at the Board of Directors annual meeting and, unless sooner removed by the Board, the Officers shall serve for a term of three (3) years, or until their successors are elected. A vacancy in any office may be filled by the board Chair for the unexpired portion of the term. The Board Chair shall also have the authority to appoint such temporary or acting Officers as may be necessary during the temporary absence or disability of the regular officers.

Section 3. Removal. Any Officer may be removed with or without cause by the Board Chair by affirmative vote of a majority of all the Board members. The matter of removal may be acted upon at any meeting of the Board.

Section 4. Chair. The Chair shall be the principal officer of the corporation. Subject to the direction and control of the Board, the Chair shall see that the resolutions and directives of the Board are carried into effect, and, in general, shall discharge all duties incident to the office of Chair and as prescribed by the Board. The Chair shall preside at all meetings of the Directors and the Executive Committee, if any, except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation. The Chair may execute for the corporation all contracts, deeds, conveyances, mortgages, bonds, and other instruments in writing that may be required or authorized by the Board of Directors. The Chair shall appoint members to committees, establish and appoint members to other committees. The Chair will be a voting ex-officio member of all Board committees except the Nominating Committee, if any. The Chair

shall prepare the agenda and provide written notices of meetings. The Chair shall in general supervise and shall conduct official correspondence, sign any documents as authorized by the Board Chair, fully apprised of matters concerning the conference, and perform all duties prescribed by the board of directors.

Section 5. Vice Chair. It will be the duty of the Vice Chair to act in the absence or disability of the Chair and to perform such duties as may be assigned to him or her by the Chair of the Board.

Section 6. Secretary. The Secretary of Skyline Math and Science Academy shall be responsible for keeping the organization's records. He or she shall keep (or cause to be kept) the minutes of all meetings of the Board of Directors and of the Executive Committee, if any. The Secretary shall give or cause to be given all notices of the meetings of the Board of Directors and other notices required by law or by these bylaws. The Secretary shall be responsible for the keeping of all books, correspondence, committee minutes and papers relating to the business of Skyline Math and Science Academy.

Section 7. Treasurer. The Treasurer shall be responsible for preparation of the proposed annual budget and shall keep (or cause to be kept) records belonging to Skyline Math and Science Academy. The Treasurer will present to the Board of Directors at their respective annual meeting a report of the finances of Skyline Math and Science Academy and will from time to time make such other reports to the Board of Directors as it may require. The Treasurer or his or her designee shall review the finances at every regularly scheduled board meeting. The Treasurer shall preside at the meetings of the Finance Committee, if any.

Section 8. Additional Officers. Any officer of Skyline Math and Science Academy, in addition to powers conferred on him or her by these bylaws will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

ARTICLE VI

COMMITTEES

Section 1. Authority. The Board of Directors may act by and through such committees, either ad hoc or standing, as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall always be subject to the control and direction of the Board of Directors. The executive Committee must be composed of directors.

Section 2. Meetings. Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the Chair, or by the Board of Directors. Notice of meetings shall be given to the committee's members at least five (5) working days in advance of the meeting unless all members agree to a shorter notification. A majority of the committee's membership shall constitute a quorum.

ARTICLE VII

FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of Skyline Math and Science Academy shall begin on July 1 in each year.

Section 2. Books and Accounts. Books and accounts of Skyline Math and Science Academy shall be kept under the direction of the Board Chair of Skyline Math and Science Academy.

Section 3. Execution of Skyline Math and Science Academy's Documents. The Board of Chair may authorize any Officer or Officer's agent or agents to enter into any contract or to execute and deliver any instrument in the name of and on behalf of Skyline Math and Science Academy. Such authority may be general or confined to specific instances. These authorizations are in addition to those authorized by these bylaws.

Section 4. Loans. No loans shall be contracted on behalf of Skyline Math and Science Academy nor shall evidences of indebtedness be issued in its name unless authorized by resolution of the Board of Directors. Such authority shall be general or confined to specific instances.

Section 5. Deposits. All funds of Skyline Math and Science Academy not otherwise employed shall be deposited in a timely manner to the credit of Skyline Math and Science Academy in such bank or banks or other depositories as the Board of Directors may elect.

Section 6. Conflict of Interest. The corporation shall abide by Minn. Stat. 124E.14 At a minimum it shall:

(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. 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.

The Board will request that each Director or Officer disclose annually any known conflicts of interest involving an individual or entity conducting business with this organization.

Section 7. Checks, Drafts, Etc. All checks, drafts and other orders for payment of funds will be signed by the Board Chair.

Section 8. Indemnity. Skyline Math and Science Academy shall indemnify and hold harmless any Director, Officer, or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of conduct of such person in his or her capacity as a Director, Officer, or employee except in cases involving willful neglect or misconduct. Indemnification provided under this section shall comply with and follow the requirements as provided by statute. Skyline Math and Science Academy shall have the power to purchase or procure insurance for such purposes.

Section 9. Examination by Directors. Every Director of Skyline Math and Science Academy shall have a right to examine, in person or by agent or attorney, at any reasonable time at the place or places where usually kept, all books and records of Skyline Math and Science Academy and make extracts or copies therefrom.

Section 10. Ethics and Whistleblowing. It is the intention of the Board of Directors that when Board members, officers, staff, contractors, and volunteers are engaged in organization related activities, they routinely observe all legal requirements and conduct themselves with the highest ethical principles in mind, regardless of whether the organization has adopted a formal Ethics policy. Individuals believing in good faith that a Board member, officer, staff member, contractor, or volunteer has engaged in illegal or unethical conduct are encouraged to bring their concerns to the Chair or Vice-Chair for review, investigation, and rectification as warranted. It is the intent of the Board that such individuals shall experience no undue negative consequences as a result of reporting such concerns in good faith.

ARTICLE VIII

EXECUTIVE DIRECTOR

Section 1. Designation. Board of Directors led by the Board Chair may select and employ an Executive Director.

Section 2. Duties. The Executive Director shall be the chief executive officer of the corporation. As such, the chief executive officer shall be responsible for providing professional advice and assistance to the Board of Directors and shall administer the work delegated to the staff; shall hire and release staff members, and shall have such other powers to perform other duties as may be assigned by the Board of Director.

Section 3. Other Staff. The Executive Director may hire and discharge such employed staff as may be necessary to support the organization. The employed staff shall report directly to and be accountable to the Executive Director or his or her designates.

Section 4. Checks, Drafts, Petty Cash Fund. The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment of funds for Math and

Science Academy. He or she may also be authorized to administer a Petty Cash Fund, the size of which will be designated by the Board of Directors and noted in the meeting minutes.

ARTICLE IX

DISTRIBUTION OF ASSETS

Section 1. Right to Cease Operations and Distribute Assets. By a two-thirds (2/3) majority 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 Bylaws shall state 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) majority of the Board of Directors taken at a meeting during which the resolution is brought before the public. 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 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. Notice of intent to dissolve shall be filed with the Secretary of State pursuant to Minnesota Statutes, Section 317A.723.

ARTICLE X

MISCELLANEOUS

Section 1. Amendments. The Board of Directors shall have the power to amend the Articles of Incorporation and these bylaws. Subject to restrictions imposed by statute, the Board may amend the articles and bylaws by adopting a resolution setting forth the amendment, providing proper written notice of the proposed amendments prior to a duly called meeting. Such amendment shall require an affirmative vote of two-thirds of the Board at a duly constituted meeting.

CERTIFICATION

The Undersigned Does Hereby Certify:

1. That he or she is the duly elected and acting Chair of the Board of Directors of the Skyline Math and Science Academy.
2. That these Revised Bylaws, including this page, constitute the Revised Bylaws of Skyline Math and Science Academy as duly adopted at a meeting of the Board thereof duly held on July 26, 2019 and replace the Bylaws adopted on March 24, 2016 which are of no effect and are revoked.

IN WITNESS WHEREOF, I have here unto subscribed my name this 26th day of July 2019.

Chair of the Board of Directors

Date: 2023

School Board Chair

Date: 2023

School Board Secretary