

**BYLAWS  
OF  
The Angela Day School for Liberation and Progressive Education  
(the “Corporation”)**

**ARTICLE I - NAME AND PRINCIPAL OFFICE**

**1.1 NAME.**

As registered with the State of Minnesota through its Articles of Incorporation, the name of the Corporation shall be The Angela Day School for Liberation and Progressive Education.

**1.2 OFFICE.**

The principal office of this corporation, The Angela Day School for Liberation and Progressive Education, shall temporarily be the registered office of the Corporation in the State of Minnesota as stated in the Articles of Incorporation until such time the Board of Directors shall deem it necessary to establish a new principal office. The Corporation shall have such other offices within the State of Minnesota as the Board of Directors may determine necessary or required. The registered office may be, but need not be, identical with the principal office in the State of Minnesota. The principal office of this corporation, where the general business of this corporation shall transpire and where records are kept, will remain at the address stated in the Articles of Incorporation until otherwise determined by the Board of Directors.

**ARTICLE II - PURPOSE, PRINCIPAL PHILOSOPHY, AND RESPONSIBILITIES**

**2.1 PURPOSE.**

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

**2.2 PRINCIPAL PHILOSOPHY.**

The charter school is founded on some of the principles and pedagogical philosophies of the Association of Waldorf Schools of North America (AWSNA), the North American Reggio Emilia Alliance (NAREA), the Progressive Education Network (PEN), and the Education for Liberation Network (ELN). The school will endeavor, whenever possible, to hire AWSNA, NAREA, PEN, or ELN trained educators while also balancing the school’s commitment to recruiting underrepresented teachers of color.

**2.3 RESPONSIBILITIES.**

The Board of Directors shall decide and is responsible for policy matters related to operating the school, including budgeting, curriculum programming, personnel, and operating procedures. The Board shall adopt a nepotism policy. The Board shall adopt personnel evaluation policies and practices that, at a minimum: (i) carry out the corporation’s mission and goals; (ii) evaluate how charter contract goals and commitments are executed; (iii) evaluate student achievement, postsecondary and workforce readiness, and student engagement and connection goals; (iv) establish a teacher evaluation process under section 124E.03 Subd. 2, paragraph (h); and (v) provide professional development related to the individual’s job responsibilities. In addition, the basic responsibilities of the Board of Directors shall also include the following responsibilities unless specified otherwise by law pursuant to MN Stat. 124E.07 Subd. 6:

- 2.3.1** Developing and approving the budget and providing financial oversight
- 2.3.2** Establishing the framework for all curriculum development in collaboration with the Executive Director, the Pedagogical Director for Liberation Education, and the Pedagogical Director for Progressive Education
- 2.3.3** Establishing school policies in collaboration with the Executive Director/Head of School and the Directorate
- 2.3.4** Developing and implementing strategic plans for growth
- 2.3.5** Spearheading development and fundraising
- 2.3.6** Hiring and overseeing the work of the Executive Director/Head of School
- 2.3.7** Establishing and setting school goals and creating metrics for evaluating goals
- 2.3.8** Evaluating the efficiency and efficacy of school operations and curriculum
- 2.3.9** Lead with a clear understanding of charter school law

#### **2.4 STUDENT DIRECTOR RIGHTS AND RESPONSIBILITIES.**

Student Directors' rights and responsibilities are not exhaustive and are subject to limitations. In consideration of student privacy rights, an effort to not undermine student relationships, and an understanding of student directors as minors not yet being fully capable of consenting to maintain discretion with regard to issues of confidentiality, the rights of student directors are limited in the following ways:

- (1) As directors or ex-officio directors, students may not participate in nor be present for discussions or motions, during a board meeting, where private or confidential student information, protected under the Minnesota Government Data Practices Act, MN Chapter 13 and the Federal Family Educational Rights and Privacy Act, 20 U.S.C. § 1232g; 34 CFR Part 99, would be revealed and or where the review of private or confidential student information would result in the identification of an unnamed student;
- (2) Student Directors and Student Ex-Officio Directors also may not take part in nor be present for any meeting called to investigate a negative personnel matter of an employee which would result in the review of private or confidential student information, covered under the Minnesota Government Data Practices Act, MN Chapter 13 and the Federal Family Educational Rights and Privacy Act, 20 U.S.C. § 1232g; 34 CFR Part 99, or where the review of private or confidential student information would result in the identification of an unnamed student therein protected under the aforementioned federal and state laws;
- (3) Student Directors and Student Ex-Officio Directors may not take part in or be present for any meeting called to investigate a negative personnel matter of an employee which would result in the review of private or confidential employee data or confidential sources as outlined and covered under the Minnesota Government Data Practices Act, MN Chapter 13.

The limits applied to the rights of Student Directors is consistent with MN Stat. 317A.201.

### **ARTICLE III - MINNESOTA LAW COMPLIANCE**

#### **3.1 COMPLIANCE.**

The governance of the Corporation will at all times be in accordance with the provisions of MN Stat. 317A (Nonprofit Corporations), MN Stat. 124E (Charter Schools) and 124E.20 (Revenue for a Charter School), MN Stat. 13D.01 et. seq (Minnesota Open Meeting Law), and such other provisions of Minnesota laws therein referenced.

### **ARTICLE IV – MEMBERSHIP**

#### **4.1 MEMBERSHIP.**

This Corporation shall have no membership.

### **ARTICLE V - BOARD OF DIRECTORS**

#### **5.1 GENERAL POWERS.**

The affairs of the Corporation shall be managed by its Board of Directors. Except as limited by the Articles of Incorporation, these Bylaws, MN Stat. 124E, and by law, the Board of Directors shall have the power and authority to do all acts and perform all functions that the Corporation may do or perform.

#### **5.2 DIRECTOR RESPONSIBILITIES.**

Board members are expected to be good stewards of the Corporation, attend all Board meetings, actively participate in Board activities, attend Department of Education approved training as may be required from time to time and comply with all state and federal laws that pertain to Minnesota Charter Schools. All new Board members are required to participate in the annual Board of Directors Retreat held in July before the first meeting of the year. Pursuant to MN Stat 124E.07 Subd. 7, every charter school Board member shall attend annual training through the member's term. All new Board members shall attend initial training on the Board's role and responsibilities, employment policies and practices, and financial management. A new Board member who does not begin the required initial training within six (6) months after being seated and complete that training within twelve (12) months after being seated is automatically ineligible to continue to serve as a Board member and shall be removed by the Board of Directors.

#### **5.3 COMPOSITION.**

##### **5.3.1 INITIAL BOARD OF DIRECTORS.**

The Initial Board of Directors shall consist of at least five (5) members but not more than eleven (11) members who are not related parties. The directors on the initial Board of Directors shall be the school founders as outlined in the Corporation's New Charter School Affidavit. Any additional members shall be appointed by the Initial Board of Directors. Each new appointment must be approved by a consensus of the Initial Board of Directors. The Initial Board of Directors shall be in alignment with MN Stat. 124E.07 Subd. 1.

**5.3.2 ONGOING BOARD MEMBERS.**

At all times, the Board of Directors shall be comprised of at least five (5) but no more than eleven (11) non-related members and shall include: (i) 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; (ii) 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 (iii) 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 shall be comprised of parents, teachers, students, and community members. The licensed teacher serving as The Pedagogical Director for Liberation Education shall serve as an honorary advisor. The Chief Financial Officer and Executive Director shall serve as ex-officio non-voting members. Board membership is in accordance with MN Stat. 124E.07 and MN Stat. 317A.205.

**5.3.3 CONSTITUENCIES.**

The composition of the Board of Directors shall be comprised of four representative constituencies, representing four different constituencies of the corporation:

- A minimum of one (1) teacher leader or a maximum of three (3) teacher leaders;
- A maximum of three (3) student representatives;
- A minimum of two (2) parent or guardian representatives or a maximum of three (3) parent or guardian representatives; and
- A minimum of two (2) community-at-large representatives and a maximum of two (2) community-at-large representatives.

**5.3.4 ADVISORS TO THE BOARD OF DIRECTORS.**

The following shall sit as non-voting honorary advisors or ex-officio to the Board of Directors:

- (1) The Corporation's Executive Director and its Chief Financial Officer; and
- (2) The licensed teacher serving as the Pedagogical Director for Liberation Education.

**5.4 TERMS.****5.4.1 INITIAL BOARD OF DIRECTORS.**

The Initial Board of Directors shall serve until the election of the Ongoing Board of Directors in year 1, 2, and 3 of the school's operation with one-third ( $\frac{1}{3}$ ) of the initial director seats up for election each year. Directors will use seniority in years one, two, and three of the school's operation to determine which directors' seats from the Initial Board shall be up for election, with the most senior director seats up for election each year.

**5.4.2 ONGOING BOARD MEMBERS.**

All directors are elected at the annual election for a full term of three (3) years unless the Board specifically designates a shorter term. Directors who are representatives of the teaching staff, families, and community shall hold office for a full term unless or until the director dies, resigns, is removed, or the term otherwise expires pursuant to the bylaws of the Corporation or as provided by law. No teaching staff or family representative may serve more than three terms consecutively. Community-at-large representatives may run for as many terms as they desire. Directors who are representatives of the student body shall hold office for a one (1) year term unless or until the director dies, resigns, is removed or expelled, formally withdraws, or the term otherwise expires pursuant to the bylaws of the Corporation or as provided by law. Only students who will be in seventh or eighth grade for the upcoming school year are eligible to serve on the Board of Directors. At no time will all Board positions be up for election in the same year.

**5.5 NOMINATIONS.****5.5.1 NOMINATION PROCESS.**

At least sixty (60) days prior to the annual election, the standing committees (i.e., the Student Council, the Family Council, and the Directorate) shall hold a primary election to nominate representatives whose names shall appear on the annual election ballot except for representatives from the community-at-large who are nominated by the Board of Directors. After the primary elections, each standing committee shall submit a list of nominees to the Election Committee of the Board of Directors who will compile the list of nominees and notify the eligible voters of the nominees for each position thirty (30) days before the date of the election of the Board of Directors. The nomination process is consistent with MN. Stat. 317A.241.

**5.5.2 STUDENT DIRECTORS.**

Every February, the Student Council, as a standing committee, shall hold an annual primary election to nominate representatives from the rising seventh (7<sup>th</sup>) and eighth (8<sup>th</sup>) grade classes to serve for one (1) year on the Board of Directors. Only students enrolled in the school are eligible to participate in the primary election. Each rising seventh (7<sup>th</sup>) and eighth (8<sup>th</sup>) grade class is given one seat. The third seat will serve as a "mixed grade seat" where a student from seventh (7<sup>th</sup>) or eighth (8<sup>th</sup>) grade can serve. The number of student seats up for election may only be the number needed to have an odd number of total seats on the Board of Directors. In a year where only one seat is open for election, the mixed grade seat shall be open for election. No less than two (2) students but no more than three (3) students per available seat can be elected in the primary election and selected to be nominees. The guidelines governing the primary election shall be as follows:

- (1) All student body members are eligible to vote in the primary election.
- (2) Voters may select up to three (3) candidates per open seat on the primary election ballot. (e.g., if open seat number one lists five (5) candidates, a

student voter could select up to three (3) candidates on the primary election ballot);

- (3) The winners of the primary election will appear on the annual election ballot in April. The winners of the primary election shall be defined as the top three (3) candidates, per open seat, who receive the three highest percentages of the total vote;
- (4) The Student Council will submit the names of the winning candidates to the Board of Directors Election Committee to appear on the annual election ballot;
- (5) In the event only two candidates elect to run for an open seat in the primary election, no primary election will be held for that open seat, and both candidates' names will be submitted to the Board of Directors Election Committee as nominees to be placed on the annual election ballot. A primary election can be held for any other open seats with more than two candidates;
- (6) The right to hold a primary election is not absolute. In the event there are no more than two candidates running for any of the open seats, the Student Council will not hold a primary election to nominate candidates for the open seat(s). The Student Council must instead submit the names to the Board of Directors Election Committee to be listed as nominees on the annual election ballot. (E.g., if there are three open seats and each open seat has two candidates, the Student Council cannot hold a primary election to nominate candidates for the open seats);
- (7) If the standing committee is unable to find more than one candidate to stand for election for an open seat, the Board of Directors shall step in to help the Student Council secure additional candidates to nominate. If, after working with the Board of Directors, only one (1) student is willing to run for an open seat, the Student Council ORB shall be nominated to run. Should the ORB go on to be elected to the Board of Directors during the annual election, the Student Council shall hold a special election, consistent with the Student Council's rules, to elect a new ORB.

The Board of Directors will assist students with their primary election. The Board of Directors will also provide on-going mentoring to student representatives. The inclusion of student directors on the Board of Directors is consistent with MN Stat. 124E.07 Subd. 3, MN Stat. 124E.06 Subd. 2(a), and MN 317A.205.

### **5.5.3 PARENT AND GUARDIAN DIRECTORS.**

The Family Council, as a standing committee, shall hold a primary election to nominate members to serve on the Board of Directors each year. Only parents and guardians, as defined in MN Stat. 124E.07 Subd.3(a), are eligible to participate in the primary election. Primary elections are held in February. Representatives appear on the ballot on a

rotating basis. Nominations are sought to fill no more than one (1) director position each year. No more than two (2) individuals can be elected in the primary election to be submitted as nominees. The winner(s) of the primary election will appear on the annual election ballot in April. The winners of the primary election shall be defined as the top two (2) candidates who receive at least thirty (30%) percent of the vote. If only one nominee is elected during the primary election, the annual election ballot must include an abstention box next to the nominee's name to ensure voters know they can choose not to vote for the nominee.

#### **5.5.4 TEACHER DIRECTORS.**

The Directorate, as a standing committee, will hold an annual primary election to nominate teaching faculty to serve on the Board of Directors in February each year. Only teaching faculty, as defined in MN Stat. 125E.07 Subd. 3 (a), are eligible to participate in the primary election. Representatives appear on the ballot on a rotating basis. Teacher nominations shall be handled as follows:

- (1) Nominations are sought to fill no more than one (1) director position each year;
- (2) No more than two (2) individuals can be elected in the primary election to be submitted as nominees;
- (3) The winners of the primary election shall be defined as the top two candidates who receive at least thirty (30%) percent of the vote.

The winner(s) of the primary election will appear on the annual election ballot in April. If only one nominee is elected during the primary election, the annual election ballot must include an abstention box next to the nominee's name to ensure voters know they can choose not to vote for the nominated candidate.

#### **5.5.5 COMMUNITY-AT-LARGE DIRECTORS.**

The Board of Directors shall nominate and select community members to serve on the Board of Directors. Nominations and approval of nominations take place in February. Nominee names will appear on the annual election ballot in April. If only one nominee is nominated by the Board, the annual election ballot must include an abstention box next to the nominee's name to ensure voters know they can choose not to vote for the nominee.

### **5.6 ELECTIONS.**

#### **5.6.1 BOARD OF DIRECTORS.**

The election of the Board of Directors shall be in compliance with MN Stat. 124E.07 Subd. 5. Elections for the Board of Directors shall be held in-person each school year on the third Tuesday of April when the school is open. Only 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 eligible to vote to elect members of the Board of Directors. All eligible voters must be notified of the election at least 30 days before the election. Director nominees up for election must receive fifty-one (51%) percent of the voting

electorate's vote to be seated. If no nominees receive fifty-one (51%) percent of the vote, a special election will be held to fill the seat. The top two (2) nominees with the two (2) largest percentages of the vote shall advance to the special election.

#### **5.6.2 SPECIAL ELECTIONS.**

There may come an occasion where a special election must be called to elect a member of the Board of Directors. The special election shall be held in accordance with MN Stat. 124E.07 Subd. 5 and is consistent with MN Stat. 317A.205. The standing committee will be responsible for submitting a nominee to appear on the special election ballot, if necessary to ensure at least two (2) nominees are on the ballot. The process for choosing a nominee shall be done in accordance with the rules that govern the standing committee. Only staff members employed at the school, including teachers providing instruction under a contract with a cooperative, members of the Board of Directors, and parents or legal guardians of children enrolled in the school are eligible to vote to elect members of the Board of Directors in special elections. Eligible voters will be notified thirty (30) days before the election. Nominees must receive fifty-one (51%) percent of the vote to be seated. If no nominees receive fifty-one (51%) percent of the vote, the winner will be chosen by a coin toss.

#### **5.7 QUORUM AND ADJOURNED MEETING.**

A duly called meeting at which a majority of the members of each constituency of the Board of Directors is present shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If, however, a quorum is not present at any such meeting, the directors present may adjourn the meeting. If a quorum is present when a duly called meeting is convened, and later enough directors withdraw from the meeting so that less than a quorum remains, no further business can be transacted and the Board Chair may adjourn the meeting.

#### **5.8 VOTING.**

Each member of the Board of Directors shall have the power to exercise one (1) vote on all matters to be decided by resolution by the Board unless dictated otherwise in these bylaws. Decisions shall be made by consensus where possible except for decisions to remove a Board member, where a simple majority will suffice. Failing a consensus, a matter under discussion shall be tabled until the next scheduled meeting. Alternatively, a special meeting may be called where, if consensus cannot be reached, a two-thirds ( $\frac{2}{3}$ ) vote of the membership of each constituency on the Board shall suffice. The affirmative vote of two-thirds ( $\frac{2}{3}$ ) of each representative constituency of the Board of Directors shall constitute a duly authorized action of the Board of Directors. A director is prohibited from appointing a proxy or to vote by proxy at any meeting of the Board of Directors. A director who is present at a meeting of the Board of Directors when an action is approved by the Board of Directors is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action. To the extent this section is in conflict with the Open Meeting Law, the Open Meeting Law must be followed.

#### **5.9 RESIGNATION AND REMOVAL.**

Any director may resign at any time by giving written notice to the Chair or to the Secretary. Such a resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A director shall be deemed to have resigned when he



or she ceases to meet the qualifications of a teacher, parent/guardian, student, or community member representative of the corporation. Any director may at any time be removed with cause by the Board of Directors.

**5.10 VACANCIES.**

Any vacancy occurring because of the death, resignation or removal of a director shall be filled by the Board of Directors for the remainder of the unexpired school term of such director if an eligible ex-officio director is not available to fill the seat. If a standing committee's ex-officio director's seat becomes vacant it shall be filled following a special election by the standing committee to elect a new Official Representative for the Board of Directors. Each year, the Board of Directors elects a nominating committee to fill Board seats left open by a vacancy. The nominating committee shall be equally representative of all four constituencies. The nominating committee recruits candidates, reviews candidates who present themselves and issues a slate of nominees to the Board of Directors. It is the responsibility of the nominating committee to ensure that the nominees are representative of the ethnic, racial, and cultural diversity of the school community and to ensure that any nominees to fill teacher representatives represent a variety of grade levels or specialties.

**5.11 COMPENSATION.**

Directors shall not receive salaries for their services. Directors may be reimbursed for reasonable out of pocket expenses, as the Board of Directors from time to time determines to be in the best interest of the school.

**5.12 DIRECTOR CONFLICT OF INTEREST.**

Directors must comply with MN Stat. 124E.07 Subd. 3 regarding conflict of interest. An individual is prohibited from serving as a member of the charter school Board of Directors if: (i) the individual, an immediate family member, or the individual's partner is a full or part owner or principal with a for-profit or nonprofit entity or independent contractor with whom the charter school contracts, directly or indirectly, for professional services, goods, or facilities; or (ii) an immediate family member is an employee of the school. An individual may serve as a member of the Board of Directors if no conflict of interest exists under MN Stat. 124E.07 Subd. 3 (b). A violation of Subd. 3 (b) renders a contract voidable at the option of the commissioner or the charter school Board of Directors. A member of a charter school Board of Directors who violates this statute is individually liable to the charter school for any damage caused by the violation. Any employee, agent, or Board member of the authorizer who participates in initially reviewing, approving, overseeing, evaluating, renewing, or not renewing the charter school is ineligible to serve on the Board of Directors of a school chartered by that authorizer. In addition, all directors are expected to fully disclose all conflicts or potential conflicts of interest and refrain from voting on any such matter consistent with MN Stat. 124E.14. No member of the Board of Directors shall participate in selecting, awarding, or administering a contract if a conflict of interest exists. A conflict exists when: (i) the Board member, employee, officer, or agent; (ii) the immediate family of the Board member, employee, officer, or agent; (iii) the partner of the Board member, employee, officer, or agent; or (iv) an organization that employs, or is about to employ any individual in clauses (i) to (iii), 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. The conflict of interest provisions 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.

### **5.13 SPECIAL DIRECTOR POSITIONS.**

#### **5.13.1 EX OFFICIO AND HONORARY ADVISOR DIRECTORS.**

The Board of Directors may, from time to time, appoint one or more ex-officio or honorary advisor directors to the Board who shall be advisory members to the Board. Any such appointment shall be for such term and based on such criteria as the Board of Directors deems appropriate. All ex officio and honorary directors must meet the membership criteria as laid out in MN Stat. 124E.07 Subd. 3. No ex officio or honorary director, other than the executive director or chief financial officer, can be an employee of the school other than a teacher. Honorary Advisor directors are non-voting advisors who sit in on Board of Director meetings and provide advice, official opinions on behalf of their position, and participate in regular discussion during Board of Director meetings when called upon to provide input regarding their area of expertise.

#### **5.13.2 EXECUTIVE DIRECTOR.**

The Executive Director shall be appointed by the Board of Directors and shall serve as a non-voting ex-officio member of the Board of Directors.

#### **5.13.3 CHIEF FINANCIAL OFFICER.**

The Chief Financial Officer shall be appointed by the Board of Directors and shall serve as a non-voting ex-officio member of the Board of Directors.

#### **5.13.3 PEDAGOGICAL DIRECTOR FOR ANTIRACIST AND LIBERATION EDUCATION.**

The licensed teacher serving as the Pedagogical Director for Antiracist and Liberation Education shall serve as an honorary advisor of the Board of Directors.

#### **5.13.4 OFFICIAL REPRESENTATIVE FOR THE BOARD OF DIRECTORS.**

The Official Representatives for the Board of Directors (ORBs) shall serve as non-voting ex-officio members of the Board of Directors except as provided in section 9.2 of these bylaws.

### **5.14 AMENDING BOARD STRUCTURE.**

The Board of Directors may change its governance structure only: (i) 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 providing instruction under contract between the school and a cooperative; and (ii) with the authorizer's approval. Any change in Board governance structure must conform with the Board composition established under MN Stat. 124E.07 Subd. 3 and consistent with MN Chapter 317A.

## **ARTICLE VI - MEETINGS**

### **6.1 REGULAR MEETINGS.**

Regular meetings of the Board of Directors shall be held as determined by the Board at least eleven times per year from August to June. A schedule of the regular meetings shall be

published on the printed and website-based online school calendar and kept on file at the primary office of the Corporation. If the Board decides to hold a regular meeting at a time or place different from the time or place stated in its schedule of regular meetings, it shall give that same notice of the meeting that is required for special meetings in accordance with the Open Meeting Law, MN Stat. 13D.04 Subd. 1 and 2, as amended.

**6.2 SPECIAL MEETINGS.**

Special meetings of the Board of Directors may be called at any time, for any purpose, by the Chair of the Board or by at least two (2) Directors. Notice of such meetings shall be given in accordance with the Open Meeting Law, MN Stat. 13D.04 Subd. 2, as amended. Notice of such meetings shall be given personally, emailed or mailed to each Director, addressed to him at his residence or his usual place of business at least three (3) days before the day on which the meeting is to be held. The notice shall state the date, time, place and purpose of the meeting in accordance with the Open Meeting Law.

**6.3 END OF YEAR MEETING.**

The End of Year Meeting of the Board of Directors shall be held in May for the purpose of presenting reports by the Board Chair, Treasurer, and Executive Director on the activities and financial condition of the school. The Board approved Annual Report, as required under MN Stat. 124E.16 Subd. 2, will be distributed at this time. Elections for open seats on the Board of Directors will take place in accordance with MN Stat. 124E.07 and Section 5.6 of these bylaws and the results will be presented at the End of Year Meeting.

**6.4 ANNUAL MEETING.**

As the Corporation is without a membership, the Board of Directors will not hold an annual meeting.

**6.5 EMERGENCY MEETINGS.**

When circumstances, in the judgment of the Board of Directors, require the immediate consideration of an issue by the Board, the Board may call an emergency meeting in accordance with the procedures set forth in the Open Meeting Law, MN Stat.13D.04 Subd. 3, as amended.

**6.6 MEETING NOTICE.**

Written notice of each meeting of the Board of Directors for which written notice is required shall occur pursuant to the notice requirements of the Open Meetings Law, MN Stat. 13D.04 The Board shall make public a notice of all meetings that will be kept on file at the school and made available to any person who requests access. The same schedule will be published on the school's website. In the event the Board decides to hold a meeting at a different time or in a different location than has been made public previously, the Board will post the change on the school door at least three days prior to the meeting date and mail the notice of change to any persons who requested notification of changes in meeting dates/locations. This information will also be posted on the school's website and go out in an email communication to parents and community members who are on the school's mailing list.

**6.7 RECESSED OR CONTINUED MEETINGS.**

Pursuant to the MN Stat. 13D.04 Subd. 4 of the Open Meeting Law, when a meeting of the Board of Directors is recessed or continued to another time or place, notice of the recessed or

continued meeting need not be given other than by announcement at the meeting at which recess or continuance is taken.

**6.8 OPEN MEETING LAW.**

All Board of Director meetings, committee meetings of the Board of Directors, and notice of all such meetings, shall comply with MN Stat. 13D Open Meetings Law.

**ARTICLE VII - COMMITTEES OF THE BOARD**

**7.1 COMMITTEE FORMATION.**

Consistent with MN Stat. 317A.241, 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. The Board may, by similar vote, designate alternate or replacement members of any committee. Committee members need not be members of the Board of Directors. The Board Chair shall be an ex-officio member of all committees except standing committees or unless the Board Chair serves as a member of such committee.

**7.2 AUTHORITY OF COMMITTEES.**

The Board of Directors may act by and through such committees 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 at all times be subject to the control and direction of the Board of Directors. Each committee shall keep regular minutes of its proceedings. All committee recommendations are subject to the approval of the regular meeting of the Board.

**7.3 EXECUTIVE COMMITTEE.**

The Board of Directors may designate an Executive Committee composed of at least three (3) directors designated by the Board of Directors. The Executive Committee shall have the authority of the Board of Directors in the management of the business of this corporation in the interval between meetings of the Board of Directors, and the Executive Committee shall at all times be subject to the control and direction of the Board of Directors and hold meetings pursuant to the provisions of the Open Meetings law, MN Stat. 13D.

**7.4 STANDING COMMITTEES.**

The Family Council, Student Council, and Directorate shall serve as standing committees on the Board of Directors. Standing committees shall have the authority to conduct oversight over the management of the corporation by the Board of Directors. Standing committees are also responsible for providing recommendations to the Board concerning the management of the corporation in relation to the interests of their constituent group. Standing committees have the power of review and can request amendments to proposed policies and directives. Standing committees may also draft policy proposals for the Board's consideration. The rules governing a standing committee's power of review and policy creation are outlined in section 13.3, 13.4, and 13.5 of these bylaws. Membership on each standing committee is limited to the constituency for whom it represents, shall be elected by the members of the representative constituency of each standing committee, and is consistent with MN Stat 124E.07 Subd. 3. The membership of each

standing committee shall never exceed nine (9) members. A standing committee shall at all times hold meetings pursuant to the provisions of the Open Meetings law, MN Stat. 13D. The powers of oversight and review, vested in the standing committees, is consistent with MN Stat. 317A.241.

**7.5 PROCEDURES FOR CONDUCTING MEETINGS.**

Committee activities shall be conducted such that they will advance the best interest of the Corporation. The meetings of all committees shall be open to attendance by all directors, but such directors may not vote unless they are members of that committee. Meeting of each committee will be called, noticed, and held pursuant to the provisions of the Open Meetings Law, MN Stat. 13D.

**ARTICLE VIII - OFFICERS**

**8.1 OFFICERS.**

The officers of the Board of Directors shall be elected by the members of the Board to serve for a term of one (1) year and shall consist of a Board Chair, Vice Chair, Treasurer, and Secretary. The officers shall be directors of the Corporation. The Board may appoint such additional officers with such duties as it deems necessary. Any officer may be at any time removed by the Board of Directors with or without cause prior to the expiration of his or her term by an affirmative vote of the majority of the Board. The Executive Director shall be appointed by the Board of Directors and shall serve as a non-voting ex officio member. Duties of the officers shall be as follows:

**8.2 BOARD CHAIR.**

The Chair shall preside at all meetings of the Board of Directors. The Board Chair shall see that orders and resolutions of the Board are carried into effect; sign and deliver in the name of the Corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, except in cases in which authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Corporation's organizational documents or by the Board to another officer or agent of the Corporation; maintain records of and, when necessary, certify proceedings of the Board; and perform other duties prescribed by the Board or the MN Stat. 317A.305 Subd. 2.

**8.3 VICE CHAIR.**

The Vice Chair shall act in the capacity of the Chair whenever the Chair is absent or unable to attend to the Corporation's business. The Vice Chair shall perform other such duties prescribed by the Board from time to time or by MN Stat. 317A.311.

**8.4 SECRETARY.**

The Secretary shall provide for the keeping of accurate minutes of all meetings and shall be responsible for the custody of the records, documents and papers of this corporation. The Secretary shall provide for the keeping of proper records of all transactions of this corporation. The Secretary shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the offices of Secretary, or imposed by these bylaws. The Secretary shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

**8.5. TREASURER.**

The Treasurer is responsible to ensure that adequate financial records are kept, accurate and timely financial reports are delivered to the Board and that an audit of the organization's finances are completed annually. The Treasurer may also be asked by the executive to assist in preparation of the budget to be submitted to the full Board and to help interpret financial reports to the full Board.

**8.6 EXECUTIVE DIRECTOR.**

The Executive Director shall be the chief executive officer of the corporation. The Executive Director shall be responsible for the general supervision, direction and management of the affairs of this corporation. The execution of any instrument by the Executive Director on behalf of this corporation shall have the same force and effect as if it were executed on behalf of this corporation by the Chair. The Executive Director shall provide for the maintenance of accurate financial records for this corporation and safeguarding the assets of this corporation. The Executive Director shall present a report of this corporation's financial transactions and status to the Board of Directors quarterly, and shall from time to time make such other reports to the Board of Directors as it may require.

**8.7 ADDITIONAL POWERS.**

Any officer of this corporation, in addition to the powers conferred upon him or her by these Bylaws and/or MN Stat. 124E, shall have such powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

## **ARTICLE IX – COMMITTEE OFFICERS**

**9.1 STANDING COMMITTEE OFFICERS.**

Each standing committee shall hold an election to elect officers to serve for a period of time dictated by the respective standing committee and shall consist of at least a Chair, a Secretary, and an Official Representative to the Board of Directors (ORB). Officers are elected by the membership of the committee's constituency.

**9.2 OFFICIAL REPRESENTATIVE TO THE BOARD OF DIRECTORS.**

The member on the standing committee serving in the office of Official Representative to the Board of Directors (ORB) is an ex-officio director of the Board of Directors. The ORB shall attend all Board of Director Meetings and may participate in the discussion of issues before the Board. The ORB has limited voting rights and may only vote on matters before the Board of Directors when a director from the ORB's constituent group is absent or unable to vote. Specifically, as ex-officio directors, ORBs are authorized to vote only when a director from their constituent group is absent or unable to vote at a meeting. ORBs vote on their own behalf not on behalf of another member and may not vote for another member. ORBs will also replace directors, if a director from their constituent group dies, resigns, is removed or is expelled before the end of their term. The ORB will only serve as a replacement until the end of the calendar school year, at which point a special election must take place to replace the director. As an ex-officio director, an ORB may not serve as an officer on the Board of Directors. All ORBs must meet the membership criteria as laid out in MN Stat. 124E.07 Subd. 3. The provision to designate ORBs as

ex-officio directors with specific voting rights is consistent with MN Stat. 317A.205, MN Stat. 124E.06 Subd. 2(a), and MN Stat. 317A.201.

## **ARTICLE X - DISTRIBUTION OF ASSETS**

### **10.1 RIGHT TO CEASE OPERATIONS AND DISTRIBUTE ASSETS.**

By a two-thirds ( $\frac{2}{3}$ ) 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 affect dissolution. If such cessation and distribution is called for, the Board of Directors shall set a date for commencement of the distribution.

### **10.2 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 MN Stat. 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 MN Stat. 317A.723.

## **ARTICLE XI - INDEMNIFICATION**

### **11.1 INDEMNIFICATION.**

Pursuant to MN Stat. 124E.09 (d) 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 an appointed representative, shall be indemnified by the Corporation, for actions taken and decisions made by such persons on behalf of this Corporation, in accordance with, and to the fullest extent permitted by MN Stat. 317A.521.

### **11.2 LIMITATIONS ON INDEMNIFICATION.**

The Corporation shall not be obligated to indemnify any director, other person, or entity, except to the extent such obligation shall be specifically approved by resolution of the Board of Directors or as specified in MN Stat. 124E.076 Subd. 3(c) where a charter school director who violates MN Stat. 124E.07 Subd. 3(b) is individually liable to the charter school for any damage caused by the violation.

### **11.3 INSURANCE.**

In accordance with MN Stat. 124E.09, the Corporation shall obtain at least the amount of and types of insurance up to the applicable tort liability limits under MN Stat. 466. A copy of the insurance policy must be submitted to the Corporation's authorizer and the commissioner before starting operations. Changes in the Corporation's insurance carrier or policy must be submitted to the authorizer and commissioner within 20 business days of the change.

## **ARTICLE XII - FINANCIAL MATTERS**

**12.1 FISCAL YEAR.**

The fiscal year of the Corporation shall be from July 1 of one calendar year to June 30 of the following calendar year.

**12.2 ACCOUNTING SYSTEM.**

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.

**12.3 ANNUAL AUDIT.**

The Board of Directors shall engage an independent auditor to annually audit the records and books of the Corporation. The Secretary and Treasurer shall submit all records and books of the Corporation for examination by the auditor as requested. Pursuant to MN Stat. 124E.16 subd. 1, the Corporation will submit an audit report to the commissioner and its authorizer by December 31 each year.

**12.4 DOCUMENTS KEPT AT REGISTERED OFFICE.**

The Board of Directors shall cause to be kept at the registered office of this Corporation all Minnesota Open Meeting Law and originals or copies of:

**12.4.1** Records of all proceedings of the Board of Directors and all

**12.4.2** Records of all votes and actions of the records of: members;

**12.4.3** All financial statements

**12.4.4** Articles of this of Incorporation Corporation; and required by the committees; and Bylaws of this Corporation and all amendments restatements thereof.

### **ARTICLE XIII: MISCELLANEOUS**

**13.1 MANDATE.**

The mandate of the school shall be, as outlined in the corporation's charter, to be an antiracist institution. Antiracist is defined as actively working to combat and dismantle racism in all forms. This mandate cannot be amended, changed or removed without 90% approval of the entire voting school body. The corporation shall exercise all its duties and purposes in accordance with this mandate.

**13.2 REPRESENTATIVE BODIES.**

The corporation shall have at all times three representative bodies for three of the constituent groups which shall be:

(1) The Family Council: A representative body of the parents and guardians of the students of the school duly elected by parents and guardians;

(2) The Student Council: A representative body of the students of the school duly elected by students; and

(3) The Directorate: A representative body of the teachers of the school duly elected by the teachers.



### **13.3 POWER OF REVIEW.**

This corporation's bylaws grant powers of oversight and review to the standing committees consistent with MN Stat. 124E.06 Subd. 2(a), MN Stat. 317A.201, MN Stat. 317A.181 Subd. 1, MN Stat. 317A.241, and MN Stat. 317A.237. Prior to the passage of any Board policy/directive dealing with one or more of the following issues:

- (1) Curriculum programming;
- (2) Personnel policies;
- (3) Operating procedures;
- (4) School policies;
- (5) School goals; and/or
- (6) Metrics for evaluation;

The Board of Directors will deliver to each standing committee a copy of a new proposed policy or directive. Each standing committee is responsible for reviewing the proposed policy/directive and issuing a review to the Board of directors within 10 business days of receipt. Upon receipt, the standing committee will review the policy or directive and may:

- (1) Provide feedback with no request for changes;
- (2) Declare the committee has no issues with the proposed policy/directive;
- (3) Request amendments; or
- (4) Express disapproval by objecting to the policy/directive and request that the Board of Directors reconsider passing the policy all together.

If the standing committee requests that the Board amend the policy/directive prior to passage or objects to the passage of the policy/directive, the Board must convene a special meeting of the standing committees to discuss the issue(s) of concern. The special meeting will be held according to MN Stat. 317A.231, Open Meeting Law, and consistent with section 6.2 of these bylaws. The Board will use the special meeting to try and reach a mutual decision about whether the policy/directive should be amended or abandoned. Following the special meeting, the Board of Directors may choose to override the concern of the committee(s) and pass the policy/directive, to resend the policy/directive from consideration, or it may choose to revise the policy/directive.

If the Board chooses to amend the policy or directive, a review panel will be formed, consisting of one member from each of the standing committees and two Board members. The review panel is responsible for amending the policy or directive and is subject to Open Meeting Law, MN Stat. 317A.231, and the guidelines outlined in section 6.2 of these bylaws. The review panel should endeavor to reach a consensus, but can approve changes to the policy or directive with approval from four (4) of the five (5) review panel members if a full consensus cannot be reached. If the review panel does not reach a full consensus, the Board may only pass the policy

with the approval of three-quarters ( $\frac{3}{4}$ ) of the full voting body of the Board of directors. The Board may alternatively choose to abandon the policy/directive.

If the Board chooses to override the standing committee's request to amend or rescind a policy/directive, the policy/directive can only pass with a full consensus of the full voting body of the Board of Directors. The power of review is not absolute and may only be exercised within a specific timeframe. Standing committees have ten (10) business days from the point they receive the proposed policy/directive to issue a review to the Board after which point the Board of directors is under no obligation to consider any concerns of the standing committee(s) and may pass the policy/directive at will. In this case, standard voting rules as outlined in section 5.8 of these bylaws will be in effect. Any issues requiring emergency action and that are time sensitive are exempt from the requirements of oversight and review and may be passed without going through the policy review process.

#### **13.4 BUDGETARY REVIEW.**

The Board of Directors shall finalize the budget for the subsequent school year by February 15<sup>th</sup> of the current school year, or the Monday after if the date falls on a weekend, and shall submit the finalized budget for review to the standing committees before final approval. The standing committees shall have two weeks from receipt to review the budget and may at their discretion submit a request for formal review for areas of concern. The Board of Directors must, upon receipt of a request for formal review, hold a special meeting within 10 days of receipt to discuss the concerns of the standing committee in accordance with Open Meeting Law, MN Stat. 13D.04 Subd. 2. The Board of Directors must submit a final decision to the concerned standing committee and other standing committees informing the committees of its decision to change or not change the budget within 10 days of the special meeting.

Should the Board decide to make changes following a review it must resubmit the finalized budget for review to the standing committees, who may, if they have not yet submitted a request for formal review, submit a request for formal review of any new changes to the budget within 10 days of receipt. If another standing committee requests a formal review, the Board of Directors will hold a special meeting with all the standing committees to review the request for formal review. All three committees will be given the opportunity to express their concerns and provide suggestions. Following the meeting, the Board of Directors will make its final decision to make further amendments or allow the budget to stand and submit their final decision within 10 days of the special meeting. After which point, the finalized budget will be added to the agenda for approval by the Board of Directors at its next Board meeting. Each standing committee has one opportunity each year to submit a formal request for review of the final budget. The Board of Directors is not required to make changes to the budget but must consider the concerns of each standing committee.

#### **13.5 POLICY CREATION THROUGH COMMITTEE PROPOSAL.**

Consistent with MN Stat. 124E.06, Subd 2, MN Stat. 317A.241, and MN Stat. 317A.237, the standing committees shall have the power to draft and propose policies for consideration by the Board of Directors. Each committee must follow a specific process for policy development and must adhere to the following guidelines:

- (1) Any policy proposal must be supported by a full consensus of the standing committee before proceeding out of committee;

- (2) If a policy proposal receives a full consensus vote of the standing committee proposing the policy, it must then be presented to the other standing committees for review who may:
  - (a) Suggest amendments or changes to the policy; or
  - (b) Support the policy outright with no requests for changes; or
  - (c) Oppose the policy outright.
- (3) If the standing committees suggest changes or amendments to the proposed policy, the policy is then presented to a joint council of the standing committees:
  - (a) The joint council is a nine (9) member council composed equally of members from the three standing committees.
  - (b) The joint council meeting will be held according to MN Stat. 317A.231, Chapter 13D Open Meeting Law, and consistent with section 6.2 of these bylaws.
  - (c) The members of the joint council, who are nominated by their respective standing committee to represent their standing committee's interests, will work collaboratively to amend the policy and reach an agreement on the proposed policy.
  - (d) At least seventy-five percent (75%) or seven (7) of the nine (9) members of the council must agree with the final wording of the proposed policy before it can proceed to the Board of Directors for consideration.
  - (e) If there is not enough support among the members and an agreement cannot be reached, the policy will be considered dead. If at least seventy-five percent (75%) of joint council members come to an agreement the proposed policy will go to the Board of Directors for consideration.
- (4) If there is no support amongst the other standing committees for the policy, it cannot proceed and is considered dead.
- (5) If there is no opposition to the proposed policy from the other standing committees, the policy will go before the Board of Directors for consideration.
- (6) Once presented with the proposed policy, the Board of Directors can vote on the proposed policy as written or may convene a review panel to suggest amendments before bringing the proposed policy to a vote. The review panel is subject to Open Meeting Law, MN Stat. 317A.231, and the guidelines outlined in section 6.2 of these bylaws.
- (7) The review panel will consist of one representative from each standing committee and two representatives from the Board of Directors. If at least four (4) of the five (5)

members of the panel come to an agreement, the policy will proceed to the Board of Directors for consideration and a vote. If at least four (4) of the five (5) member panel cannot come to an agreement, the policy will be considered dead and will not proceed out of the review panel.

- (8) The Board of Directors is obligated to consider and put to a vote any proposed policy from a standing committee that makes it through the review process and is brought before the Board for consideration. Standard voting rules shall apply as laid out in section 5.8 of these bylaws.

**13.6 PLEDGE OF ALLEGIANCE.**

At the August meeting, before the start of each new school year, the Board of Directors shall take up for consideration and vote to waive the requirement that students recite the Pledge of Allegiance to the Flag of the United States of America one or more times each week of the school year consistent with MN Stat. 121A.11 Subd. 3(2).

**ARTICLE XIV - DEFINITIONS**

**14.1 PRIMARY ELECTION.**

A primary election is an independent election held by a standing committee to elect and submit for nomination the names of members to appear on the annual election ballot.

**14.2 ANNUAL ELECTION.**

The annual election is an election that takes place once each year on the 3<sup>rd</sup> Tuesday in April to elect the individuals who will serve on the Board of Directors as outlined in section 5.6.1 of these bylaws.

**14.3 EX-OFFICIO DIRECTOR WITH LIMITED VOTING RIGHTS.**

An ex-officio director with limited voting rights is a member of the Board of Directors whose voting rights are limited and may only be exercised under specific circumstances for example as outlined in section 9.2 of these bylaws.

**14.4 VOTING QUORUM.**

A voting quorum is the number of directors present at a Board meeting with the right to vote who must be present to pass a policy or directive. A voting quorum corresponds with standard quorum outlined in section 5.7 of these bylaws.

**14.5 SCHOOL FOUNDER.**

A school founder is defined as an individual listed as a "School Founder" on the Corporation's New Charter School Affidavit approved by the Minnesota Department of Education.

**14.6 FULL VOTING BODY.**

A full voting body of the Board of Directors shall constitute all eligible voting members of the Board. Members with a conflict of interest are not eligible voters under this definition.

**14.7 EMERGENCY ACTION.**

An emergency action shall constitute any action that the Board of Directors must act upon where a failure to act immediately could jeopardize the Corporation. An emergency is a situation, where because of the circumstances, in the judgment of the public body, it requires immediate consideration by the public body.

**14.8 FULL CONSENSUS.**

A full consensus is a unanimous decision of all the members of a group. All the members of the group are in agreement and fully support the course of action.

**ARTICLE XV - AMENDMENTS**

Subject to the provisions of MN Stat.317A.181 Subd. 2(b), these bylaws may be amended in whole or in part by an affirmative vote of a majority of the directors then seated.

ADOPTED AT THE MEETING OF THE BOARD OF DIRECTORS this 20th day of July, 2022.

BOARD CHAIR OF BOARD OF DIRECTORS  
THE ANGELA DAY SCHOOL FOR LIBERATION  
AND PROGRESSIVE EDUCATION

Attest:

  
\_\_\_\_\_  
Martha Mathis, Secretary

By:   
\_\_\_\_\_  
Dianna Myles, Chair