

## Bylaws as of September 27, 2022

Of

### Surad Academy (the “Corporation”)

The affairs of the corporations shall be conducted in accordance with applicable Minnesota Law, including, but not limited to: Mn. Stat. 124E.01 et seq; the Minnesota Data Practices Act, MN Stat. 13.01 et seq; the Minnesota Open Meeting Act, MN Stat 13D.01 et seq; and the Minnesota Non-Profit Corporation Act, MN Stat. 317A.01 et seq.

#### SECTION I MEMBERS

**1.1. Members.** The Member of the Corporation shall be the members of the board of directors of the Corporation.

**1.2. Voting Rights.** The Member shall have one hundred percent (100%) of the Member voting power.

**1.3. Action in Writing.** Any action required or permitted to be taken at a meeting of the Member may be taken without a meeting by written action signed by the Member.

#### SECTION II DIRECTORS

**2.1. General Powers.** The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors (the “Board”). The Board may exercise all such powers and do all such things as may be exercised or done by the Corporation, subject to the provisions of applicable law, the Articles of Incorporation, or these Bylaws.

**2.2. Number, Tenure, and Qualification.** The number of directors shall be not less than five (5) nor more than 11, but at all times shall be a number that is an odd number (5, 7, 9, etc.). (a) The 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.

(b) An individual is prohibited from serving as a member of the charter school board of directors if: (1) 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 (2) 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 this paragraph, consistent with this section.

(c) A violation of paragraph (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 paragraph (b) is individually liable to the charter school for any damage caused by the violation.

(d) 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.

2.3. **Term of Office.** Beginning on July 1 of the first year of operation of the Corporation charter school, terms for directors shall be either 1, 2, or 3 years. Terms shall be staggered in such a manner that less than a majority of the members of the Board shall be elected each year. Members shall be identified with terms as follows:

Director Slot	Member Name	Date of Election	End of Term
A	Statutory Required Parent		
B	Statutory Required Teacher		
C	Statutory Required Community Member		
D	TBD		
E	TBD		

2.4. **Board Structure.** The Board may change its governance structure only: (1) by a majority vote of the board of directors and a majority vote of the licensed teachers employed by the school as teachers, including licensed teachers providing instruction under a contract between the school and a cooperative; and (2) with the authorizer's approval. Any change in board governance structure must conform with the board composition established under this section.

2.5. **Eligible Voters.** Staff members employed at the school, including teachers providing instruction under a contract with a cooperative, members of the board of directors, and all parents or legal guardians of children enrolled in the school are the voters eligible to elect the members of the school's board of directors. A charter school must notify eligible voters of the school board election dates at least 30 days before the election.

2.6. **Meetings.** A schedule of the regular meetings of the Board shall be kept on file at its primary offices and posted publicly on the Corporation charter school website. The school shall also publish and maintain on the school's official website: (1) the meeting minutes of the board of directors and of members and committees having board-delegated authority, for at least 365 days from the date of publication; (2) directory information for the board of

directors and for the members of committees having board-delegated authority; and (3) identifying and contact information for the school's authorizer.

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 the same notice of the meeting that is provided in this section for a special meeting.

2.6.1. **Special Meetings.** For a special meeting, except an emergency meeting or a special meeting for which a notice requirement is otherwise expressly established by statute, the Board shall post written notice of the date, time, place, and purpose of the meeting on the Corporation charter school website. The notice shall also be mailed via electronic mail or otherwise delivered to each person who has filed a written request for notice of special meetings with the Board. This notice shall be posted and mailed or delivered at least three days before the date of the meeting.

2.6.2. **Emergency Meetings.** For an emergency meeting, the public body shall make good faith efforts to provide notice of the meeting to each news medium that has filed a written request for notice if the request includes the news medium's telephone number. Notice of the emergency meeting shall be given by telephone or by any other method used to notify the members of the public body. Notice shall be provided to each news medium which has filed a written request for notice as soon as reasonably practicable after notice has been given to the members. Notice shall include the subject of the meeting. Posted or published notice of an emergency meeting is not required. An "emergency" meeting is a special meeting called because of circumstances that, in the judgment of the public body, require immediate consideration by the public body. If matters not directly related to the emergency are discussed or acted upon at an emergency meeting, the minutes of the meeting shall include a specific description of the matters.

2.6.3. **Waiver of Notice.** Any director may waive notice of any meeting. A waiver of notice by a Director is effective whether given before, at, or after the meeting, and whether given orally, in writing, or by attendance. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, unless such Director objects at the beginning of the meeting to the transaction of business on grounds that the meeting is not lawfully called or convened and does not participate thereafter in the meeting.

2.7. **Quorum and Voting.** A majority of the Directors currently holding office shall constitute a quorum for the transaction of business at any meeting of the Board. In the absence of a quorum, a majority of the Directors present must adjourn the meeting until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the Directors present may transact business until adjournment, except if the withdrawal of a number of Directors originally present leaves less than the number otherwise required for a quorum. The Board shall take action by the affirmative vote of a majority of the Directors present at any duly held meeting, except as to any question upon which any different vote is required by law, the Articles of Incorporation, or these Bylaws.

2.8. **Vacancies and Newly Created Directorships.** The Member may fill vacancies occurring in the Board by appointment provided that appointment shall be a person from the same category of membership as the person being replaced. A Director appointed to fill a vacancy shall serve until such date at the vacating Director's term would have ended.

2.9. **Removal of Directors.** The Member may remove any Director from office with or without cause; the Member shall then appoint a new Director to replace the Director being removed.

2.10. **Committees.** The Board, by a resolution approved by the affirmative vote of a majority of the Directors then holding office, may establish one or more committees of one or more natural persons having the authority of the Board in the management of the business of the Corporation to the extent provided in such a resolution. Such committees, however, shall at all times be subject to the direction and control of the Board. Committee Members need not be Directors and shall be appointed by the affirmative vote of a majority of the Directors present. A majority of the Members of any committee shall constitute a quorum for the transaction of business at a meeting of any such committee. In other matters of procedure, the provisions of these bylaws shall apply to committees and the Members of any committee shall constitute a quorum for the transaction of business at a meeting of any such committee. In other matters of procedure, the provisions of these bylaws shall apply to committees and the Members thereof to the same extent they apply to the Board and Directors, including, without limitation, the provisions with respect to meetings and notice thereof, absent Members, written actions and valid acts. Each committee shall keep regular minutes of its proceedings and report the same to the Board.

2.11. **Meeting by Means of Electronic Communication.** Members of the Board or any committee designated by the Board may participate in a meeting of the Board or committee by means of conference telephone or similar means of communication by which all persons participating in the meeting can simultaneously hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

### **SECTION III OFFICERS**

3.1. **Number and Qualification.** The Officers of the Corporation shall consist of one or more natural persons elected by the Board exercising the functions of the offices, however designated, of President, Treasury, and Secretary. The Board may also appoint such other Officers as it may deem necessary or advisable. Except as provided in these bylaws, the Board shall fix the powers, duties, and compensation of all Officers. Officers may be, but need not be, Directors of the Corporation. Any number of Officer positions may be held by the same person.

3.2. **Term of Office.** An officer shall hold office until a successor shall have been duly elected, unless prior thereto such Officer shall have resigned or been removed from office as hereinafter provided.

**3.3. Removal and Vacancies.** Any officer or agent elected or appointed by the Board shall hold office at the pleasure of the Board and may be removed, with or without cause, at any time by the vote of a majority of the Board present. Any vacancy in an office of the Corporation shall be filled by action of the Board.

**3.4. President (Chief Executive Officer).** The President shall:

- (1) have general active management of the business of the Corporation;
- (2) when present, preside at meetings of the Board;
- (3) see that orders and resolutions of the Board are carried into effect;
- (4) 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 the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles or bylaws or by the Board to another Officer or agent of the corporation;
- (5) maintain records of and, when necessary, certify proceedings of the Board and the Member; and
- (6) perform other duties prescribed by the Board.

**3.5. Treasurer (Chief Financial Officer).** The treasurer shall:

- (1) keep accurate financial records for the corporation;
- (2) deposit money, drafts, and checks, in the name of and to the credit of the corporation in the banks and depositories designated by the Board;
- (3) endorse for deposit notes, checks, and drafts received by the corporation as ordered by the Board, making proper vouchers for the deposit;
- (4) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board;
- (5) upon request, provide the President and the Board an account of transactions by the treasurer and of the financial condition of the corporation; and
- (6) perform other duties prescribed by the Board or by the President.

**3.6. Secretary.** The Secretary shall attend all meetings of the Board and shall maintain records of, and whenever necessary, certify all proceedings of the Board. The Secretary shall keep the records of the Corporation and when so directed by the Board or other person or persons authorized to call such meetings, shall give or cause to be given notice of the meetings of the Board, and shall also perform such other duties and have such other powers as the President or the Board may prescribe from time to time.

**3.7. Executive Director/Other Officers.** The Executive Director hired by the Board shall oversee and manage all operations of the Corporation. The Board shall have authority to identify and elect other officers as it deems appropriate.

**3.8. Ex-Officio Directors.** As permitted by Minnesota law, the Executive Director and the person employed by the Corporation to manage its financial affairs shall be ex-officio members of the Board without the power to vote on any matters considered by the Board.

**SECTION IV  
INSURANCE**

**4.1. Insurance.** The Corporation may purchase and maintain insurance on behalf of any person in such person's official capacity against any liability asserted against and incurred by such person in or arising from that capacity, whether or not the Corporation would otherwise be required to indemnify the person against the liability or whether the insurance would exceed allowed indemnification under Minnesota law.

**SECTION IV  
MISCELLANEOUS**

**5.1. Amendments.** Except as limited by the Articles of Incorporation, these bylaws may be altered or amended by the Board at any meeting of the Board to the full extent permitted by law, subject, however, to the power of the Member of the Corporation to alter or repeal these bylaws.

**5.2. Seal.** The Corporation shall have no seal.

The undersigned Secretary of the Corporation does hereby certify that the foregoing 6 pages constituting bylaws are the bylaws adopted for the Corporation.

Dated effective: September 27, 2022

  
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Secretary