BYLAWS

OF

TRIO WOLF CREEK DISTANCE LEARNING

CHARTER SCHOOL

#4095

Bylaws

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B Y L A W S
O F
T R I O W O L F C R E E K
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ARTICLE I
PURPOSE

The purposes of the Corporation are as stated in its articles of incorporation. The corporation is a nonprofit charter school and all references hereafter will refer to the charter school. TRIO Wolf Creek Distance Learning Charter School #4095 will be the official name of the charter school and will be referred to hereafter as "Wolf Creek Online High School" for marketing purposes or simply "charter school" when specified in this document.

The purposes of the charter school will adhere to the purposes noted under charter school law.

ARTICLE I
VOTERS

Staff members employed at charter school, and all parents or legal guardians of children enrolled in the school, and community members of the corporation's board of directors are eligible voters in the election of the members of the school's Board of Directors.
Voting eligibility expires upon the end of employment for staff members, the end of enrollment of children for parents and legal guardians, and the end of board service for community members.

ARTICLE III
BOARD OF DIRECTORS

Section 1. General Powers: The affairs of the charter school shall be managed by its board of directors. Except as limited by the articles of incorporation, these bylaws, Minn. 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 charter school may do or perform.

Section 2. Term of Office, Nomination Process, Positions and Qualifications:

a) Term of Office: At the voters' annual meeting, voters shall elect numbers for directors for one (1) year and two (2) year terms as deemed necessary, or until a successor has been duly elected and qualified, or until the director dies, resigns, is removed, or the term otherwise expires.

b) Nomination Process: At least sixty (60) days prior to the annual election, the Board of Directors will solicit nominations for all the director positions that will be filled at the next election. The Board of Directors shall submit a slate of nominees for all positions to be filled, to the eligible voters at least thirty (30) days prior to the election. The election of directors to fill all open Board positions shall be held at

the annual meeting, where each eligible voter is eligible to vote for a candidate to fill each open position

c) Positions: Positions to be filled on the board must include three (3) licensed teacher positions filled by a person who teaches full time in the school, two (2) parents with a student enrolled in the school, and four (4) community representatives who are not a parent or teacher. These three (3) roles must be filled by three (3) different people and cannot be combined in any manner. The parent role will be allowed to complete their term of election if they are no longer considered in parent status if the remainder of term is less than one year.

d) Training Requirements: Elected board voters must participate in mandatory board trainings that include finance, governance, and board procedures within twelve (12) months of being elected due to Minnesota charter school law. One of these required training sessions must be completed within six (6) months of being elected and seated on the board. If the board member does not participate in mandatory training sessions, they will be removed from the board.

Section 3. Regular Meetings. Monthly meetings of the board of directors shall be held at the call of the board chair or at the request of a majority of the board of directors by written notice received by mail, email, in person or by facsimile at least five (5) days prior to the meeting. For the most part meetings will occur on a monthly basis as determined at the annual meeting. Notice will also be given on the Wolf Creek school board bulletin board and the Wolf Creek website. The notice shall designate the time, place, and date of such meeting.

Section 4. Annual Meeting or Organizational Meeting: The annual meeting of the charter school shall be held at such time and location as determined by the Board of Directors; however, the annual meeting shall be held during the school year and not on a school holiday. Notification of the annual meeting shall be by email, newsletter, and/or first-class mail at least thirty (30) days prior to the meeting date. The notice of the annual meeting shall also be posted on the school's official website. Such notice shall contain the date, time, and place of the meeting.

Section 5. Special Meetings: Special meetings of the board of directors may be called at any time and for any purpose by the board chair. The board chair shall call a special meeting of the board of directors upon the written request of one-third (1/3) of the voters of the board. Notice of every special meeting of the board of directors shall be mailed to each director at least 72 hours before the meeting is to be held, or be delivered in person or by telephone, not later than 72 hours before the meeting is to be held. Notice will also be given on the Wolf Creek school board bulletin board and the Wolf Creek website.

Section 6. Emergency Meetings: Emergency meetings may be called by the board chair in the presence of an emergency with twenty-four (24) hours' notice. In the event of an emergency meeting, all care will be taken to notify all interested parties of the meeting time and date. Board voters and other interested parties will be notified by electronic communications of said board meeting. Other means that can be employed based on time constraints will be employed including the board website and bulletin board.

Section 7. Quorum and Voting:

a) Quorum: For the corporation's annual meeting, 20 percent total number of eligible voters based on the October 1st count of staff members, parents and legal guardians shall constitute a quorum.

Section 8. Resignation and Removal of Director: Directors may resign at any time, effective immediately or at a specified later date, by giving written notice to the board chair. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A director may be removed at any time, with cause, by a two-thirds (2/3) vote of a majority of all remaining directors of the charter school. Failure to attend four (4) meetings in a year may constitute cause.

Section 9. Filling Vacancies: Unless otherwise provided by Minnesota statutes, vacancies on the board of directors caused by death, disqualification, resignation, disability, removal, or such other cause shall be filled by appointment of a new director by the affirmative vote of a majority of the remaining directors. A director filling a vacancy shall hold office until the next annual meeting of the voters. Persons filling a position for licensed teacher, parent, or community representative may fill that position even if their status changes until the end of their elected term.

Section 10. Compensation: Directors shall receive a stipend in the amount of $50 per meeting for compensation for their services as a director, but nothing in these bylaws shall be construed to preclude a director from serving the charter school in any other capacity and receiving compensation therefore. In addition, the directors of this charter school may be reimbursed for reasonable out-of-pocket expenses incurred by them in rendering services to this charter school, as the board of directors from time to time determines such services to be directly in furtherance of the purposes and in the best interest of the charter school. This may include training sessions, retreats, and board meetings. Due to the fact that a majority of staff voters are also directors, it is understood that any time devoted to the board that occurs during the work day will not be compensated for these staff voters.

Section 11. Open Meeting Law: Voters of the board of directors or of any committee, as applicable, may participate in a meeting of the board of directors or any committee by means allowable under the open meeting law.

Section 12. Committees of the Board: The board may designate, define the authority of, set the number of and determine the identity of, voters of one or more committees. Committee voters must be natural persons, but need not be voters of the board of directors.

a) Authority of Committees: Any committee, to the extent provided in these bylaws or in the resolutions creating such committee, shall have only the powers given it by the board of directors. Unless otherwise stated in the resolutions creating it, or in these bylaws, a committee shall not take actions and shall instead report back to the full board of directors for actions to take place.

b) Procedures for Conducting Meetings: The activities of all committees of this charter school shall be conducted in such manner as will advance the best interest of the charter school. Each committee shall follow the board rules of operation. The board chair shall be an ex-officio member of all committees, unless he serves as a member

of such committee. The meetings of all committees shall follow the open meeting law provisions.

c) Limitation on Authority of Committees: Each committee shall be under the direction and control of the board and shall keep regular minutes of their proceedings. All actions of each committee shall be reported to the board of directors and shall be subject to revision and alteration by the board of directors.

ARTICLE IV
OFFICERS AND EMPLOYEES

Section 1. Number; Election: The officers of the charter school shall be elected for one (1) year terms by the board of directors, and shall consist of a board chair, vice chair, and secretary/treasurer. Other officers as the board of directors shall determine from time to time necessary to conduct business will be elected as appropriate.

Section 2. Vacancies: A vacancy in any office of this charter school occurring by reason of death, disqualification, resignation, or removal shall be filled for the unexpired portion of the term by appointment of a successor by the board of directors.

Section 3. Board Chair: The Board Chair shall:

a) Act as the chair of the board of directors and exercise the functions of the office of the board chair of the charter school;

b) Preside at all meetings of the board of directors;

c) Perform such duties and exercise such powers as are necessary or incident to the supervision and management of the business and affairs of the charter school.

Section 4. Vice Chair: The Vice Chair shall:

a) Attend all meetings of the voters and the board of directors;

b) Assist the board chair and secretary/treasurer in any means necessary; and

c) Perform such other duties and have such other powers as may from time to time be prescribed by the board of directors or by the board chair.

Section 5. Secretary/ Treasurer: The Secretary/ Treasurer shall:

a) Attend all meetings of the voters and the board of directors;

b) Record all proceedings of the minutes of the voters, board of directors, and committees in a book to be kept for that purpose or designate another responsible party for this duty;

c) Preserve all documents and records belonging to the charter school.

Section 6. Management and Administrative Employees: The charter school may have such management and administrative employees as the board of directors deems necessary. Such employees shall be appointed in a timely manner, have the duties and responsibilities, and hold their positions for the time prescribed by the board of directors.

Section 7. Compensation: The officers and employees of the charter school may be paid such reasonable compensation, if any, for their services rendered to the charter school in such capacity, and may be reimbursed for reasonable out-of-pocket expenses, as the board of directors determines to be directly in furtherance of the purposes and in the best interests of the charter school.

Section 8. Removal of Officer: Any officer may be removed at any time, with or without cause, by the vote of a majority of a quorum of the board of directors at any regular meeting or at a special meeting called for that purpose.

Section 9. Resignation of Officer: Any officer may resign at any time. Such resignation shall be made in writing to the board chair or the secretary of the charter school and shall take effect at the time specified therein or, if no time be specified, at the time of its receipt by the board chair. The acceptance of a resignation shall not be necessary to make it effective.

ARTICLE V
DISTRIBUTION OF ASSETS

Section 1. Right to Cease Operations and Distribute Assets: By a majority vote of all directors, the board of directors may resolve that Wolf Creek cease operations and voluntarily dissolve. Such resolution shall set forth the proposed dissolution and direct designated officers of Wolf Creek to perform all acts necessary to affect dissolution. Written notice shall be given to all directors stating that the purpose of the meeting shall be to vote upon the dissolution of Wolf Creek.

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 Wolf Creek to discontinue its regular business activities and operations as soon as practicable, and shall liquidate and distribute all Wolf Creek's assets back to the state treasury.

ARTICLE VI
INDEMNIFICATION

Section 1 Liability

A director shall discharge the duties of the position of director in good faith, in a manner the director reasonably believes to be in the best interests of the corporation, and with the care an ordinary person in a like position would exercise under similar circumstances. A board member who performs their duties in a lawful manner is not liable by reason of being, or having been a director of the corporation.

A person serving without compensation in their role as a director or officer is not civilly liable for an act or omission by that person if the act or omission was in good faith, was within the scope of the person's responsibilities as a director or officer, and did not constitute willful or reckless misconduct.

A board member who has been found to have violated the provisions of 124E.07 (b) and (c) is personally liable for damages to the school caused as a result of contract being voided by the commissioner or board of directors because the board member, a family member, or the individual's partner is a full or part owner or principal of a for-profit or nonprofit entity, or independent contractor with whom the charter school contracts, directly or indirectly, for professional services, goods, or facilities.

A board member who is found to have intentionally violated the Open Meeting Law is subject to personal liability in the form of a civil penalty which the school may not pay, as well as forfeit service on the board.

Section 2. Indemnification. Notwithstanding MN Statutes 3.736 the charter school corporation shall assume full liability for its activities and indemnify and hold harmless the authorizer and its officers, agents, and employees from any suit, claim, or liability arising from the operation of the charter school and the commissioner and department officers, agents, and employees. A charter school is not required to indemnify or hold harmless a state employee if the state would not be required to indemnify and hold the employee harmless und section 3.736, subdivision 9.

Section 1. Insurance: The corporation shall maintain liability insurance in at least the amount of and types of insurance as required by MN Statutes for a public charter school.