

BYLAWS
OF
TRIO WOLF CREEK
DISTANCE LEARNING CHARTER SCHOOL
#4095



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**BYLAWS
OF
TRIO WOLF CREEK DISTANCE LEARNING CHARTER SCHOOL**

ARTICLE I: PURPOSE; NAME

TRIO Wolf Creek Distance Learning Charter School, a Minnesota nonprofit corporation, (referred to herein as the "Charter School" or the "Corporation"), has as its purpose education within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to, the establishment of a charter school under the laws of the State of Minnesota.

The Charter School will be referred to as "Wolf Creek Online High School" for marketing purposes.

ARTICLE II: MEMBERS; ELIGIBLE VOTERS

The Corporation shall have no class of voting members.

For purposes of voting for open Board seats only, the following persons may participate in the annual election of Directors: (i) staff members who are employed by the Corporation at the time of the election, including teachers (as defined in Minn. Stat. Section 124E.07, Subd. 3(b) (or successor statute), (ii) all existing Directors of the Corporation, and (iii) parents/legal guardians of students enrolled at the Charter School at the time of the election. An individual who falls into multiple categories (i.e. parent/legal guardian who is also an employee of the Corporation) shall have the right to exercise one (1) vote.

ARTICLE III: BOARD OF DIRECTORS

Section 1 General Powers:

- a. 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. Section 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.
- b. In compliance with Minn. Stat. Section 317A.181, Subd. 1a, these Bylaws may only be amended or repealed by a majority vote of Directors.

Section 2 Structure:

- a. The Board of Directors shall consist of not fewer than five (5) nor more than nine (9) unrelated Directors, as determined by the Board from time to time, and shall at all times

be in compliance with Minn. Stat. Section 124E.07, Subd. 3 (or successor statute), provided that:

- i. in no circumstance will teachers comprise a majority of the Board of Directors; and
 - ii. other than as set forth in the foregoing, the Board structure will be defined as having no clear majority.
- b. The Director positions at a minimum must include at least one (1) community member, one (1) teacher (as defined in Minn. Stat. Section 124E.07, Subd. 3(b) (or successor statute), and one (1) parent or legal guardian of a student currently enrolled full-time in the Charter School who is not an employee of the Charter School.
- c. The Board may change its governance structure only in accordance with Minn. Stat. 124E.07, Subd. 4 (or successor statute):
- i. by a majority vote of the Board of Directors;
 - ii. by a majority vote of the licensed teachers employed by the Charter School as teachers who provide instruction to students, including licensed teachers providing instruction under a contract between the Charter School and a cooperative; and
 - iii. with the authorizer's approval.
- d. Any change in the Board governance structure must conform with the Board composition established under this section.

Section 3 Term of Office; Vacancies Prior to Expiration of Term:

- a. Term of Office: The term each Director shall begin on July 1 and end on June 30. Each Director shall hold office for a term of three (3) years, unless such Director dies, withdraws, or is removed, provided, however, that:
- i. A parent/legal guardian may serve as a Director only so long as the parent/legal guardian has a child enrolled full-time at the Corporation. If a parent/legal guardian disenrolls their child during their term of office (or if the child graduates or is expelled from the Charter School), or is hired by the Charter School in any capacity, or begins teaching at the Charter School pursuant to a contract with the Charter School, their position as Director will cease immediately. The Board shall

note the removal of such Director from office at the next regular meeting of the Board.

- ii. A teacher employed by the Corporation, or who provides instruction at the Charter School pursuant to a contract with the Charter School, may serve as a Director only so long as he/she remains a teacher at the Charter School as defined in Minn. Stat. Section 124E.07, Subd. 3.b. If a teacher ceases to be employed by the Corporation, or ceases teaching in the Charter School, during their term of office, their position as Director will cease immediately. The Board shall note the removal of such Director from office at the next regular meeting of the Board.
 - iii. Non-teaching staff and contractors are prohibited from serving as Directors.
 - iv. A Director appointed to fill a vacancy shall hold office until the expiration of the term of the vacated office.
 - v. Charter School Directors are prohibited from serving on more than one charter school board at a time in either an elected or ex-officio capacity.
- b. The Board will endeavor to stagger expiration of Director terms such that approximately 1/3 of existing Director terms expire each year. Directors of the Board are limited to ten (10) three-year terms.
- c. Resignation of a Director: Directors may resign at any time, effective immediately or at a specified later date, by giving written notice to the Board Chair or the Secretary of the Corporation. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- d. Removal of Directors: In addition to the basis for removal set forth in Article III, Section 5, above, a Director may be removed with or without cause as provided by Minn. Stat. Chapter 317A (or successor statute) by an affirmative majority vote of the Directors then in office excluding the Director proposed for removal. The Board of Directors will remove any Director who has failed to attend four (4) consecutive regular meetings of the Board.
- e. Vacancies: A Board vacancy shall exist if any Director becomes ineligible due to withdrawal of a student, cessation of employment, death, resignation, or removal. It is the responsibility of the Board of Directors to fill vacant positions as promptly as possible. Unless otherwise provided by Minn. Stat. Section 317A.227 (or successor statute), any vacancy on the Board of Directors shall be filled by the appointment of a new Director by

the affirmative vote of a majority of the then-remaining Directors present at a duly noticed meeting. The Board of Directors, or the Governance Committee, shall nominate candidates and make recommendations to the Board to fill vacancies on the Board. The Board may also consider candidates other than those nominated and/or recommended by the Governance Committee to fill a vacancy. The Board of Directors may exercise all their powers notwithstanding any vacancy or vacancies in their number, provided that the Board will proceed with reasonable diligence to appoint Directors to fill vacancies, subject to the availability of willing and qualified replacements (i.e., a parent must be appointed to fill a vacant parent Director position).

- f. Advisors to the Board of Directors: As permitted by Minn. Stat. Section 124E.07, Subd. 3(d), at the invitation of the Board of Directors, any designated Charter School administrator may serve as an ex-officio nonvoting Board member.

Section 4 Election Process:

- a. Method of Election: Election of Directors for vacant Board positions shall occur once each fiscal year and shall be in compliance with Minn. Stat. Section 124E.07 (or successor statute). The Board of Directors will determine the method for voting, which may include in-person election, written ballots, email or online voting, telephonic voting, or other method, provided that the Board of Directors will endeavor to implement a method of voting that is reasonably likely to enable participation by the maximum number of eligible voters and allows for only one vote per eligible voter. The election must be held during the school year and shall not be conducted on a day when school is not in session. The Board shall publish election policies and procedures on the Charter School website.
- 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.
- c. Notice of Election: Notice of the election shall be provided to all Eligible Voters by posting notice on the Charter School website, and by other reasonable means determined by the Board, at least thirty (30) days prior to the election. The candidates' names, biographies, and candidate statements shall be posted on the Charter School website at least ten (10) calendar days before the election. The election notice must comply with Minn. Stat. Section 124E.07, Subd. 7 in accordance with the date that the Board will be seated.

- d. Oath of Office: The Board must file a written oath of office signed by each newly elected Director with the Charter School's authorizer.
- e. Training Requirements: Directors, including ex-officio Directors, must participate in mandatory Board training in compliance with Minn. Stat. Section 124E.07, Subd. 7. Training for Board members must be in full compliance prior to being sworn in as an official Board member. The Executive Director of the Charter School is tasked with ensuring that all members are duly trained prior to being sworn in as Board members.

Section 5 Meetings of the Board:

- a. Open Meetings: Meetings of the Board of Directors shall comply with the Minnesota Open Meeting Law, Minn. Stat. Section 13D, as amended (or successor statute).
- b. Place of Meetings: Board meetings may be held at the Corporation's principal office or at any other reasonably convenient place as the Board may designate.
- c. 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 by the Board. Notice will also be given on the Charter School bulletin board and the Charter School website. The notice shall designate the time, place, and date of such meeting.
- d. 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 request of any two Directors. 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 Charter School bulletin board and the Charter School website.
- e. Emergency Meetings: Emergency meetings may be called by the Board Chair or any Director 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. The Board will limit its actions at an emergency meeting to only those items necessary to respond to the emergency.

- f. Quorum and Voting: A quorum shall consist of a majority of the Directors then in office. The actions done and decisions made by a majority vote of the Directors present and entitled to vote at a meeting duly held at which a quorum is present are the actions and decisions of the Board of Directors unless a greater or lesser vote is required for the specific action as set forth in these Bylaws, the Articles of Incorporation, or by law. The Board of Directors may continue to transact business at a meeting at which a quorum was originally present, even though Directors withdraw or are removed, provided that any action taken is approved by a majority of the then-remaining Directors. Each Director shall have the power to exercise one (1) vote on all matters to be decided by resolution of the Board of Directors. Voting by proxy shall not be allowed.

Section 6 Compensation: Directors shall receive compensation for their services. The amount of compensation will be determined on an annual basis by a majority vote of the School Board. In addition, the Directors of the Corporation may be reimbursed for reasonable out-of-pocket expenses incurred by them in rendering services to the Corporation, as the Board of Directors from time to time determines such services to be directly in furtherance of the purposes and in the best interests of the Corporation. Notwithstanding the foregoing, Directors who are also employees of the Corporation shall be entitled to reasonable compensation for services rendered to the Corporation as employees; if permitted by applicable law provided that no part of the compensation of an employee of the Corporation shall be compensation for services as a Director.

Section 7 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 8 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. Finance Committee: The Board of Directors shall establish a finance committee that meets regularly and includes at least one member of the Charter School's Board. The committee must review and provide recommendations to the Board on matters related to financial health and best practices, which may include but are not limited to financial strategy, enrollment tracking, budgeting and planning, internal controls and compliance,

revenue generation, financial conflicts of interest, audits and financial reporting, regular finance statements and transactions, and authorizer finance related requirements in the Charter School contract.

- b. Authority of Committees: Any committee, to the extent provided in these bylaws or in the resolutions creating such a 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. Committees created by the Board are advisory only.
- c. Procedures for Conducting Meetings: The activities of all committees of this Charter School Board shall be conducted in such manner as will advance the best interest of the Charter School. Each committee shall follow the Board methods of operation. The Board Chair shall be an ex-officio member of all committees, unless they serve as a member of such committee.
- d. 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 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. No Officer shall serve more than thirty (30) total combined terms as the Chair, Vice-Chair, or Secretary/Treasurer.

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; and

- 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 designated 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; and
- 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: In addition to the compensation a Director may receive as a member of the Board, extra compensation may be given based on their election as an Officer. The extra compensation for Officer positions will be determined annually by a majority vote of the School Board.

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 Board Secretary of the Charter School, and shall take effect at the time specified therein or, if no time is 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 the Charter School cease operations and voluntarily dissolve. Such resolution shall set forth the proposed dissolution and direct designated officers of the School Board 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 the Charter School.

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 Charter School to discontinue its regular business activities and operations as soon as practicable, and shall liquidate and distribute all of the Charter School'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 similar position would exercise under similar circumstances.

- a. 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.
- b. A Board member who has been found to have violated the provisions of Minn. Stat. Section 124E.07 Subd. 3 (e) and (g) 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.
- c. 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 Charter School may not pay, as well as forfeit service on the Board.

Section 2 Indemnification: Notwithstanding Minn. Stat. Section 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 under Minn. Stat. Section 3.736, Subd. 9.

Section 3 Insurance: The Corporation shall maintain liability insurance in at least the amount of and types of insurance as required by Minnesota Statutes for a public charter school.

CERTIFICATION:

These bylaws have been approved by a majority vote of the Directors of Wolf Creek Online High School.

Board Chair Signature: Jennifer Lake

Vice-Chair Signature: Dwight Frame

Secretary/Treasurer Signature: Sandra Hint

School Director (ex-officio) Signature: Mark Stone

Date of Approval: March 17, 2026