

BYLAWS OF SCHOOLCRAFT LEARNING COMMUNITY
Second Restatement
May 2003

ARTICLE ONE. BOARD MEMBERS

1.1. **Management and Powers:** The business and affairs of the corporation shall be managed under the direction of the Board members, which may delegate those responsibilities as it sees fit. In addition to the powers expressly conferred upon it by these bylaws, the Board may exercise all powers allowed by law.

1.2. **Number:** The Board shall consist of not less than five (5) and not more than nine (9) persons, subject to the authority of the Board to increase the number of members as permitted by law. Our Board composition will reflect that which is mandated pursuant to current MN Statutes.

1.3. **Term:** All board members shall serve two-year terms.

1.4. **Compensation:** Members of the Board shall receive no compensation for their services as members of the Schoolcraft Learning Community Board.

1.5. **Vacancies:** If the office of any Board member becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the remaining board members, though less than a quorum, may choose a successor or successors. Persons so elected shall fill any such vacancy for the unexpired term in respect to which such vacancy occurs. The Board members may choose not to fill a vacated position as long as there are at least five members remaining on the board.

1.6. **Resignation and Removal:** Resignation from the Board must be in writing and received by the Board Chair. A Board member shall be removed from the Board for excessive absences if s/he misses three (3) consecutive Board meetings. A Board member may be removed for other good cause by a three-fourths vote of the remaining members.

ARTICLE TWO. ELECTIONS

2.1. **Elections:** Election of Board members will be held annually in April. Candidates must receive a majority vote of the total number of returned ballots to be elected. Newly elected Board members shall assume office at the May Board meeting.

2.2. **Eligible voters:** Those eligible to vote for board members shall include the parents or legal guardians of all children attending Schoolcraft Learning Community on the day the ballots are sent out, as well as Board members and paid employees of Schoolcraft.

ARTICLE THREE. MEETINGS OF THE SCHOOL BOARD

3.1. **Place of Meetings:** The meetings shall take place at Schoolcraft Learning Community during the months when school is in session. Meetings during the summer months will occur at a place determined by a majority of the Board members. Notice of this meeting place shall be publicized in the school's newsletter prior to the end of the school year.

3.2. **Regular Meetings:** The Board shall establish a regular meeting schedule and keep it on file at the school's office. If there is a change in the time and/or place, a notice shall be published in the designated official newspaper at least seventy-two hours (72) prior to the meeting.

3.3. **Special Meetings:** Special meetings of the Board may be called by any three Board members upon giving seventy-two (72) hours notice thereof to all Board members. Such notice shall state the date, time, place and purpose of the meeting. A notice shall be published in the school's designated official newspaper at least twenty-four hours (24) prior to the meeting.

3.4. **Quorum:** At all meetings of the Board a quorum sufficient for the transaction of business shall consist of a majority of the Board members in office. In the absence of a quorum, a majority of the Board members present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the Board members present may continue to transact business until adjournment, even though the withdrawal of a number of Board members originally present leaves less than the proportion or number otherwise required for a quorum.

3.5. **Absent Board Member:** A Board member must be present to hear the motion and have the opportunity to participate in the discussion in order to vote on any issue. Absentee ballots or voting by proxy will not be allowed.

3.6. **Act of the Board:** The Board shall take action by the affirmative vote of a majority of the Board members present at a duly held meeting.

3.7. **Presumption of Assent.** A Board member who is present at a meeting of the Board when an action is approved by the affirmative vote of a majority of the members present is presumed to have assented to the action approved, unless the Board member: (a) objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting; (b) votes against the action at the meeting; or (c) is prohibited by law, as a result of conflict of interest, from voting on the action.

3.8. **Waiver of Notice:** Any Board member may, in writing, either before or after a meeting, waive notice of the meeting or any action to be taken at the meeting.

ARTICLE FOUR. OFFICERS OF THE CORPORATION

The Director of Schoolcraft Learning Community is assigned to serve as President; the Secretary as Secretary and the Business Manager as Treasurer. Officers of the Corporation are encouraged to attend board meetings but are not considered members of the Board. Each shall be responsible for the duties as described below:

4.1. **Director:** The Director of Schoolcraft Learning Community shall be the chief executive officer of the corporation; shall see that all orders and resolutions of the Board members are carried into effect; may execute and deliver in the name of the corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation; and shall have such other duties as may be prescribed from time to time by the Board.

4.2. **Secretary:** The Secretary will be responsible for keeping the corporation records. The Secretary shall be responsible for assuring that the agenda and minutes of each meeting are posted in a prominent place and included in the Schoolcraft newsletter to allow staff, students and others to review them.

4.3. **Treasurer:** The Treasurer will have general charge of the finances of the corporation and be responsible for the care and safekeeping of all the funds and securities of the corporation. He/She will keep full and accurate accounts of all receipts and disbursements of the corporation in books belonging to the corporation which will be open at all times to the inspection of the Board. He/She will present to the Board at its annual meeting his/her report as Treasurer of the corporation and shall perform such other duties as may be required by the Board.

ARTICLE FIVE. OFFICERS OF THE BOARD

5.1. **Election of Board Officers.** At the April monthly meeting of the Board, following certification of the election of Board members, the Board members shall elect, by a majority vote, a Chairperson and a Board Records Officer. The individuals elected to these board posts shall assume their positions at the May monthly meeting of the Board.

5.2. **Duties of Chairperson.** The Chairperson shall convene and preside at regularly scheduled Board meetings. If he/she will be absent, the Chairperson shall appoint the Board Records Officer or, if that person is also absent, will appoint another board member to preside over the meeting. The Chairperson will be the public relations contact or spokesperson for the Board or, in his/her discretion, may delegate this responsibility to any appropriate individual. The Chairperson will prepare the agenda for each board meeting in consultation with the Director and will assure that copies of the agenda and pertinent supporting documents are distributed to all Board members at least one week in advance of any meeting.

5.3. **Duties of Board Records Officer.** The Board Records Officer shall be responsible for ensuring that meeting minutes are being disseminated and corporate records are maintained. He/She will attend all meetings of the Board and give or cause to be given all notices of meetings of the Board and all other notices required by law or these Bylaws and shall perform such other duties as may be prescribed by the Board. He/she will distribute to new members documents and guides that will assist them in their role on the Board. He/She will assure that new Board members receive orientation regarding the board's responsibilities, policies and procedures.

5.4. **Term:** The officers of the Board shall be elected and hold their respective offices for a term of one (1) year. However, any officer may be removed at any time by the Board with or without cause. In case of the death, disqualification, absence or inability to act of any officer or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of any such officer to any other officer or to any board member.

5.5. **Vacancies:** The Board may fill all vacancies in any office of this corporation. Persons so elected shall fill any such vacancy for the unexpired term in respect to which such vacancy occurs.

5.6. **Officers Deemed Elected:** In the absence of an election or appointment of officers by the Board, the person or persons exercising the principal functions of the Chairperson and Board Records Officer are deemed to have been elected to those offices.

ARTICLE SIX. NOTICE

6.1 Whenever under the provisions of these Bylaws notice is required to be given to any Board Member, officer, or other person, it shall not be construed to require personal notice. Such notice shall be given in writing by mail by depositing the same in the post office or a letter box within the United States of America, in a postpaid, sealed wrapper addressed to such Board member or officer at the last address appearing on the corporate books; or by e-mail or other similar electronic transmission to the last such electronic address appearing on the corporate books. Any such notice shall be deemed to have been given at the time when the same shall be thus mailed, deposited, or electronically transmitted.

ARTICLE SEVEN. CONTRACTS AND CHECKS

7.1 **Contracts:** The Board may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation. Such authority may be general or may be confined to specific instances.

7.2 **Checks, Drafts, or Orders:** The board shall establish a policy on who is authorized to sign checks, drafts, or orders for the payment of money. In the absence of a policy, such instruments shall be signed by the Treasurer or by any two other officers of the corporation.

ARTICLE EIGHT. INDEMNIFICATION

8.1 To the full extent permitted by Minnesota law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a Board member or officer of the corporation, shall be indemnified by the corporation against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceedings. The indemnification provided by this section shall inure to the benefit of the heirs, executors and administrator of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section.

ARTICLE NINE. PROCEDURE TO AMEND THE BYLAWS

9.1 Any Board member may propose amendments to the Articles of Incorporation or these Bylaws by resolution. Ten day notice of the meeting identifying the purpose of the proposed amendment shall be given to each officer and each Board member, regardless of the individual's voting rights. Notice of a proposed amendment to the bylaws will also be published in the school newsletter or the school's designated official newspaper at least ten days prior to the meeting. An amendment shall be adopted when it has received the affirmative vote of a two-thirds majority of the Board members.

Dated this 10th day of July, 2003 at Bemidji, Minnesota.

SCHOOLCRAFT LEARNING COMMUNITY

By _____

Board Chairperson