

BYLAWS  
North Lakes Academy Charter Middle School

Revised 2007

**Article I Governance – General**

**Section 1** - The Board members of North Lakes Academy Charter Middle School ( hereafter "NLA") shall be the only members therefore, and persons Elected to the Board of Directors shall automatically become members of NLA for the duration of their terms as directors.

**Section 2** - As specified in the Minnesota Results-Oriented Charter Schools Status (Statute Chapter 120.064), a majority of the Board of Directors of NLA must be teachers employed by NLA.

**Section 3** – The Board consists of no more than ten persons, but not less than seven members.

**Section 4** – Beginning no later than December of each year, the Board of Directors will be elected to designated terms: four teachers with three-year terms, one or two teachers with a one year term, three parents with a three- year term, and one parent with a one - year term. All parents and guardians of students at North Lakes Academy, and all staff employed by NLA shall be eligible to vote in these elections.

**Section 5** – Meetings of the membership shall be held at any suitable place convenient to the membership, as may be designated by the Board.

**Section 6** – Special meetings of the members may be called by the Chair of the Board of Directors and must be called upon the written request of any member. The notice of any special meeting shall state the time and place of such meeting and the purpose therefore.

**Section 7** – It shall be the duty of the Secretary to mail or e-mail a notice of each special meeting, state the purpose thereof, as well as the time and place it is to be held, to each member of NLA, not less than two (2) but not more than thirty (30) days prior to such meeting. The mailing or e-mailing of a notice in the manner provided in this section shall be considered due service of notice.

**Section 8** - Meeting of the NLA board shall be open to the public. In addition to notifying the members, the secretary will be responsible for utilizing the most effective media to notify school stakeholders of board meetings. Stakeholders not only include students, parents and guardians of students, and school staff, but members of the community at large as well.

**Section 9** – At every meeting of the members, each member present shall have the right to cast one vote on each question and never more than one vote.

**Section 10** – Any action that may be taken at a meeting of the members may be Taken without a meeting if authorized in writing and signed by all the members who are entitled to notice of the meeting for such purpose. When law requires a certificate concerning any such action to be filed in the office of the Secretary of State, the officers signing the certificate shall state therein that the action was effected in this manner.

**Section 11** - When written consent of all the members has been obtained, an irregular meeting and any action taken at such meeting validated.

**Section 12** – Any member may resign from NLA by delivering a written resignation to the Chair of the Board of Directors or the Secretary, and such resignation shall also constitute a resignation as a director of NLA.

## **ARTICLE II BOARD OF DIRECTORS**

**Section 1** – The Board of Directors shall have the general management and control of all business and affairs of NLA and shall exercise by appropriate rules or resolutions all the powers that may be exercised or performed by NLA under the states, its Articles of Incorporation and these Bylaws.

**Section 2** - At the adoption of theses bylaws and until a resolution is adopted by the members otherwise providing the number of the directors shall be ten (10).

**Section 3** - The term of office of the directors named in the Articles on Incorporation shall expire February 29, 2000, and until their successors have been elected and have qualified. The term of office of all successive directors shall be one of three years, as defined under governance, Section 4.

**Section 4** - No more than one community/parent board member shall be an NLA employee. Board members elected prior to 2006 shall be exempt from this bylaw thru their current term. Any persons nominated and elected as a director must have one (1) or more years experience at NLA (as a parent, involved community member, or teacher). Elections shall be conducted in such fashion that no more than half of the board is elected/re-elected in any one year; terms shall be for one or three years as designated by the board.

**Section 5** - An individual may serve no more than three consecutive years as a board chair, but may be re-elected to the chair following hiatus of at least one year.

**Section 6** – Regular meeting of the Board of Directors may be held at such times and places as the Board of Directors by resolution shall establish. Special meetings of the Board of Directors may be called by the Chair of the Board of Directors. Notice of the time, place, and purpose of an annual or special meeting shall be given to each director personally by mail, e-mail, phone, or fax (with confirmation of receipt). Regularly scheduled meetings of the Board of Directors may be held without notice.

**Section 7** - Meetings of the Directors shall be held at a suitable place convenient to the members of the Board of Directors and as designated by the Board of Directors.

**Section 8** - At all meetings the Board of Directors, one – half of the directors then holding office shall constitute a quorum for the transaction of business, and the act of the majority of the directors present at the meeting at which a quorum is present shall be the act of the Board of Directors. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting for a new meeting. At any such new meeting replacing an adjournment meeting, any business which might have been transacted at the meeting as originally may be transacted without further notice.

**Section 9** - The NLA Board election and annual meeting shall be held in conjunction with the fall parent – teacher conference schedule.

**Section 10** – Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining directors, even though they may constitute less than a quorum. Each person so elected shall be a director, and serve out the term of the director who was replaced, unless a successor is elected and qualified.

**Section 11** - No compensation shall be paid to directors for their services as a director. Reasonable remuneration may be paid to the director for services performed for NLA in any other capacity.

**Section 12** - The directors shall not make or enter into on NLA's behalf, any contact, transaction or act, or carry any activity not permitted to be made, entered into or carried on by any organization exempt from tax under the section 501(c)(3) of the Internal Revenue Code of 1954, as now constituted or hereafter amended, or by any organization, contributions to which are deductible under the section 501(c)(3) of the Internal Revenue Code of 1954, as now constituted or hereafter amended. In addition, the directors shall not make, enter into or carry on any activity which could cause NLA to be deemed a private foundation within the meaning of Section 509 of the Internal Revenue Code of 1954, as now constituted or hereafter amended.

### **ARTICLE III OFFICERS**

**Section 1** – The principal officers of NLA shall be a president of the Board of Directors, vice president, secretary, and treasure, all whom shall be elected by the Board of Directors. Directors may appoint assistant treasures, assistant secretaries, and such officers as, in their judgment, maybe necessary. Any two offices may be held by the same person.

**Section 2** - The officers of NLA shall be elected annually by the Board of Directors at its annual meeting and such officers shall hold office at the pleasure of the Board of Directors.

**Section 3** - Upon an affirmative vote of a majority of the members of the Board of Directors, an officer may be removed, either with or without cause, and he successor elected at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for such purpose. Such removal is without prejudice to any contract rights, if any, which such officer may have with NLA.

**Section 4** – In case any office becomes vacant by death, resignation, retirement, incapacity, or any other cause, such vacancy shall be filled by the affirmative vote of a majority of members of the Board of Directors then in office. An officer so elected shall hold office and serve until the next annual meeting of the Board of Directors and until the successor is elected and qualified.

**Section 5** - The Chair of the Board of Directors shall be the chief executive officer of NLA. The chair shall preside at all meetings of the members and the Board of Directors. The chair shall have all the general powers and duties which are usually vested in the person who is the chief executive officer of a corporation, including but not limited to, the power to appoint committee and task forces from among the membership and from among those who are not members from time to time as the chair may decide is appropriate to assist in the conduct of the affairs of NLA. *The Chair of the Board of Directors shall: Act as the chairman of the Board of Directors and exercise the functions of the office of*

the president of the corporation. Preside at all meetings of the Board of Directors; perform such duties and exercise such powers as are necessary or incident to the supervision and management of the business and affairs of the corporation; sign and deliver, in the name of the corporation, all deeds, mortgages, bonds, contracts, or other instruments requiring an officers signature, unless otherwise directed by the board; have the general powers and duties usually vested in the office of the president; and have such other powers and perform such other duties as are prescribed by Minnesota Statutes, Section 317A.305 Subd. 2, and as the Board of Directors may from time to time prescribe.

**Section 6** - The secretary shall keep minutes of all meetings of the Board of Directors and the minutes of all the meetings of the members of NLA. The secretary shall have charge of the membership records and of such other books and papers as the Board of Directors may direct, and shall, in general, perform all duties incident of the office of secretary.

**Section 7** – The treasurer shall have the custody of all funds, property, and securities of NLA, subject to such regulations as may be imposed by the Board of Directors. The treasurer may be required to give bond for the faithful performance of duties in such sum and with such sureties as the Board of Directors may require.

**Section 8** – Any Director may be elected by the board to be authorized on behalf of NLA to endorse for collection of checks, notes, or other obligations and shall deposit the same to the credit of NLA at such banks or depositories as the Board of Directors may designate.

**Section 9** – The compensation of all officers, agents, or representatives of NLA shall be fixed by the Board of Directors and shall be reasonable in amount for the services rendered. The fact that any officer, agent, or representative of NLA is a member of the Board of Directors shall nor preclude the person from receiving compensation appropriate to the value of services.

**Section 10** – No officer, agent, or representative of NLA shall make or enter into, on NLA's behalf, any contract, transaction or act, or carry on any activity not permitted to be made, entered into, or carried on by an organization exempt from tax under the Section 501(c) (3) of the Internal Revenue Code of 1954, as now constituted or hereafter amended, or by any organization, contributions to which are deductible under Section 501(c)(3) of the Internal Revenue Code of 1954, as now constituted or hereafter amended. In addition, no officer, agent, or representative shall make, enter into, or carry on any activity which would cause NLA to be deemed a private foundation within the meaning of the Board of Directors, as now constituted or hereafter amended.

## **ARTICLE IV CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1** – The Board of Directors may authorize any officer or officers, agent of NLA, in addition to the officers so authorized by the bylaws, to enter into any contract or executed and delivered any instrument in the name of and on behalf of NLA, and such authority may be general or confined to specific instance.

**Section 2** – All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of NLA shall be signed by such officer or officers, agent or agents, of NLA and in such manner as shall from time to time be determined by the Board of Directors, such instruments may be signed by any one of the officers.

**Section 3** – All funds of NLA shall be deposited from time to time to the credit of NLA in such banks, trust companies, and other depositories as the Board of Directors may select.

## **ARTICLE V FISCAL YEAR**

The fiscal year of NLA shall commence on July 1<sup>st</sup> of each year and end June 30<sup>th</sup> of the following year.

## **ARTICLE VI AMENDMENT OF THE ARTICLES OF INCORPORATION OR BYLAWS**

The Board of Directors may propose amendments to the Articles of Incorporation and these bylaws by resolution setting forth the proposed amendment or amendments and directing that they be submitted for adoption at a meeting of the members. Notice of the meeting of members for the purpose shall be given to each member entitled to vote on the proposed amendment and to each officer and director, regardless of the individual's voting rights. An Amendment shall be adopted when it has received the affirmative vote of a two-thirds majority of the members present.

## **ARTICLE VII RULES GOVERNING MEETINGS**

Meetings of the Board of Directors shall be governed by (Robert's Rules of Order) latest edition.

**ARTICLE VIII CERTIFICATE OF THE CHAIRPERSON  
OF THE BOARD OF DIRECTORS**

The Undersigned does hereby certify:

1. That he or she is the duly elected and acting Chair of the Board of Directors of North Lakes Academy Charter Middle School, a Minnesota nonprofit corporation; and 2. That the foregoing Bylaws, comprising four (4) pages, including this page, constitute the Bylaws of said corporation, as duly adopted at a meeting of the Board of Directors therefore, duly held on May 7, 1999.

IN WITNESS WHEREOF, I have hereunto subscribed by name this 7<sup>th</sup> day of May, 1999.

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Chair of the Board of Directors

**AMENDMENT I - FROM FEBRUARY 1, 2000.  
(SEE ATTACHED)**