BYLAWS

OF

GENTRY ACADEMY – A NON-PROFIT CORPORATION

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ARTICLE I.
CORPORATE ACTIVITIES

Section I.01 Limitations. The Articles of Incorporation contain certain limitations on corporate activities. These are incorporated in and made a part of these bylaws.

ARTICLE II.
MEMBERS

Section II.01 Members. Consistent with Minn. Stat. §124E.07, Subd. 3, the ongoing 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 structure of the ongoing charter school board of directors shall have no clear majority.

Section II.02 Actions By Members. Any action or approval of the members or shareholders of a corporation which would otherwise be required by the terms of any agreement to which this corporation is a party, or by which this corporation is bound, or by the provisions of any law, rule or regulation to which this corporation is subject, requires only action or approval of the Board of Directors.

ARTICLE III.
BOARD OF DIRECTORS

Section III.01 General Powers. The Board of Directors shall manage the property and affairs of the corporation to carry out the purposes of the corporation stated in the Articles of Incorporation.

Section III.02 Board Size. The Board of Directors must consist of not less than five (5) persons. A director shall be elected by affirmative vote of a majority of the directors at the annual meeting.

Section III.03 Qualifications. Directors shall be of legal age, shall be residents of Minnesota. Further, on the Board there shall be at least one parent of a student, one licensed attorney, one staff member, and one community member not affiliated with Gentry Academy. The Board structure will have no clear majority.

Section III.04 Organization. The Board of Directors shall elect a President at its annual meeting. The President of the corporation shall preside at all meetings of the Board of Directors. The Secretary shall act as secretary at each meeting, but may delegate those duties to a person employed by the corporation, or to any person reasonably qualified to act in this capacity.

Section III.05 **Election and Tenure of Directors.** Each director shall be elected for a term of two years, with the term of President and Secretary expiring on July 31 on odd years and the term of the Vice President and Treasurer during expiring during even years, but shall hold and continue in office until the first meeting of the directors in the succeeding calendar year and until his or her successor shall have been elected and shall qualify, or until his or her death, resignation, or removal as hereinafter provided. 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.

Section III.06 **Compensation of Board Members.** Unless the Board of Directors determines otherwise, the members of the Board of Directors shall not be paid any salary for their services as directors.

Section III.07 **Board Vacancies.** A vacancy in any office of the corporation may be filled by the affirmative vote of a majority of the directors then in office and the person so elected shall hold office and serve until the next annual meeting.

Section III.08 **Removal of Board Members.** Any director may be removed, with or without cause, at any time by an affirmative vote of a majority of the directors. Any person proposed to be removed is entitled to at least five (5) days written notice of the meeting at which the removal is to be voted upon and may appear before and be heard at the meeting.

Section III.09 **Resignation of Board Member.** Any director may resign at any time by delivering a written resignation to the President or to the Secretary of the corporation. The resignation of any director shall take effect at the time, if any, specified therein, or if no time is specified therein, immediately upon receipt thereof by the officer of this corporation to whom it is given; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE IV.
MEETINGS

Section IV.01 **Annual Meetings.** The annual meeting of the Board of Directors shall be held each year for the purpose of electing the directors of this corporation and for the transaction of such other business as shall come before the meeting. Notice of such meeting shall be provided to eligible voters at least 30 days before the election.

Section IV.02

Section IV.03 **Regular Meetings and Information.** Regular meetings of the Board of Directors shall be held from time to time at such time and place as the Board may determine by resolution; however the Board may delegate to the President the power to set the meeting dates and times. A charter school shall 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; (3) the location, dates, and times of meetings of the board of directors and meetings of board committees; and (4) identifying and contact information for the school's authorizer.

Section IV.04 **Special Meetings.** Special meetings of the Board may be called by the President, and must be called by the President on the written request of not less than two (2) directors. A meeting called at the request of the directors shall be held not less than five (5) days nor more than ten (10) days after the President receives the directors' written request that it be held if notice is given by mail. The meeting shall be held not less than 24 hours later if notice is given in person or by telephone. Should the President fail, within two days after the date on which the directors' written request is received, to call a special meeting by giving or causing to be given notice thereof, the directors requesting that the meeting be held may fix the time and place of the meeting and give notice thereof in the manner specified in Section 4.05 hereof. Business at a special meeting shall be limited to the specified call of the meeting.

Section IV.05 **Place of Meeting.** Meetings shall be held in the State of Minnesota consistent with the Open Meeting Law for a Minnesota public charter school. The Board may delegate to its President the power to designate the place of meetings.

Section IV.06 Notice of Meetings. Written notice of every annual, regular and special meeting of the Board shall be posted on the school's website, delivered, mailed, faxed or sent by means of electronic communications, to each director and to any person who has filed a written request for notice of meetings, addressed to him or her at her/his residence or usual place of business. Each such notice shall state the date, time, and place of the meeting. Any notice of a special meeting will be provided three days before the date of the meeting and will include the purpose of the meeting. All notices of meetings will comply with Minnesota Statute 13D.04.

Section IV.07

Section IV.08

Section IV.09 **Quorum.** Except as otherwise provided by statute or by these Bylaws, a majority of the Board is necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Board members present is the act of the Board. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting without further notice.

Section IV.10 **Voting.** Each Board member shall have one vote. There shall be no cumulative voting. Directors may vote by voice or by ballot.

Section IV.11

Section IV.12 <u>Electronic Communications</u>. This corporation recognizes that authenticated electronic communications ("electronic communications") may legally satisfy written record and signature requirements necessary for valid records, signatures, and contracts. Authenticated communications are those communications that set forth information from which the corporation can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the corporation, or to an officer or agent of the corporation who is authorized by the corporation to receive the communication. Electronic communications are records that are created, generated, sent, communicated, received or stored by electrical, digital, magnetic, wireless, optical, electromagnetic, or similar technologies. Valid electronic signatures are those signatures that are expressed through an electronic sound, symbol, or process, and that are logically associated with a record and executed or adopted by a person with intent to sign the record.

Section IV.13 <u>Remote Meetings Held by the Board of Directors</u>. Any remote meetings held by the Board of Directors shall occur in compliance with Minn. Stat. §13D.02 and as amended by Chapter 74, Article 1, Section 1 (Covid-19 Policy) and shall occur as follows: (1) all members of the body participating in the meeting, wherever their physical location, can hear and see one another and can hear and see all discussion and testimony presented at any location at which at least one member is present; (2) members of the public present at the regular meeting location of the body can hear and see all discussion and testimony and all votes of members of the body; (3) at least one member of the body is physically present at the regular meeting location; (4) all votes are conducted by roll call so each member's vote on each issue can be identified and recorded; and (5) each location at which a member of the body is present is open and accessible to the public.

ARTICLE V.
<u>OFFICERS</u>

Section V.01 <u>Number</u>. The officers of the corporation shall be a President, a Secretary and a Treasurer, and such other officers as may be determined by the Board of Directors. A person may hold more than one office at the same time.

Section V.02 <u>Election, Term of Office, and Qualifications</u>. The officers shall be elected for a one-year term, after the annual election of Directors. Officers shall be of legal age, but need not be directors of the corporation. Any officer so elected shall hold office until until the election and qualification of his or her successor, except in cases of resignation or removal.

Section V.03 <u>Compensation</u>. The compensation of the officers of the corporation is subject to review and approval by the Board and must be reasonable in amount for the services rendered. Unless the Board of Directors determines otherwise, the officers of the corporation shall serve without any compensation.

Section V.04 <u>Resignation</u>. Any officer may resign at any time by giving written notice of his or her resignation to the Board of Directors or the President or to the Secretary of this corporation. The resignation of any officer shall take effect at the time, if any specified therein, or if no time is specified therein, immediately upon receipt thereof by the officer of this corporation to whom it is given; and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section V.05 **Removal.** Any officer may be removed, either with or without cause by a vote of the majority of the total number of directors, at any annual or special meeting called for that purpose, and such purpose shall be stated in the notice or waiver of notice of such meeting unless all the directors of the corporation shall be present at such meeting.

Section V.06 **Vacancies.** A vacancy in any office of the corporation shall be filled by the affirmative vote or action of a majority of the Board members then in office, and the officer so elected shall hold office and serve until the next annual meeting of the Board.

Section V.07 **The President.** The President shall have and exercise general charge and supervision over the affairs of the corporation; shall do and perform such other duties as may be assigned by the Board of Directors; and in general shall perform all duties usually incident to the office of the President. The President shall have the power to sign legal documents on behalf of the corporation.

Section V.08 **The Secretary.** The Secretary shall be responsible for the maintenance of books, documents, and papers required in the management and operation of the Board of Directors and shall in general perform all the duties incident to the office of secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him or her by the Board of Directors.

Section V.09 **The Treasurer.** The Treasurer shall be responsible for all funds and property of the Board and shall in general perform all the duties incident to the office of treasurer, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him or her by the Board of Directors.

Section V.10 **Other Officers, Agents, and Representatives.** The corporation may have such other officers, agents, and employees as may be deemed necessary by the Board of Directors. Such other officers, agents, and employees shall be appointed in such manner, have such duties, and hold their offices for such terms as may be designated by resolution of the Board of Directors.

Section V.11 **Bond.** The Board of Directors of this corporation shall from time to time determine which, if any, officers, agents and/or employees of this corporation shall be bonded and the amount of each bond.

ARTICLE VI.
COMMITTEES

Section VI.01 **Appointment.** The Board of Directors may appoint committees as necessary. Committee membership is not limited to directors unless specified in the committee description provided, however, that at least one member of the committee be a director. Committees shall have the powers, duties, and responsibilities and shall be organized and function as specified in their appointment. Acts of committees are subject to overall direction and control by the Board of Directors.

Section VI.02 Executive Committee. The Board of Directors may designate two (2) or more of its directors, at least one of whom shall be the President of this corporation, to constitute an Executive Committee. Only persons who are directors of this corporation shall be eligible for appointment to the Executive Committee. When a member of the Executive Committee ceases to be a director of this corporation, such person shall automatically cease to be a member of the Executive Committee of this corporation.

Section VI.03 Powers of the Executive Committee. The Executive Committee shall at all times be subject to the control and direction of the Board of Directors. The Executive Committee shall have all the powers and authority of the Board of Directors in the management of the business of the corporation in the interval between meetings of the Board of Directors, except the Executive Committee shall have no authority:

(1) to elect Directors;

(2) to elect Officers;

(3) to amend the Articles of Incorporation or Bylaws; or

(4) to act with respect to any other matters specifically reserved by the Board of Directors for itself.

Section VI.04 Meetings of the Executive Committee. If an Executive Committee is established, it shall hold such regular or other periodic meetings, at such times and places, and upon such notice, if any, as may from time to time be fixed by resolution adopted by a majority of the members of the Executive Committee. In addition, special meetings of the Executive Committee shall be held whenever called by the President or by one other member of the Executive Committee, upon the same notice as provided for in Section 4.05 hereof, unless excused in accordance with Section 4.06 hereof.

Section VI.05 Quorum. A majority of the total number of members of the Executive Committee (but not less than two) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the members of the Executive Committee present at any meeting at which a quorum is present shall be the act of the Executive Committee.

Section VI.06 Additional Committees. The Board of Directors may appoint additional committees including ad hoc committees as necessary.

ARTICLE VII.
FINANCIAL MANAGEMENT

Section VII.01 Books and Records. The Board of Directors of this corporation shall cause to be kept:

(1) records of all proceedings of the Board of Directors and the Executive Committee, if any; and

(2) such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

Section VII.02 **<u>Documents Kept at Registered Office</u>.** The Board of Directors shall cause to be kept at the registered office of this corporation originals or copies of:

(1) records of all proceedings of the Board of Directors and the Executive Committee, if any; and

(2) all financial statements and tax returns of this corporation; and

(3) the Articles of Incorporation and Bylaws of this corporation, and all amendments and restatements thereof.

Section VII.03 **<u>Contracts</u>.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation to enter into any contract or to execute and deliver any instrument in the name of or on behalf of the corporation. This authority may be general or confined to specific instances.

Section VII.04 **<u>Checks, Drafts, etc</u>.** All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation, must be signed by the officer or officers, agent or agents of the corporation, and in the manner specified by the Board of Directors. In the absence of a determination by the Board of Directors, the instruments must be signed by the Treasurer or the President of the corporation.

Section VII.05 **<u>Fiscal Year</u>.** The fiscal year of the corporation shall be as determined from time to time by the Board of Directors; provided, however, that until such time as the Board of Directors may otherwise direct, the corporation's fiscal year shall commence on the first of January of each year and end on the thirty-first of December.

Section VII.06 **<u>Accounting System</u>.** The Board of Directors shall establish and maintain, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting system for the corporation. The Board of Directors may cause the books and records of the corporation to be audited at such times as it determines reasonable and proper, and may retain such person or firm for such purposes as it may deem appropriate.

Section VII.07 **<u>Authority to Borrow, Encumber Assets</u>.** No director, officer, agent, or employee of this corporation shall have the power or authority to borrow on its behalf, to pledge its credit, or to mortgage or pledge its property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. The authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

ARTICLE VIII.
<u>INDEMNIFICATION</u>

Section VIII.01 **General.** The corporation shall indemnify its officers, directors, committee members, employees, and agents in the manner set forth in Minnesota Statutes Section 317A.521 (or successor provision), provided the corporation has made such determination or determinations, if any, as it may reasonably require to establish that the standards set forth in Minnesota Statutes Section 317A.521, subd. 2, have been met. In addition, the corporation may, in the sole discretion of its Board of Directors, indemnify such persons or any other person under such circumstances or different circumstances as the Board of Directors shall deem appropriate as long as the Board of Directors reasonably believes such indemnification to be in the best interests of the corporation.

Section VIII.02 **Rights Not Exclusive.** The indemnification provided by this article shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Nothing contained in this article shall affect any rights to indemnification to which the corporation's personnel, other than directors and officers, may be entitled by contract or otherwise under law.

Section VIII.03 **Insurance.** The corporation may buy and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity.

Section VIII.04 **Standard of Conduct.** Each director and officer shall discharge his or her duties as a director or officer in good faith in a manner which the director or officer reasonably believes to be in the best interests of the corporation and with the care an ordinary prudent person in a like position would exercise under similar circumstances.

ARTICLE IX.

ARTICLE X.
CONFLICT OF INTEREST

The Board of Directors shall adopt a conflict of interest policy.

ARTICLE XI.
SEAL

This corporation shall have no seal.

ARTICLE XII.
CHANGE TO BOARD GOVERNANCE STRUCTURE

A 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.

Finally, any change in board governance structure must conform with the board composition structure as outlined Article II herein.

ARTICLE XIII.
AMENDMENTS TO BYLAWS

The Bylaws may be amended from time to time by a majority vote of the board of directors and with the authorizer's approval.

CERTIFICATE

The undersigned **DOES HEREBY CERTIFY** that:

1. I am the President of Gentry Academy, a Minnesota non-profit corporation; and

2. The foregoing Bylaws, consisting of 8 pages, constitute the Bylaws of the corporation as duly adopted by written action of the Directors, effective as of October 22, 2020.

IN WITNESS WHEREOF, I have hereunto subscribed my name as of the 22nd day of October, 2020.

Nikki Foley

Nikki Foley
President Gentry Academy