

**BYLAWS
OF
RIVER GROVE: A MARINE AREA COMMUNITY SCHOOL**

**I.
OFFICES**

The registered office of the corporation in the State of Minnesota is as stated in the Articles of Incorporation. The corporation may have such other offices within the State of Minnesota as the Board of Directors may determine or as the affairs of the corporation may require. The registered office may be, but need not be, identical with the principal office in the State of Minnesota.

**II.
PURPOSE**

Marine Area Community School, a Minnesota nonprofit corporation, (referred to herein as the “**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.

**III.
BOARD OF DIRECTORS**

- 1. Election of Ongoing Board of Directors.** On or before the completion of the third year of operation, the Interim Board shall hold an election of the Membership of the Corporation for the purpose of electing the ongoing Board of Directors. Elections will be conducted in accordance with Section 7, below.
- 2. Number of Directors.** The Board of Directors shall consist of seven unrelated Directors. The Board shall have at least one licensed teacher, one community member who resides in Minnesota (a person neither a licensed teacher employed by the School nor a parent of a student currently attending the School), and one parent or legal guardian of a student enrolled at the School, pursuant to Minnesota Statutes Section 124E.07, Subd. 3.
- 3. Advisors to the Board of Directors.** The Corporation’s School Director or chief administrator, and its Chief Financial Officer may, at the Board’s option, sit as non-voting advisors *ex officio* to the Board of Directors:
- 4. Powers.** The Board of Directors shall conduct or direct the affairs of the Corporation and exercise its powers, subject to the limitations of Minnesota Statutes Chapter 317A and Section 124E, the Articles of Incorporation, these Bylaws, and by any other controlling law. The Board of Directors may delegate the management of the activities of the Corporation to others. The Board may exercise all powers of the Corporation and perform all acts which are not prohibited by law, by the Articles or by these Bylaws, all as may be amended, including but not limited to the following specific powers:

- . To select and remove officers, agents, and employees of the Corporation; to prescribe powers and duties for them; and to fix their compensation;
- a.** To manage, and oversee the affairs and activities of the Corporation, and to make rules and regulations;
- b.** To enter into contracts, leases, and other agreements which are, in the judgment of the Board of Directors, necessary or desirable in obtaining the purposes of promoting the interests of the Corporation;
- c.** To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of such property;
- d.** To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;
- e.** To indemnify and maintain insurance on behalf of any of its Directors, officers, employees, or agents for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of Minnesota Statutes Chapter 317A and the limitations noted in these bylaws; and
- f.** To remove Directors.

5. Election of Board of Directors.

. *Board Elections.* Board elections will be held during the school year but not conducted on days when the school is closed for holidays or vacations. The board may conduct elections in a manner it sees fit pursuant to Minn. Stat. § 124E.07, subd. 2. Staff members employed at the school, including teachers providing instruction under a contract with a cooperative, all parents or legal guardians of children enrolled in the school, and current board members are the voters eligible to elect the members of the school's Board of Directors. The Board of Directors must notify eligible voters of the school board election dates at least 30 days before the election. By a majority vote of the Board of Directors, a replacement Director can be appointed to complete the term of a deceased, resigned, or removed Director. The replacement Director must not have served on the Board for a minimum of one fiscal year preceding their appointment and must fill the same role defined in Article III.

a. *Staggered Terms.* The election of the Board of Directors shall be in compliance with Minnesota Statutes Section 124E.07. Except for *ex officio* non-voting Directors, the Board of Directors shall be divided into three (3) classes of Directors so that the terms of office of approximately one-third (1/3) of the Directors shall expire each year. The Board Secretary shall maintain a schedule of the classes and terms of office for all seats on the Board of Directors.

b. *Eligible Voters and Voting.* To the extent required by applicable law, staff members who are employed by the Corporation, including teachers, existing Directors of the Corporation, and parents/legal guardians of students enrolled at the School, may participate in the election of Directors.

c. *Force Majeure.* In times of *Force Majeure* that close the school or campus for an extended period of time the board may delay elections until it is able to reasonably meet requirements as laid out in 5.a.

6. Term of Office.

. Terms of office for Directors shall begin on July 1st in the year of election. If elections are delayed per 5.c newly elected members shall be seated at the first Board of Directors meeting following the election.

a. All Directors shall hold office for three (3) years beginning July 1 of their election year and thereafter until their respective successors are chosen and qualified or until their earlier death, resignation, or removal from office, provided, however, that:

i. Interim Board Members shall serve until such time as their seats are up for election pursuant to Section 6 of this Article III.

ii. A parent/legal guardian may serve as a Director only so long as the parent/legal guardian has a child enrolled at the Corporation.

iii. A teacher employed by the Corporation may serve as a Director only so long as he/she is an employee of the Corporation. If an employee of the Corporation also has a child who is a student of the Corporation, such employee is eligible to hold a teacher Director position, but ineligible to hold a parent Director position.

iv. A Director appointed to fill a vacancy shall hold office until the expiration of the term of vacated office. A Director elected to fill a vacancy at the annual meeting shall hold office until the next election of members of the class of Directors which contains the vacancy.

b. Directors may be reelected to successive terms and may serve simultaneously as officers. The Board of Directors may exercise all their powers notwithstanding any vacancy or vacancies in their number.

7. 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.

8. Removal of Directors. A Director may be removed with or without cause as provided by Chapter 317A of the Minnesota Statutes by an affirmative vote of two-thirds (2/3) of the Directors then in office excluding the Director proposed for removal. The Board of Directors may remove any Director who:

. Has failed to attend two or more of the Board's regular meetings without good excuse in any fiscal year;

a. For such other good causes as the Board of Directors may determine.

9. Vacancies. A Board vacancy shall be deemed to exist if any Director dies, resigns, or is removed. Unless otherwise provided by Minnesota Statutes Section 317A.227, 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 Directors present at a duly noticed meeting, even if less than a quorum. A Director filling a vacancy shall hold office as set forth in Section 7 of this Article III.

10. Compensation. Directors shall not receive compensation for their services, however, 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.

IV.

MEETINGS OF THE BOARD OF DIRECTORS

1. Open Meetings. Meetings of the Board of Directors shall comply with the Minnesota Open Meeting Law, Minnesota Statutes Section 13D, as amended.
2. 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. Telephonic or electronic meetings may occur as outlined under the Minnesota Open Meeting Law.
3. Regular Meetings. Regular meetings shall be held each month at such times as are set on the school calendar adopted annually by the Board of Directors. The Board of Directors shall meet no less than ten (10) times per fiscal year.
4. Annual Meeting. An annual meeting of the Board of Directors shall be held in the Spring for the purpose of the presentation of reports by the Chair of the Board and the School Director on the activities and financial condition of the Corporation, and the transaction of such other business as may properly come before the meeting to include the annual State report.
5. Special Meetings. Special meetings of the Board of Directors may be called at any time 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 Directors.
6. Emergency Meeting. Shall be called by the Chair as outlined in the Minnesota Open Meeting Law.
7. Cancellation of Meetings. The Board Chair may cancel a meeting with reasonable cause.
8. Adjournment. A majority of the Directors present at a meeting, whether or not a quorum, may adjourn the meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given if the time and place be fixed at the meeting adjourned and recorded in the minutes of that meeting, except, if the meeting is adjourned for longer than 24 hours, notice of the adjournment shall be given as for special meetings.
9. Notices of Meetings. Notices of meetings of the Board meetings shall be given pursuant to the Minnesota Open Meeting law.

10. Minutes. The minutes of meetings of the Board shall record all votes taken at the meeting. The minutes shall record the vote of each Director on appropriations of money, except for payment of judgments and amounts fixed by statute. After the Minutes have been reviewed and approved by the Board, minutes of Board meetings shall be open to the public during all normal business hours where records of the Corporation are kept, and will be posted on the Corporation's web site.

11. Public Copies of Directors' Materials. Unless a meeting is closed pursuant to Minnesota Statute Section 13, at least one copy of any printed materials relating to the agenda items of the meeting prepared or distributed by or at the direction of the Board or its employees and distributed at, before or available during the meeting to all Directors shall be available in the meeting room for inspection by the public while the Board considers their subject matter. This section does not apply to materials classified by law as other than public, or to materials relating to the agenda items of a closed meeting.

V.

ACTION BY THE BOARD OF DIRECTORS

1. Quorum. A quorum consists of a majority of the Directors currently in office.

2. Action by the Board. 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, provided that any action taken is approved by at least a majority of the quorum required. 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.

VI.

COMMITTEES AND PURPOSE

1. Executive Committee. The Board of Directors shall have an Executive Committee consisting of the Chair, Vice-Chair, Secretary, and Treasurer. The School Director shall serve on the Executive Committee in an ex-officio capacity. The Executive Committee shall operate in accordance with Minnesota Open Meeting Law and its Board approved Charter.

2. Additional Standing Committee. The Finance Committee shall be a standing committee of the Board in addition to the Executive Committee. These shall operate in accordance with Minnesota Open Meeting Law and their Board approved Charters.

3. Other Committees. The Board of Directors may authorize and dissolve such temporary committees as it may see fit and may designate the duties and powers of each such committee. Each committee shall be subject to the control and direction of the Board of Directors.

VII.

OFFICERS AND DUTIES

1. Officers. The officers of the Corporation shall consist of a Chair, Vice-Chair, Secretary and Treasurer, and such other officers as the Board of Directors deems necessary for the operation and management of the Corporation. Each officer shall have the powers, rights, duties, responsibilities, and terms of office determined by the Board of Directors from time to time.

2. Election, Eligibility and Term of Office.

. *Election.* The Board of Directors shall elect a Chair, Vice-Chair, a Secretary, and a Treasurer annually at a regular meeting designated for that purpose, or at a special meeting for that purpose, except that officers elected to fill vacancies shall be elected as vacancies occur.

a. *Term of Office.* Terms of office shall be for one (1) year beginning July 1st in the year elected. Any officer may serve consecutive terms as determined by the Board of Directors.

3. Removal and Resignation. The Board of Directors may remove a member from an officer position, either with or without cause, at any time, by an affirmative vote of two-thirds (2/3) of the Directors currently in office. An officer may resign at any time by giving written notice to the Board of Directors, the resignation taking effect on receipt of notice or at a later date as specified in the notice.

VIII.

RESPONSIBILITIES OF DIRECTORS

1. Duty of Care.

. *Performance of Duties.* Each Director shall perform all duties of a Director, including duties on any Board Committee, in good faith, in accordance with the mission of the Corporation, in a manner the Director believes to be in the Corporation's best interest and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

a. *Reliance on Others.* In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, presented, or prepared by:

.One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;

i. Legal counsel, independent accountants, or other persons as to matters that the Director believes are within the person's professional or expert competence; and

ii. A Board Committee on which the Director does not serve, as to matters within its designated authority, provided the Director believes the Committee merits confidence and the Director acts in good faith, after reasonable inquiry when the need is indicated by the circumstances, and without the knowledge that would cause such reliance to be unwarranted.

b. *Investments.* In investing and dealing with all assets held by the Corporation for investment, the Board of Directors shall exercise the standard of care described above and avoid speculation, looking instead to the permanent disposition of funds, considering the probable income, as well as the probable

safety of the Corporation's capital. The Board of Directors may delegate its investment powers to others, provided that those powers are exercised with the ultimate direction of the Board of Directors. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to the corporation.

c. *Rights of Inspection.* Every Director has the right to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation, provided that such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the obligation to maintain the confidentiality of the reviewed information, in addition to any obligations imposed by any applicable federal, state, or local law.

d. *Participation in Voting.* Every Director has the right to participate in the discussion and vote on all issues before the Board of Directors, except as provided in a Conflicts of Interest Policy adopted by the Board of Directors.

e. *Responsibilities of a Board Member.*

.Uphold the mission of the Corporation;

i.Come to meetings well-prepared and informed;

ii.Support the Corporation by attending Corporation events and participating in Corporation activities;

iii.Respect confidentiality;

iv.Understand long-range effects of decisions;

v.Maintain up-to-date knowledge of activities;

vi.Visit the school to see its impact first-hand;

vii.Act in the best interests of the Corporation as a whole; and

viii.Promote the Corporation within the community.

IX.

NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the Corporation's debts, liabilities, or other obligations. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due to them from the Corporation.

X.

INDEMNIFICATION OF CORPORATE AGENTS

Each director, officer and employee of the Corporation, past or present, and each person who serves or may have served at the request of the Corporation as a director, officer, partner, Director, employee, representative, or agent of another organization or employee benefit plan, and the respective heirs, administrators and executors of such persons, shall be indemnified by the Corporation in accordance with, and to the fullest extent permitted by, Minnesota Statutes Section 317A.521. The Corporation shall not be obligated to indemnify any other person or entity, except to the extent such obligation shall be specifically approved by resolution of the Board of Directors. The Corporation shall have the power to advance such person's expenses incurred in defending any such proceeding to the maximum extent permitted by law. This section is and shall be for the sole and exclusive benefit of the individuals designated in this Article and no individual, firm, or entity shall have any rights under this Article by way of assignment, subrogation, or otherwise, whether voluntarily, involuntarily, or by operation of law.

XI. **INSURANCE**

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, against any liability asserted against and incurred by such person in his or her official capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against liability under Minnesota Statutes, Section 317A.521, the Articles of Incorporation or these Bylaws.

XII. **SELF-DEALING TRANSACTIONS AND CONFLICTS OF INTEREST**

The Board of Directors shall adopt Conflicts of Interest Policy applicable to all Directors and Officers consistent with Minnesota Statutes Section 124E.07, Subd. 3(b) and Section 124E.14. Each Director and Officer shall promptly complete and forward to the Board such annual or more frequent written disclosures as may be required from time to time by board resolution and/or policy.

XIII. **FINANCIAL MATTERS**

- 1. Fiscal Year.** The fiscal year of the Corporation begins on July 1 of each year and ends on June 30 of the following year.
- 2. Execution of Instruments.** Except as otherwise provided in these Bylaws, the Board of Directors may adopt a resolution authorizing any officer or agent of the Corporation 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 confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power to bind the Corporation by any contract or engagement, to pledge the Corporation's credit, or to render it liable monetarily for any purposes or any amount.
- 3. Deposits.** All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate and shall be disbursed under such general rules and regulations as the Board of Directors may from time to time determine.

4. Corporate Seal. The Corporation shall not have a corporate seal.
5. Documents Kept at Registered Office. The Board of Directors shall cause to be kept at the registered office of the Corporation originals or copies of:
 - a. Records of all proceedings of the Board of Directors and all Board committees;
 - b. Records of all votes and actions of the Directors;
 - c. All financial statements of the Corporation; and
 - d. Articles of Incorporation and Bylaws of the Corporation and all amendments and restatements thereof.

XIV.

ADOPTION AND AMENDMENT OF BYLAWS

1. The Corporation's governance model as set forth in these bylaws and/or otherwise required by law may be changed only by a majority vote of the Board of Directors and otherwise in accordance with applicable law.
2. Any change in board governance shall conform to the board structure set forth in Minnesota Statutes Section 124E.07, as amended.

XV.

MISCELLANEOUS PROVISIONS

1. Construction and Definitions. These Bylaws shall be construed to conform to the laws of the State of Minnesota.
2. Interpretation. Any provision of these Bylaws which turns out to be prohibited or unenforceable under Minnesota law shall be ineffective to the extent of such prohibition or unenforceability without invalidating any other provision of the Bylaws. These Bylaws shall also be construed in a manner which renders their provisions valid and enforceable to the maximum extent (not exceeding their express terms), under applicable law.

Approved by the Board of Directors effective May 26, 2020.