**BYLAWS**

**OF**

**ROCHESTER BEACON ACADEMY**

ARTICLE I

NAME OF ORGANIZATION

The Name of this organization is Rochester Beacon Academy. Hereinafter it shall be known as RBA.

ARTICLE II

PURPOSE

The purpose of RBA is to organize a charter school geared toward the needs of students with Executive Function difficulties and their families.

ARTICLE III

LOCATION

The principal office of RBA, at which the general business of the organization will be transacted and where the records of the organization will be kept, shall be at such location in the metropolitan area of Rochester, Minnesota, as may be fixed from time to time by the Board of Directors of RBA.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Number and Qualifications. The Board of Directors of RBA shall be composed of not less than five (5)  and not more than eleven (11) individuals who are broadly representative of community interests, or possess applicable professional experience, or who have an expressed concern for the general purposes of RBA. No later than its third operational year, RBA's board shall contain, according to statute, (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 RBA board will have at least 1 member of each group; parent, teacher and community member. The board structure is a community member majority board.

Section 2. Governing Powers. The Board of Directors shall have all the powers and duties necessary or appropriate for the overall direction of RBA. They may engage in such acts and do such things as are not prohibited by a law or these bylaws.

Section 3. Election and Term of Office. Directors shall be elected at the annual meeting of the Board for a term of three (3) years. Election shall be so arranged that approximately one-third of the total number of Directors are elected each year. The Directors shall hold office until their successors have been elected and qualified. Unless elected to fill a vacancy, the term of office of a Director shall commence on July 1 following the respective election by the Board. Staff members employed at the school, members of the board of directors and all parents or legal guardians of children enrolled in the school are eligible to elect the members of the school’s board of directors.

Section 4. Vacancies. Vacancies in the Board of Directors caused by any reason shall be filled by a vote of the majority of the remaining Directors. Each person so elected shall be a Director until that person or a successor is elected by the Board members at the next annual meeting.

Section 5. Removal of Directors. a. At any annual or duly called special meeting of the Board

membership, any one or more of the Directors may be removed without cause by a vote of the majority of the entire voting members of record. A successive Director may then and there be elected to fill the vacancy thus created. Any director whose removal has been proposed shall be given at least thirty (30) days’ notice of the intent to take such action and an opportunity to be heard at this meeting.

b. *After two (2) unexcused absences*, a Director will automatically be removed from the Board. At the Board’s discretion, such member may be reinstated.

Section 6. Compensation. No compensation shall be paid to directors for their services to RBA. Directors may be reimbursed for actual expenses incurred by them in the performance of special duties.

Section 7. Annual Meetings. The last meeting of the year shall be the annual meeting of the Board of Directors. It shall be held for the purpose of electing the Board of Directors and officers and the consideration of any other business that may be properly brought before it. The time and place of this annual meeting of the Board shall be conveyed to each Director at least fifteen (15) working days in advance of the meeting and held on a day in which RBA is in session.

Section 8. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. The Board of Directors shall meet at least six (6) times each year.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board upon at least five (5) working days’ notice to each Director. This notice shall be given personally or by mail, telephone or electronic communication. The notice shall state the place, time and the purpose of the meeting. The Secretary of RBA in like manner and in like notice shall call a special meeting upon the written request of at least three Directors.

Section 10. Quorum. At all meetings of the Board of Directors, a majority of the Directors of record shall constitute a quorum for the transaction of all authorized business. Where the computation results in a fractional number, it shall be rounded upward to the next whole number. The acts of the majority of the Directors present at a meeting at which a quorum exists shall be the acts of the Board of Directors, except where a larger number is required by law or these by-laws.

Section11. Voting .  Each member of the Board of directors shall have the power to exercise one (1) vote on all matters to be decided by resolution of the Board. The affirmative vote of the majority of a quorum of Board members shall constitute a duly authorized action of the Board.

Section 12. Proxies. No voting by proxy shall be permitted in the meetings of the Board of Directors of RBA.

Section 13. Robert's Rules of Order will be the authority for all questions and procedures at any meetings of RBA.

ARTICLE V

OFFICERS

Section 1. Designation. Principal Officers of RBA shall be a Chair, a Vice-Chair, a Treasurer, and a Secretary. At the discretion of the Board of Directors, other Officers may be elected with duties that the Board shall prescribe.

Section 2. Election of Officers. The Officers shall be members of the Board and be elected annually by the Board of Directors at its annual meeting and, unless sooner removed by the Board, the Officers shall serve for a term of three (3) years or until their successors are elected. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. The Board of Directors shall also have the authority to appoint such temporary or acting Officers as may be necessary during the temporary absence or disability of the regular officers. The election of the Board of Directors shall be in compliance with section 124D.10 of the Minnesota Statutes.

Section 3. Removal. Any Officer may be removed with or without cause by the Board of Directors by affirmative vote of a majority of all the Board members. The matter of removal may be acted upon at any meeting of the Board, provided that notice of intention to consider said removal has been given to each Board member and to the Office affected at least thirty (30) days previously.

Section 4. Chair. The Chair shall be the principal officer of the corporation. Subject to the direction and control of the Board, the Chair shall see that the resolutions and directives of the Board are carried into effect, and, in general, shall discharge all duties incident to the office of Chair and as prescribed by the Board. The Chair shall preside at all meetings of the Board of Directors and the Executive Committee, if any, except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation. The Chair may execute for the corporation all contracts, deeds, conveyances, mortgages, bonds, and other instruments in writing that may be required or authorized by the Board of Directors. The Chair shall appoint members to stand committees, establish and appoint members to other committees. The Chair will be a voting ex-officio member of all Board committees except the Nominating Committee, if any.

Section 5. Vice Chair. It will be the duty of the Vice Chair to act in the absence or disability of the Chair and to perform such duties as may be assigned to him or her by the Chair.

Section 6. Secretary. The Secretary of RBA shall be responsible for keeping the organization's records. He or she shall keep (or cause to be kept) the minutes of all meetings of the Board of Directors and of the Executive Committee, if any. The Secretary shall give or cause to be given all notices of the meetings of the Board of Directors and other notices required by law or by these bylaws. The Secretary shall be responsible for the keeping of all books, correspondence, committee minutes and papers relating to the business of RBA, except those of the Treasurer.

Section 7. Treasurer. The Treasurer shall be responsible for preparation of the proposed annual budget and shall keep (or cause to be kept) records belonging to RBA. The Treasurer will present to the Board of Directors at their respective annual meeting a report of the finances of RBA and will from time to time make such other reports to the Board of Directors as it may require. The Treasurer shall Chair the meetings of the Finance Committee, if any.

Section 8. Any officer of RBA, in addition to powers conferred on him or her by these bylaws will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

ARTICLE VI

COMMITTEES

Section 1. Authority. The Board of Directors may act by and through such committees, either ad hoc or standing, as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than members of the Executive Committee, if any, need not be directors.

Section 2. Executive Committee. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors may establish an Executive Committee of at least the Officers. The Chair of the Board of Directors will be the Chair of the Executive Committee. The designation of such Executive Committee and the delegation of authority granted to it shall not operate to relieve the Board of Directors of any responsibility imposed upon it. No individual shall continue to be a member of the Executive Committee after he or she ceases to be a Director of RBA. The Board of Directors shall have the power at any time to change the number of members of the Executive Committee to fill vacancies thereon, to change any member thereof, to change the functions of the Committee or to terminate the existence of it.

Section 3. Powers. During the intervals between meetings of the Board of Directors, and subject to any resolution of the Board of Directors, the Executive Committee shall have and may exercise all the authority of the Board of Directors in the management of RBA. The Executive Committee shall make a full report of all actions at the next meeting of the Board of Directors.

Section 4. Meetings. Regular meetings of the Executive Committee may be held at such time and place as may be determined by the Executive Committee or the Board of Directors. Special meetings may be called by the Chair of the Executive Committee. When such special meetings are deemed to be necessary, members of the Executive Committee will be notified in person, by mail, or by telephone, at least five (5) working days in advance.

Section 5. Quorum. A majority of the entire Executive Committee shall be necessary to constitute a quorum for the transaction of business. Acts of the majority of the members present at such meeting at which a quorum exists shall be the acts of the Executive Committee.

Section 6. Meetings. Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the Chair, or by the Board of Directors. Notice of meetings shall be given to the committee's members at least five (5) working days in advance of the meeting unless all members agree to a shorter notification. A majority of the committee's membership shall constitute a quorum

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ARTICLE VII

FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of RBA shall begin on July 1st in each year.

Section 2. Books and Accounts. Books and accounts of RBA shall be kept under the direction of the Treasurer of RBA.

Section 3. Execution of RBA’s Documents. The Board of Directors may authorize any Officer or Officer's agent or agents to enter into any contract or to execute and deliver any instrument in the name of and on behalf of RBA. Such authority may be general or confined to specific instances. These authorizations are in addition to those authorized by these bylaws

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Section 4. Loans. No loans shall be contracted on behalf of RBA nor shall evidences of indebtedness be issued in its name unless authorized by resolution of the Board of Directors. Such authority shall be general or confined to specific instances.

Section 5. Deposits. All funds of RBA not otherwise employed shall be deposited from time to time to the credit of RBA in such bank or banks or other depositories as the Board of Directors may elect.

Section 6. Conflict of Interest.The Board shall follow all laws regarding Conflict of Interest as outlines in Minnesota statute 124D.10 Sud.4a.

(a) An individual is prohibited from serving as a member of the charter school board of directors if the individual, an immediate family member, or the individual's partner is a full or part owner or principal with a for-profit or nonprofit entity or independent contractor with whom the charter school contracts, directly or indirectly, for professional services, goods, or facilities. An individual is prohibited from serving as a board member if an immediate family member is an employee of the school. A violation of this prohibition renders a contract voidable at the option of the commissioner or the charter school board of directors. A member of a charter school board of directors who violates this prohibition is individually liable to the charter school for any damage caused by the violation.

(b) No member of the board of directors, employee, officer, or agent of a charter school shall participate in selecting, awarding, or administering a contract if a conflict of interest exists. A conflict exists when:

(1) the board member, employee, officer, or agent;

(2) the immediate family of the board member, employee, officer, or agent;

(3) the partner of the board member, employee, officer, or agent; or

(4) an organization that employs, or is about to employ any individual in clauses (1) to (3),

has a financial or other interest in the entity with which the charter school is contracting. A violation of this prohibition renders the contract void.

(c) Any employee, agent, or board member of the authorizer who participates in the initial review, approval, ongoing oversight, evaluation, or the charter renewal or nonrenewal process or decision is ineligible to serve on the board of directors of a school chartered by that authorizer.

(d) An individual may serve as a member of the board of directors if no conflict of interest under paragraph (a) exists.

(e) The conflict of interest provisions under this subdivision do not apply to compensation paid to a teacher employed as a teacher by the charter school or a teacher who provides instructional services to the charter school through a cooperative formed under chapter 308A when the teacher also serves on the charter school board of directors.

Section 7.  Checks, Drafts, Etc.  All checks, drafts and other orders for payment of funds will be signed by such Officers or such other persons as the Board of Directors shall designate in its approved financial policies.

Section 8.  Indemnity.  RBA shall indemnify and hold harmless any Director, Officer, or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of conduct of such person in his or her capacity as a Director, Officer, or employee except in cases involving willful misconduct.  Indemnification provided under this section shall comply with and follow the requirements as provided by statute. RBA shall have the power to purchase or procure insurance for such purposes.

Section 9.  Examination by Directors.  Every Director of RBA shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, and at the place or places where usually kept, all books and records of RBA and make extracts or copies therefrom.

ARTICLE VIII

EXECUTIVE DIRECTOR

Section 1.  Designation.  The Board of Directors may select and employ an Executive Director.  The Executive Director may sit in on the Board of directors meetings but shall not have voting rights.

Section 2.  Duties.  The Executive Director shall be the chief executive officer of the corporation.  As such, the chief executive officer shall be responsible for providing professional advice and assistance to the Board of Directors and shall administer the work delegated to the staff; shall assist in the hire and release of staff members; and shall have such other powers to perform other duties as may be assigned by the Board of Directors.

Section 3.  Other Staff.  The Executive Director may hire and discharge such employed staff as may be necessary to support the organization.  The employed staff shall report directly to and be accountable to the Executive Director or his or her designates.

Section 4.  Checks, Drafts, Petty Cash Fund.  The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment of funds for RBA.  He or she may also be authorized to administer a Petty Cash Fund, the size of which will be designated by the Board of Directors.

ARTICLE IX

MISCELLANEOUS

Section 1.  Amendments.  The Board of Directors shall have the power to amend the Articles of Incorporation and these Bylaws.  Subject to restrictions imposed by statute, the Board may amend the articles and bylaws by adopting a resolution setting forth the amendment, providing written notice of the proposed amendments at least fifteen (15) calendar days prior to a duly called meeting.  Such amendment shall require an affirmative vote of two-thirds of the Board at a duly constituted meeting.

APPROVED:

9-27-12

REVISED:

4-17-17

5-21-18

9-20-18

11-19-20

2-18-21