

BYLAWS
OF
ROCHESTER BEACON ACADEMY

ARTICLE I
NAME OF ORGANIZATION

The Name of this organization is Rochester Beacon Academy (referred to herein 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. The registered office of RBA may be, but need not be, identical with the principal office, and shall be as set forth in the Articles of Incorporation.

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) unrelated 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. 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. To serve as a licensed teacher on the Board of Directors, an individual must (a) be employed by the school or provide at least 720 hours of service under a contract between the charter school and a teacher cooperative; (b) be a qualified teacher as defined under Minn. Stat. § [122A.16](#), either serving as a teacher of record in a field in which the individual has a field license, or providing services to students the individual is licensed to provide; and (c) not serve in an administrative or supervisory capacity for more than 240 hours in a school calendar year. The RBA board will have at least 1 member of each group; parent, teacher and community member.

Section 2. Designation of Governance Structure and Procedure to Change Structure. The board structure is a non-majority member board. In order to ensure compliance with this model, at no time shall the Board of Directors be comprised of a majority of either parents/legal guardians, teachers, or community members. The board may change the governance structure only upon: (1) a majority vote of the Board of Directors; (2) by a majority vote of the licensed teachers employed by the school as teachers who provide instruction to students, including licensed teachers providing instruction under a contract between the school and a cooperative; and (3) with the authorizer's approval. Any change in board governance structure must confirm with the board composition established under Minnesota Statutes, Chapter 124E. The Board of Directors may consider a change in its governance model upon receipt of a request signed by at least two Directors, or the receipt of a petition to change the governance model signed by at least 50% of the parents/guardians of students enrolled in the school or 50% of the licensed teachers employed at the school. Upon receipt of a proper request or petition in compliance with the above, the Board of Directors shall schedule and provide notice of a special meeting to receive comment regarding the governance model. Following the special meeting, the

Board of Directors shall place on the agenda of its next regular meeting consideration of the change in governance model. Placing the item on the agenda does not require any Director to introduce a motion for such consideration. Any change in the governance model is not effective for the duration of the current charter contract period and would become effective upon execution of the charter contract next executed between the school and its authorizer.

Section 3. Governing Powers. The affairs of RBA shall be managed by its Board of Directors. 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 4. Election and Term of Office. Directors shall be elected at the annual meeting of the Board for a term of three (3) years. A Director may serve no more than five (5) terms. 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. The election of the Board of Directors shall be in compliance with Minnesota Statutes, section 124E.07, subd. 5, as amended. 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. A vacancy shall exist if any Director becomes ineligible, dies, resigns, or is removed. 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 once elected by the Board of Directors at the next annual meeting. Any Director filling a vacancy shall complete the unexpired term of his or her predecessor.

Section 5. Removal of Directors.

a. At any annual or duly called special meeting of the Board, any one or more of the Directors may be removed with or without cause by a majority vote of the Board of Directors. 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 three (3) unexcused absences within a term,* a Director will automatically be removed from the Board. At the Board's discretion, a removed Director 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 calendar 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 formally brought forth. 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 fiscal year. The schedule of the regular meetings shall be kept on file at RBA's office. If the Board of Directors decides to hold a regular meeting at a time or place different from the time or place stated in its schedule of regular meetings, notice shall be provided in the same form as for special meetings pursuant to section 9 below.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board upon at least three (3) 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. Notice of the date, time, place and purpose of the special meeting shall be posted on the principal bulletin board and otherwise delivered to each person who has filed a

written request for notice of the special meeting with the Secretary of the Board. The Secretary of the Board 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.

Section 11. 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.

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 shall 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, Officers shall serve for a term of three (3) years or until their successors are elected. An elected Officer may serve up to three (3) terms. 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.

Section 3. Removal. Any Officer may be removed with or without cause by a majority vote of the Board of Directors. 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 Director and to the Officer 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 the Board, 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. 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 committee's functions, or to terminate its existence.

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. Except as specifically delegated by the Board of Directors or to the extent that the Executive Committee constitutes a quorum or more of the Board of Directors, the Executive Committee shall serve in an advisory capacity only and shall not have the authority to bind RBA, or take any action on behalf of RBA without ratification from the Board of Directors as a whole.

Section 3. Meetings. The activities of all committees shall be conducted in such manner as will advance the best interests of RBA. Each committee shall fix its own rules of procedure and other regulations which shall be consistent with the bylaws and the policies of RBA.

ARTICLE VII FISCAL MANAGEMENT

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

Section 2. Books and Accounts. The Board of Directors shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and any committees having any authority of the Board of Directors, and shall keep at its registered or principal office a record giving names, addresses, and telephone numbers of the Directors. Such information shall be governed by applicable law, including the Minnesota Government Data Practices Act and Minnesota Statutes, Chapter 124E.

Section 3. Execution of RBA's Documents. The Board of Directors may authorize any Officer or agent 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. Unless so authorized by the Board of Directors or these Bylaws, no officer, agent, or employee shall have any power or authority to

bind RBA by any contract or engagement, or to pledge its credit or to render it financially liable for any purpose or to any amount.

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, including as outlined in Minnesota Statutes, section 124E.07, subd. 3(b) and section 124E.14. The Board of Directors shall adopt a conflict of interest policy consistent with Minnesota Statutes, section 124E.07, subd. 3(b) and section 124E.14. Each Director shall promptly complete and provide such annual or more frequent written disclosures as may be required from time to time by resolution and/or policy.

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. Documents Kept at Registered Office. The Board of Directors shall cause to be kept at the registered office original or copies of: (a) Records of all proceedings of the Board of Directors and committees; (b) records of all votes and actions of the Board of Directors; (c) all financial statements of the corporation; and (d) articles of incorporation and bylaws of the corporation and all amendments and restatements thereof.

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.

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 meetings of the Board of Directors but shall not have voting rights.

Section 2. Duties. The Executive Director shall be the Chief Executive Officer of the corporation. As such, the Executive Director shall be responsible for providing professional advice and assistance to the Board of Directors and shall administer the work delegated to staff members; 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 designees.

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 and providing written notice of the proposed amendments at least fifteen (15) calendar days prior to a duly called meeting. Such an amendment shall require an affirmative vote of two-thirds of the Board at a duly constituted meeting.

APPROVED:
9/27/2012

REVISED:
4/17/2017
5/21/2018
9/20/2018
11/19/2020
2/18/2021
8/20/2024
2/20/2025