

By-Laws



BYLAWS

ARTICLE ONE - OFFICES

The principal office of the corporation Urban Academy Charter School (hereafter “UA”) shall be located at 133 East 7th Street, Saint Paul, Minnesota 55101. The corporation may have such other offices, either within or without the State of Minnesota, as the board of directors may determine from time to time.

ARTICLE TWO – MEMBERSHIP

- Section 1 All staff employed at Urban Academy, including teachers, and parents or legal guardians of children enrolled in the school (one vote per household) are voting members of the corporation. Voting board members who are seated on the Board of Directors at the time of an election are also cast one vote each as members of the corporation.
- Section 2 Before a new Board member is officially seated, he/she will meet with the Board President to go through Board policy and procedures as well as expectations to be a certified charter school board member.
- Section 3 Meetings of the membership shall be held at any suitable place convenient to the membership, as may be designated by the Board. The corporation may hold an annual meeting of members, but is not required to do so, if alternate means of election of Board members and distribution of annual financial statements to members is provided. A quorum for meetings of the members of the corporation shall consist of ten percent of the members.
- Section 4 Special meetings of the members may be called by the Board Chair 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 thereof.
- Section 5 It shall be the duty of the secretary to mail 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 UA, one (1) week prior to such meeting. The mailing of a notice in the manner provided in this section shall be considered due service of notice.
- Section 6 A member may cast or authorize the casting of a vote by (1) filing a written appointment of proxy, signed by the member, with an officer of the corporation, at or before the meeting at which the appointment is to be effective, or (2) sending an e-mail communication authorizing the appointment of a proxy, or authorizing the appointment of a proxy in a telephone conversation or via voicemail message with an authorized representative of the corporation, at or before the meeting at which the appointment is to be effective. An appointment of a proxy is revocable by the member. Appointment of a proxy is revoked by the member (1) attending a meeting and voting in person; or (2) signing and delivering to an authorized

agent of the corporation a written statement saying that the appointment of a proxy is revoked.

ARTICLE THREE – BOARD OF DIRECTORS

Section 1 The Board of Directors shall consist of no fewer than 5, and no more than 15, members. The members of the Board may not be related to each other, nor to a staff member employed by the corporation. At least one member of the Board must be a licensed teacher, at least one must be a parent or guardian of a child currently enrolled at UA, and at least one must be a community member who is not a parent or staff member. The School Board shall have the general management and control of all business and affairs of UA and shall exercise by appropriate rules or resolutions all the powers that may be exercised or performed by UA under the statutes, its Articles of Incorporation and these Bylaws. The Executive Director of UA and chief financial officer shall each serve as *ex officio* members (i.e. nonvoting members who serve on the Board as long as they are employed in these positions) of the Board of Directors.

Section 2 Board members shall serve a term of three years, and terms shall be staggered to ensure continuity of the Board.

Section 3 The principal officers of UA shall be a Chair of the Board of Directors, Vice Chair, secretary, and finance chair, all of whom shall be elected by the Board of Directors. Directors may appoint an assistant finance chair, assistant secretary, and such officers as, in their judgment, may be necessary. The same person may hold any two offices.

Section 4 Board Chair - shall preside at all meetings of the board; set the agenda for all meetings, in consultation with the Executive Director, and shall have the authority to convene additional meetings of the Board if necessary or reschedule or cancel meetings if appropriate; execute the mandates of the school board; and supervise the Executive Committee (ie. governance review, strategic planning, etc.)

Board Vice Chair – serves as the backup to the Board Chair when Chair is unavailable; works with other officers and committee members; is ex-officio member of all committees; carries out duties and assignments as may be delegated by the Board Chair.

Board Secretary – sets the agenda with the Board Chair and distributes agenda to all the Board members while sending reminders of meetings and directions one week prior to a Board meeting; taking minutes during all Board meetings and distributes to all Board, Advisory Board, and interested parties; keep by-laws and policies and procedures up-to-date with any changes made by motions at a Board meeting; track attendance of Board members at all board meetings; making copies of agenda; financial reports and other materials as needed for the Board meeting.

Board Finance Chair – reports on the status of school funds, oversees budget planning; and ensures timely preparation and appropriate filing of the school’s funds, tax, employment and budget expenditure reports.

Section 5 Rules of Order: (a) Board Chair is to call the meeting to order (b) Board Secretary is to do roll call of all board and ex-officio board members and (c) Board agenda and additions are to be reviewed for approval or any additions to the agenda

Section 6 Meetings of UA board shall be open to the public, in compliance with the Minnesota Open Meeting Law, Minnesota Statutes Chapter 13D. Board meetings are an opportunity for the staff, parents and community to come to meet with the Board and bring their comments to be discussed with the Board during monthly Board meetings. Everyone attending the Board meeting, whether a member of the Board or not, will be respected and their comments acknowledged once the Board has officially completed their business accordingly to the agenda.

Individuals who are not members of the Board of Directors are not to comment in the meeting unless called upon by the Board Chair. If someone attending the meeting becomes disrespectful or disruptive during the meeting, the Board reserves the right to have that person dismissed or removed from the meeting.

Rules of Order: (a) at the end of the Board meeting the Board Chair will maintain an “Open Comment” section on the agenda for those who are not members of the Board of Directors to make comments (b) all comments will be limited to 2 minutes (c) all comments may not be addressed immediately by the Board. The Board reserves the right to respond to the comment(s) at a later date, not surpassing 60 days in a written response.

At every Board meeting, each member present shall have the right to cast one vote on each question. The vote of the majority of those present in person shall decide any question brought before such meeting, unless the question is one upon which, by express provision of statute or by the Articles of Incorporation or of these Bylaws, a different vote is required, in which case, such express provision shall govern and control.

Section 7 At all meetings of the Board, a majority of the members then holding office shall constitute a quorum for the transaction of business, and the acts of the majority of the members present at the meeting at which a quorum is present shall be the acts of the Board. If, at any meeting of the Board, 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 adjourned meeting, any business, which might have been transacted at the meetings as originally called, may be transacted without further notice.

Section 8 A School Board member shall not appoint a proxy or vote by proxy.

Section 9 Any member may resign at any time by delivering a written resignation to the Board Chair of UA, and such resignation shall also constitute a resignation as a

member of UA. The Board may fill the vacancy for the remainder of the term of the resigning director, by a vote of the majority of the remaining members.

Section 10 Removal of Members. a. At any annual or duly called special meeting of the Board, any one or more of the members may be removed with or without cause by a vote of the majority of the remaining members of the Board. The Board may fill the vacancy thus created for the remainder of the term of the removed director, by a vote of the majority of the members. Any member whose removal has been proposed shall be given at least thirty (30) days notice of the intent to take such action prior to the meeting at which the removal will be voted on, and an opportunity to be heard at this meeting.

b. After two unexcused absences, a member will automatically be removed from the Board. Upon recommendation of the Executive Committee, such member may be reinstated, or the Board may fill the vacancy with another Board member for the remainder of the term of the removed director.

c. After four (4) excused absences, a member maybe removed from the Board upon recommendation of the Board as a majority vote. The Board may fill the vacancy with another Board member for the remainder of the term of the removed director.

Section 11 No compensation shall be paid to members for their services as a Board member. Reasonable remuneration may be paid to a member for services performed for UA in any other capacity.

Section 12 The Board shall not make or enter into on UA’s behalf, any contracts, transactions or act, or carry on any activities 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 would cause UA 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 FOUR – BOARD COMMITTEES, TRAINING, AND EVALUATION

Section 1 Board Chair will develop board committees as he/she sees appropriate to assist in developing, organizing, and planning for specific needs of the Board. The Board Vice Chair will be the official ex-officio member to oversee each board committee that is developed to determine the length of committee existence, product expected from committee and the accountability process.

Section 2 The Urban Academy Board will comply with charter school board training requirements imposed by the Minnesota Department of Education, which will consist of but not limited to governance training, employment training and financial training, and which will be scheduled during the school year. Other

trainings may be determined by the school board and will be scheduled accordingly to the Board's needs and interests.

- Section 3 The Urban Academy Board will evaluate its own performance by conducting an annual GOVERNANCE REVIEW. The Board Chair will oversee this duty as part of his/her duty on the Executive Board Committee.
- Section 4 The Urban Academy Board will conduct annual Board retreats as needed to address the Board and school's needs for long-range planning.
- Section 5 The Advisory Board is a committee whose members are appointed by the Board of Directors, and whose function is to assist the Board of Directors with committee work and other supporting actions that contribute to the greater good of Urban Academy. The Advisory Board has no authority to set policy or to take action in the name of UA independent of the Board of Directors.

ARTICLE FIVE – CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

- Section 1 The Board may authorize any officer or officers, agent of UA, in addition to the officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of UA, and such authority may be general or confined to specific instances.
- Section 2 All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of UA shall be signed by such officer or officers, agent or agents, of UA and in such manner shall from time to time be determined by resolution of the Board. In the absence of further determination by the Board, such instruments may be signed by any one of the officers.
- Section 3 All funds of UA shall be deposited from time to time to the credit of UA in such banks, trust companies, and other depositories as the Board may select.

ARTICLE SIX – CONFLICT OF INTEREST

Board members shall govern UA consistent with their fiduciary duties under applicable laws and policies, including UA's conflict of interest policy. A conflict of interest arises when a Board member or officer, who is in a position of authority over UA, may benefit personally from a decision he or she could make. Board members are prohibited from serving on the Board of the corporation if they, or their family member or partner, is an owner, employee or agent of or a contractor with a for-profit or nonprofit entity with whom the charter school contracts, directly or indirectly, for professional services, goods or facilities. In the event that Board members discover that they have conflicts other than those prohibited conflicts described above, UA's conflict of interest policy shall apply. The policy consists of a set of procedures to follow to avoid the possibility that those in positions of authority over the organization may receive an inappropriate benefit. Generally, the policy requires directors to refrain from participating in any discussions or vote involving an issue in which they have a material financial interest. For example, UA's conflict of interest policy prevents a voting member of the Board of Directors who receives compensation, directly or indirectly, from UA for services from voting on matters pertaining to that member's compensation.

Section I

Purpose

The purpose of the conflict of interest policy is to protect Urban Academy Charter School's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a

person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Employment

Board members are prohibited from serving on the Board if they have family members employed, directly or indirectly, for professional services.

Section III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
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4. Violations of the Conflicts of Interest Policy

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
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Section IV
Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section V
Compensation

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
 - b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
 - c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
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LETTER OF REPRESENTATION

To document awareness of (and compliance with) Minnesota Statute, Section 471.87 (Public Officers, Interest in Contract; Penalty) and Section 13D.01 (Minnesota Open Meeting Law) and related legislation, our auditors are requesting all School Board officials to sign this letter. We will retain this letter on file to document School Board awareness of (and compliance with) Minnesota Statutes, Section 471.8 and Section 13D.01 and related legislation. We have attached excerpts of Minnesota Statutes for your reference.

I have read the attached Minnesota Statutes, Section 471.87, 471.88, 471.881, 471.89, 412.311, 16C.28 and 365.37. I understand that the term "contract" includes the purchase of goods and services.

Please Check A or B

A. To the best of my knowledge, during the preceding calendar year, I or a direct member of my family, have not voluntarily had a personal financial interest in the making of a sale, lease and/or contract of the School nor have I or a direct member of my family, personally benefited from any such transaction.

OR

B. To the best of my knowledge, during the preceding calendar year, I or a direct member of my family, have (had) a personal financial interest in the making of a sale, lease and/or contract of the School and/or have personally benefited financially from such a transaction. The circumstances and statutory exception (authority) for all such financial interest are described as follows:

Signed Title

Date

I have read the attached Minnesota Statute Sections 13D.01 and 13D.03.

To the best of my knowledge, during the preceding calendar year, all meetings of the School Board and any committees of the School Board complied with the Minnesota Open Meeting Law, except as described below:

Signed-

Printed Name and Title

Date

**ARTICLESEVEN – AMENDMENT OF THE ARTICLES OF INCORPORATION OR
BY-LAWS**

The Board of Directors may propose amendments to the Articles of Incorporation and these By-Laws by resolution setting forth the proposed amendment or amendments. The Board of Directors may adopt new Bylaws, approve amendments to the Bylaws, or repeal Bylaws; however, no Bylaw fixing a quorum for meetings of members, prescribing procedures for removing directors or filling vacancies in the Board or fixing the number of directors or their classifications, qualifications or terms of office, shall be adopted without the approval of the members. Notice of the meeting of members, stating the purpose of the meeting, and a copy of the proposed changes to the Articles of Incorporation or Bylaws, shall be given to each member entitled to vote on the proposed amendment or amendments. An amendment shall be adopted when it has received the affirmative vote of a majority of the members present.

ARTICLE EIGHT – CERTIFICATE OF THE SECRETARY

The undersigned does hereby certify:

That he or she is the Secretary of Urban Academy, a Minnesota nonprofit corporation; and that the foregoing By-Laws constitute the By-Laws of said corporation, as duly adopted at a meeting of the members thereof, duly held on April 16, 2012, and at a meeting of the Board of Directors, held on April 16, 2012 .

Melissa Hanson

Board Chair

4/16/12

Date