

# **New Discoveries Montessori Academy**

## **By-laws of the Corporation**

**Adopted – May 2006**

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1 **ARTICLE I: PURPOSE, AND OFFICE**

2  
3 Section 1 – Purpose: The purpose of this Corporation, New Discoveries Montessori Academy is  
4 to provide educational services to Minnesota students as a public school.  
5

6 Section 2 – Office: The registered office of New Discoveries Montessori Academy in Minnesota  
7 is 1000-5<sup>th</sup> Avenue SE, Hutchinson, Minnesota 55350. The Corporation may have such other offices  
8 within the State of Minnesota as the Board of Directors may determine. The registered office may be, but  
9 need not be, identical with the principal office in the State of Minnesota.  
10

11 **ARTICLE II: MEMBERSHIP**

12  
13 Section 1 – Voting Membership: There shall be at least three voting membership designations.  
14 These three designated member categories shall be: 1). “Enrollee Members,” 2). “Employee Members,”  
15 and 3). “Community Members.” (According to Minnesota Statute 124E.07, Subdivision 5124D.10,  
16 Subdivision 4(d), Only staff members employed at the school, including teachers providing instruction  
17 under a contract with a cooperative, members of the board of directors, and all parents or legal guardians  
18 of children enrolled in the school are the voters eligible to elect the members of the school's board of  
19 directors. ~~Community Members are not eligible to vote in the election of board of directors.~~) An individual  
20 may serve in only one designation for the purposes of voting membership participation in the Corporation.  
21 One person may have no more than one vote on membership matters. The Board of Directors may from  
22 time to time create additional designations of voting membership. The Board of Directors may make  
23 recommendations to the voting membership to eliminate any of the three designated member categories;  
24 but the decision to eliminate a category shall be business of the voting membership. All designations of  
25 voting membership shall be within the one class called Voting Membership.  
26

27 Section 2 – Voting Membership Criteria: Membership criteria for the three designations of voting  
28 membership are as follows: 1). Enrollment of a child in the school shall qualify the parent(s) or legal  
29 guardian(s) of such child for membership during the child’s enrollment. 2). Paid employment by the  
30 corporation shall qualify the employee for membership during the term of their employment. 3). Volunteer  
31 service of 20 hours of work for the Corporation shall qualify that person as a “Community Member” for  
32 one year after a recognition of membership action (indicating expiration date in twelve months) by the  
33 Board of Directors. Members shall not be required to pay a membership fee or annual dues. Members  
34 may resign at any time without the approval of the Board.  
35

36 Section 3 – Non-voting Membership: The Board of Directors may at any time add membership  
37 classes that are non-voting.  
38

39 **ARTICLE III: MEETINGS OF THE MEMBERSHIP**

40  
41 Section 1 - Annual Meeting of the Membership: The annual meeting of the membership shall be  
42 held at such time and location as determined by the Board,  sometime between November 15<sup>th</sup> and  
43 May 15<sup>th</sup> of each calendar year. The agenda shall include; in addition to information to be provided,  
44 membership business to be conducted, and celebrations to take place, a discussion of the Open Meeting  
45 Law, an overview of these Bylaws and a thorough description of the election process. Notice of the  
46 annual meeting of the members of the Corporation shall be by newsletter or other postal service mailed  
47 first class at least thirty (30) days prior to the meeting date, and/ or published on the school's official web  
48 site calendar thirty (30) days prior to the meeting date. Such notice shall contain the date, time and place  
49 of the meeting.  
50

51 Section 2 - Special Meeting of the Membership: A special meeting of the membership may be  
52 called at any time by the Board of Directors or by a petition of 10% or more of the Voting Membership the  
53 board chair or by the request of two (2) board members. Notification of a special meeting of the  
54 membership shall be no fewer than ten (10) days before the meeting by newsletter and/ or by first class

55 postal service mailed twelve (12) days prior to the date of the meeting. Such notice shall contain the  
56 date, time, place and purpose(s) of the meeting. Only subjects listed on the agenda shall be acted upon  
57 at the meeting.  
58

59 Section 3 – Quorum: For any annual or special meeting, the presence of 10% of the total number  
60 of voting members shall constitute a quorum.  
61

62 Section 4 – Voting: At each meeting of the membership, each parent or legal guardian with at  
63 least one student attending the school, each employee, and each community member who has a current  
64 recognition of membership action taken by the Board shall be entitled to one vote. The affirmative vote of  
65 a majority of a quorum of voting members shall constitute a duly authorized action of the membership.  
66

#### 67 **ARTICLE IV: BOARD OF DIRECTORS**

68

69 Section 1 - General Powers: The affairs of New Discoveries Montessori Academy shall be  
70 governed by the Board of Directors (Board). The Board is responsible for the overall policy and direction  
71 of the school. The Board may adopt such policies, and take actions provided such policies and actions  
72 are- consistent with the Articles of Incorporation, these Bylaws, *Minnesota Statute 124E.01 124D.10*, and  
73 other relevant laws. The Board may establish one or more Committees having such powers and authority  
74 as are delegated to it by the Board. Board approved policies shall be in writing and conveniently  
75 accessible to anyone wanting to review them.

76  
77 Section 2 – Board Size & Tenure: The Board of Directors (Board) shall consist of at least five (5)  
78 and no more than nine (9) non-related members each holding a seat on the Board. All Board terms shall  
79 be three (3) years in length. Expiration of terms will be staggered to ensure reasonable stability and  
80 continuity of Board governance.  
81

82 Section 3 – Participation on the Board of Directors: The Board of Directors shall determine what  
83 the participation categories of people (background, representations, skills, etc.) that are desirable and/or  
84 needed on the Board of Directors in the best interests of the Corporation in accordance with Minnesota  
85 charter school laws regarding board composition. The purpose of this provision is to establish the  
86 strongest possible governance capacity for the Corporation.  
87

88 Section 4 – Board of Directors - Election: Election to fill expiring terms of board directors shall  
89 take place at each annual meeting of members by a simple majority of the eligible voters attending the  
90 meeting, as defined by *Minnesota Statute 124E.07, Subdivision 3(d). 124D.10.Subdivision 4(d)*. A  
91 vacancy occurring on the Board during the term of a director, by means of resignation or removal of a  
92 director, shall be appointed to the seat by the remaining directors and shall serve the unexpired portion of  
93 the term. Exception: If conditions exist to wait for the membership to fill this vacancy by election, the  
94 remaining directors may defer action to the next annual meeting.

95  
96 Section 5 – Board of Directors - Election Procedures: Candidates for Board positions must be  
97 presented to the Voting Membership through three procedures. 1) The Board presents a list of candidates  
98 with at least as many candidates as the number of open positions. This may be generated through a  
99 Nominating Committee or another Board process and printed on the ballot. 2) Candidates may be  
100 nominated by any Voting Member, including the candidate, and printed on the ballot. 3). At each annual  
101 meeting, prior to an election, there will be three (3) calls for nominations from the floor. The nominator  
102 may not be the candidate. If nomination(s) are received, and the candidate is present, and if the  
103 candidate accepts the nomination; the candidates name shall be a 'write in' candidate counted in the  
104 same fashion as others.  
105

106 Section 6 – Board of Directors Meetings and Notice: Meetings of the Board of Directors of New  
107 Discoveries Montessori Academy shall be noticed and conducted in accordance with Minnesota Statutes  
108 Chapter 13D, the Open Meeting Law. The board shall meet regularly at such times and places as the  
109 board may determine. Special meetings may be called by the Board Chair or any board director.  
110

111 Section 7 – Participation Without Physical Presence: At any meeting of the Board of Directors, a  
112 member shall be considered present if such member may hear and be heard by all other members  
113 participating in the meeting and public members also in attendance at the meeting. In case this provision  
114 of the Bylaws is determined to be in violation of law, the provision will be determined for the time being to  
115 be not in force. Restatement: meetings of the Board of Directors of New Discoveries Montessori Academy  
116 shall be conducted in accordance with Minnesota Statutes Chapter 13D, the Open Meeting Law.  
117

118 Section 8 - Quorum and Voting: A quorum shall consist of a majority of the directors. A majority  
119 vote of the directors present shall decide all questions except where a greater vote is required by these  
120 Bylaws.  
121

122 Section 9 - Resignation and Removal: Directors may resign at any time, effective immediately or  
123 at a specified later date, by giving notice to the Board Chair. The acceptance of such resignation shall  
124 not be necessary to make it effective. A board member may be removed at any time, with or without  
125 cause, by a majority of the directors. Failure to attend four (4) consecutive meetings shall be deemed a  
126 resignation, unless a decision is made at the 4<sup>th</sup> missed meeting by a majority of Board members to  
127 override the resignation due to failure to attend.  
128

129 Section 10 – Compensation: Board members may receive compensation and may be reimbursed  
130 for reasonable out-of-pocket expenses incurred by them in rendering services to this corporation, as the  
131 board from time to time determines such services to be directly in furtherance of the purposes and in the  
132 best interest of the corporation.  
133

134 Section 11 - Conflict of Interest: An individual is prohibited from serving as a member of the  
135 charter school board of directors if the individual, an immediate family member, or the individual's partner  
136 is an owner, employee or agent of, or a contractor with a for-profit or nonprofit entity with whom the  
137 charter school contracts, directly or indirectly, for professional services, goods, or facilities. (*MN Statute*  
138 *124E.07, Subdivision 3(b) )124D.10, Subd. 4a)*

## 139 **ARTICLE V: BOARD OFFICERS AND DUTIES**

140 Section 1 – Number and Election: The officers of the corporation shall be elected for one (1) year  
141 terms by the Board, and shall consist of a Board Chair, Vice Chair, a Treasurer, a Secretary and such  
142 other officers as the board shall determine from time to time.  
143

144 Section 2 – Vacancies: A vacancy in any office of this corporation occurring by reason of death,  
145 disqualification, resignation or removal shall be filled for the unexpired portion of the term by appointment  
146 of a successor by the board.  
147

148 Section 3 - Board Chair: The Board Chair shall act as President of the Corporation, and shall  
149 preside at all meetings of the Board of Directors. He or she shall sign and deliver, in the name of the  
150 corporation, all documents requiring an officer's signature on behalf of the corporation, and shall have  
151 such other duties as the board may from time to time prescribe.  
152

153 Section 4 - Treasurer: The Treasurer shall be responsible for ensuring accurate maintenance of  
154 financial records for this corporation and safeguarding the assets of this corporation. He or she shall  
155 present a report of this corporation's financial transactions and status to the Board of Directors at its  
156 annual meeting, and shall from time to time make such other reports to the Board of Directors as it may  
157  
158

159 require. The Treasurer shall perform such other duties as may be assigned to him or her from time to  
160 time by the Board of Directors.

161  
162 Section 5 – Secretary: The Secretary shall be responsible for maintaining the records of all  
163 Board Meeting minutes, and such other legal documents and records necessary for and belonging to the  
164 Corporation. The Secretary shall perform such other duties as may be assigned to him or her from time to  
165 time by the Board of Directors.

166  
167 Section 6 - Removal of Officer: Any officer may be removed at any time, with or without cause,  
168 by the vote of a three fourths majority of directors of the board at any regular meeting or at a special  
169 meeting called for that purpose.

170 Section 7 – Resignation: Any officer may resign at any time. Such resignation shall be made in  
171 writing to the Board Chair, and shall take effect at the time specified therein or, if no time be specified, at  
172 the time of its receipt by the Board Chair. The acceptance of a resignation shall not be necessary to  
173 make it effective.

## 174 175 **ARTICLE VI: INDEMNIFICATION**

176  
177 Section 1 – Indemnification: Each Board Member, officer and employee of the Corporation, past  
178 or present, and each person who serves or may have served at the request of the Corporation, as a  
179 director, officer, partner, trustee, employee, representative or agent of another organization or employee  
180 benefit plan, and the respective heirs, administrators and executors of such persons, shall be indemnified  
181 by the Corporation in accordance with, and to the fullest extent permitted by, Minnesota Statutes, Section  
182 317A.521. The corporation shall not be obligated to indemnify any other person or entity, except to the  
183 extent such obligation shall be specifically approved by resolution of the Board. The Corporation shall  
184 have the power to advance such person's expenses incurred in defending any such proceeding to the  
185 maximum extent permitted by law. This section is and shall be for the sole and exclusive benefit of the  
186 individuals designated herein and no individual, firm or entity shall have any rights under this section by  
187 way of assignment, subrogation or otherwise, whether voluntarily, involuntarily or by operation of law.  
188

189 Section 2 – Insurance: The corporation may purchase insurance on behalf of any person who is  
190 or was a Board member, officer, employee or agent of the Corporation, against any liability asserted  
191 against and incurred by such person in his or her official capacity, or arising out of his or her status as  
192 such, whether or not the corporation would have the power to indemnify such person against liability  
193 under Minnesota Statutes, Section 317A.521, the Articles of Incorporation or these Bylaws.  
194

## 195 **ARTICLE VII: FINANCIAL MATTERS AND RECORDS**

196  
197 Section 1 – Contracts: The Board may authorize any officer or officers, agent or agents of the  
198 corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of  
199 the corporation, and any such authority may be general or confined to specific instances. Unless so  
200 authorized by the Board or these Bylaws, no officer, agent, or employee shall have any power or authority  
201 to bind the Corporation by any contract or engagement, or to pledge its credit or to render it financially  
202 liable for any purpose or to any amount.

203  
204 Section 2 - Loans and Pledges: No loans shall be contracted nor pledges or guarantees given on  
205 behalf of the corporation unless specifically authorized by the Board.

206  
207 Section 3 – Deposits: All funds of the Corporation shall be deposited to the credit of the  
208 corporation in such banks, trust companies or other depositories as the Board may designate and shall  
209 be disbursed under such general rules and regulations as the Board may from time to time determine.  
210

211 Section 4 - Documents Kept at Main Office: The Board shall cause to be kept at the Main office  
212 of this corporation originals or copies of:

- 213 (a) Approved minutes and records of all proceedings of the Board.  
214 (b) Records of all votes and actions of the members;

- 215 (c) Annual audited financial statements of this corporation; and  
216 (d) Articles of Incorporation and Bylaws of this corporation and all amendments and restatements  
217 thereof;  
218 (e) Copies of the corporation's application for and approval of tax-exempt status (Form 1023) and Forms  
219 990 for the current year and the preceding two years.

220  
221 Inspection and provision of copies of these documents shall be as provided by Minnesota Statutes  
222 Chapter 317A and relevant state and federal law.

223  
224 Section 5 - Accounting System and Audit: The Board shall cause to be established and  
225 maintained, in accordance with generally accepted accounting principles applied on a consistent basis,  
226 an appropriate accounting and financial reporting system for the Corporation. The Board shall cause the  
227 records and books of account of the corporation to be audited at least once each fiscal year and at such  
228 other times as it may seem necessary or appropriate, and may retain such person or firm for such  
229 purposes as it may deem appropriate.

230  
231 **ARTICLE VIII: AMENDMENTS**

232  
233 A majority vote of Voting Members at a Membership Meeting is needed to adopt, amend and  
234 repeal these Bylaws. All amendments must be legal and legally established as set forth in Minnesota  
235 Statutes, Section 317A.181, Subd. 2(b).

236  
237 **ARTICLE IX: ARTICLE DISTRIBUTION OF ASSETS**

238  
239 Section 1 - Right to Cease Operations and Distribute Assets: By a two-thirds (2/3) vote of all  
240 directors, the Board may resolve that the Corporation cease operations and voluntarily dissolve. Such  
241 resolution shall set forth the proposed dissolution and direct designated officers of the Corporation to  
242 perform all acts necessary to effect dissolution. A resolution to dissolve the Corporation shall be  
243 approved only upon the affirmative vote of a two-thirds (2/3) of a quorum of Voting members of the  
244 Corporation taken at a meeting during which the resolution is brought before the voting members. If such  
245 cessation and distribution is called for, the Board shall set a date for commencement of the distribution.

246  
247 Section 2 - Cessation and Distribution: When cessation of operations and distribution of assets  
248 has been called for, the Board and the designated officers shall cause the Corporation to discontinue its  
249 regular business activities and operations as soon as practicable, and shall liquidate and distribute all the  
250 Corporation's assets to other entities in accordance with Minnesota Statutes, Section 317A.735 and in  
251 accordance with the Articles of Incorporation. Notice of intent to dissolve shall be filed with the Secretary  
252 of State, and notice shall be given to the Minnesota Attorney General, as required by Minnesota Statutes,  
253 Chapter 317A.

254