

AMENDED AND RESTATED BYLAWS OF ACHIEVE LANGUAGE ACADEMY 11/09/2021

ARTICLE ONE: BOARD OF DIRECTORS

1) GENERAL. Except as otherwise provided, the Board of Directors is responsible for governing, managing, and directing the affairs of Achieve Language Academy (hereinafter referred to as the "Corporation"). The members of the Board of Directors may in these bylaws be referred to as "Directors," and the Corporation may be referred to as the "school."

2) NUMBER OF MEMBERS.

The Board of Directors shall consist of a maximum of nine non-related voting members. There shall be a minimum of 5 non-related voting members. If the Board membership would fall below five members the Board may still transact business but must take immediate steps to appoint/elect new members to the Board.

3) QUALIFICATIONS. A Director shall be committed to the purposes and rules of the Corporation as expressed in its articles and bylaws, and may not assume or remain in office unless s/he fulfills all qualifications for his/her Board seat as indicated in this Corporation's articles and bylaws.

Directors must be from one of the three following categories: licensed teachers employed as a teacher at the school or who provide instruction under contract between the school and a cooperative, parents or legal guardians of a student enrolled at the school (who shall not also be licensed teachers or non-licensed staff members), and interested community members who are not employed by the school and do not have a child enrolled at the school. There shall be three members from each category.

For purposes of serving on the Board of Directors, a "community member" is an individual who does not have any previous connection to the Academy, as outlined in this paragraph, in the last three years. Connections to the Academy are defined as anyone previously employed by or having a family member employed by the Academy, or previously attended or having a family member who previously attended the Academy. The intent of the community member involvement is to provide an outside perspective for the benefit of the Academy. The three-year time frame is intended to allow the development of an outside perspective if the person had previous ties to the Academy.

4) CHANGES IN CLASSIFICATION.

a) A licensed teacher who is a Director and who resigns his or her employment at the Corporation or

whose employment is terminated by the Corporation is ineligible to be a director and is removed from the Board as of the date of resignation or termination.

b) A community member Director who, during his or her Board term, becomes employed at the Corporation or a parent of a child enrolled at the Corporation is removed from the Board as of the date of such employment or enrollment.

c) A parent/legal guardian Director whose child is unenrolled from the Corporation during the director's term is removed from the Board as of the date of such unenrollment.

5) NON-VOTING MEMBERS. Those individuals serving as the chief administrative officer and the chief financial officer of the Corporation, however their positions are titled, shall serve on the Board of Directors as "ex officio" non-voting members.

6) ELECTIONS. Board elections shall be held during a time when the school is in session, and may not be conducted on days when the school is closed for holidays, breaks, or vacations. An individual who falls within multiple categories of eligible voters, such as a parent who is also an employee of the Corporation, shall have the right to exercise one (1) vote for each open position.

7) TRAINING. Members of the Board of Directors will comply with charter school board training requirements imposed by the Minnesota charter school law, Minnesota Statutes Chapter 124E, and the Minnesota Department of Education. Each Board member shall attend annual training throughout the Board member's term, as provided by the charter school law. A Board member who does not begin the required training within six months of being seated and complete the required training within twelve months of being seated on the Board is automatically ineligible to continue to serve as a Board member.

8) CONFLICT OF INTEREST. Statutory and common law conflicts of interest are prohibited. The Board of Directors has adopted a Conflict of Interest policy. This conflict of interest provision does not apply to compensation paid to a licensed teacher of the school who also serves as a member of the Board of Directors.

9) REMOVAL. Except as otherwise provided, a Director may be removed with cause by a vote of the majority of the remaining members of the Board.

10) VACANCIES. Vacancies on the Board shall be filled by a vote of the majority of all members of the Board, with the new person to serve until the next annual school board election.

11) RESIGNATION. Any Director may resign at any time by giving written notice to the Chair or to the Secretary/Treasurer. The resignation of any Director shall take effect at the time specified in such notice, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

12) COMPENSATION. Directors shall not be paid compensation for the performance of their duties as

Directors, but nothing in these Bylaws shall be construed to preclude any Director who is a licensed teacher for the school from receiving compensation therefore. In addition, Directors 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 interest of the Corporation.

13) COMMITTEES AND ADVISORY MEMBERS.

a.) Committees. In addition to other actions relating to committees, the Board of Directors may: (1) establish standing or ad hoc committees as it sees fit; (2) define the powers and responsibilities of any committee that it has established; (3) designate and determine the members of any committee that it has established; (4) select or provide a method for selecting a chairperson for a committee; (5) designate one or more individuals to replace any absent or disqualified member of a committee; (6) direct and oversee any committee that it has established; and disband any established committee as it sees fit, regardless of whether the committee is a standing committee or an ad hoc committee. An ad hoc committee is considered disbanded once its designated task has been completed.

i) Authority of Committees. Except as authorized by the Board of Directors, each committee is advisory only, such that it has no decision-making authority. If the Board authorizes a committee to have decision-making authority or the committee consists of a quorum or more of Directors, the meetings of that committee must be posted and held in accordance with the Open Meeting Law. A committee that has decision-making authority may exercise that authority only through the affirmative vote of a majority of the total members of the committee.

ii) Procedures for Conducting Committee Meetings. The activities of all committees of the Corporation must be conducted in a manner that will advance the best interest of the Corporation. Each committee must fix its own rules of procedure and must act in a manner that is consistent with the Articles of Incorporation, these Bylaws, and the policies of the Corporation.

iii) Limitation on Authority of Committees. Every committee that is established by the Board will be subject to the direction and control of the Board.

b) Advisory Members. The Board may also in its discretion appoint and retain persons to serve as advisory resources to the Board.

14) DESIGNATION AND CHANGE OF GOVERNANCE STRUCTURE.

a) Designation of Governance Structure. The composition of the Board of Directors must be consistent with Minnesota Statutes Section 124E.07, subdivision 3(a), as amended. The term governance structure means having a teacher-majority or a non-teacher majority board, or having a board with no clear majority. The Board of Directors shall adhere to the no clear majority structure, unless changed in accordance with subsection (b) below.

b) Requirements to Change of Governance Structure. The Board may change the governance structure

only upon:

- i) a majority vote of the Board of Directors and a majority vote of the licensed teachers employed at the Corporation as teachers, including licensed teachers providing instruction under a contract between the Corporation and a cooperative, with licensed teachers who are both employed at the Corporation and a director having one vote, and
- ii) approval of the school's authorizer.

c) Process and Procedures to Change Governance Structure.

i) Requests & Petitions to Change Structure. The Board may consider a change in its governance structure upon receipt of a request for such consideration signed by at least two Directors, or the receipt of a petition to so change the governance model signed by at least 50% of the parents of students enrolled in the Corporation or 50% of the licensed teachers employed at the Corporation.

ii) Special Board Meeting to Solicit Community Comment. Upon receipt of a request or petition complying with (i) above, the Board shall schedule and publicize a special Board meeting, to be held within thirty (30) days of receipt of such request or petition, for the sole purpose of receiving community comment regarding the governance structure. When publicizing the special Board meeting, the Board shall also invite the school community to submit written comments to the Board prior to the special Board meeting.

iii) Board Meeting. The Board shall place on the agenda of its regular meeting following the special Board meeting consideration of changing the governance structure. Placing the item on the agenda does not require any director to introduce a motion or second a motion for such consideration.

iv) Effective Date of Change in Governance Structure. Any change in the governance structure complying with this section is not effective for the duration of the current charter contract period and will be effective for the subsequent charter contract period and begin on the same date as the effective date of the charter contract next executed between the Corporation and its authorizer.

ARTICLE TWO: MEETINGS

1) MEETINGS. The Board shall meet at least once every other month at a time and place convenient to members of the Board. The Board shall comply with the provisions of the Minnesota Open Meeting Law, Minnesota Statutes Chapter 13D, with respect to the conduct of its meetings. A schedule of the regular meetings of the Board will be kept on file in the school's main office. No notice of regular meetings needs to be provided to Board members.

2) SPECIAL MEETINGS. Special meetings of the Board may be called by the Chair, or by a majority of the members of the Board. The Secretary/Treasurer shall give adequate notice to all members of the

Board, not less than three days before the special meeting. Notice of special meetings must include the time, date, place, and purpose of the meeting. Notice of special meetings must be made available to the public in accordance with the Minnesota Open Meeting Law, Minnesota Statutes Chapter 13D. Board members will be provided with at least 72 hours' notice of any special meeting by email.

3) QUORUM. A majority of voting Directors shall constitute a quorum. A majority vote from that quorum shall suffice for a fully valid and official act of the Board, except as indicated otherwise in the articles of incorporation or bylaws of the Corporation.

ARTICLE THREE: OFFICERS

1. OFFICERS. Officers of this Corporation shall be a Chair, Vice Chair, Secretary and a Treasurer, who may or may not be Directors. One person may fill more than one post, except that one person may not serve as both Secretary/Treasurer and Chair/Vice Chair

2. TERMS. Officers shall each serve a term of one year, and shall be elected by a majority vote of the Board of Directors, at the beginning of the Corporation's fiscal year.

3. RESPONSIBILITIES. Responsibilities of the officers shall include the following:

a) The Chair shall preside at all meetings of the Board; shall present a report annually of the work of the Corporation for the preceding year at the annual meeting of the Board; shall appoint all committees with the consent of a majority of the Board; and shall be an ex-officio member of all committees.

b) The Secretary/Treasurer shall issue notice of all meetings; shall be responsible for the keeping and maintaining of Corporation minutes, records, reports, and other documents pertaining to the affairs of the Corporation; shall be responsible for the custody of all moneys and securities of the Corporation; and shall have responsibility for ensuring that regular books of accounts with respect thereto are kept.

c) The Vice Chair shall preside at meetings when the Chair is unable to be present.

d) The officers of the Corporation shall also perform all duties regularly and customarily performed by like officers in similar organizations and shall perform all duties specifically delegated to them by the Board.

4. QUALIFICATIONS. An officer shall be committed to the purposes and rules of this Corporation as expressed in its articles and bylaws, and may not assume or remain in office unless s/he fulfills all qualifications for his/her position as indicated in this Corporation's articles and bylaws.

5. REMOVAL. An officer may be removed with cause by a majority vote of the Board of Directors.

6. VACANCIES. Vacancies in any of the offices shall be filled by a vote of the majority of the Corporation's voting Directors.

7. RESIGNATIONS. Any officer may resign at any time by giving written notice to the Chair or to the Secretary/Treasurer. The resignation of any officer shall take effect at the time specified in such notice, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8. OTHER OFFICERS. The Board in its discretion may establish an office of Vice Chair, who shall assist the Chair in carrying out his/her activities, and shall act on behalf of the Chair in his/her absence. Additionally, Assistant Officers may from time to time be designated to assist the Board with administrative details. These officers and their duties may be determined by a majority vote of the Board of Directors. Assignment of duties to the Assistant Officers shall not relieve the regular Officers from the responsibility of performing their duties as provided in these bylaws.

ARTICLE FOUR: ADMINISTRATIVE HEAD

1) The day to day affairs of the Corporation may be carried out by an Administrative Head, who shall be the chief administrative officer of the Corporation.

2) The Administrative Head shall be appointed by and shall serve at the pleasure of the Board of Directors.

3) The Administrative Head shall have the duty and authority to oversee the Corporation's day to day affairs in accordance with the policies and directions specified by the Board of Directors and shall have such additional authority and duties as the Board may from time to time prescribe. All such policies, directions, and duties shall be communicated to the Administrative Head by the Board. The Administrative Head shall, in the execution of his/her duties, report to and be directly responsible to the Board.

4) The Administrative Head may employ such other staff and personnel, as he/she deems appropriate and necessary to carry out the affairs of the Corporation.

ARTICLE FIVE: MEMBERS

All staff employed at the school, including licensed teachers, parents or legal guardians of children enrolled in the school, and members of the Board of Directors are voting members of the Corporation who are eligible to elect the members of the Corporation's Board of Directors.

ARTICLE SIX: ANNUAL MEETINGS AND ACTION BY BALLOT

1) ANNUAL MEETINGS. An annual meeting of the Corporation shall be held at such time and place as determined by the Board of Directors.

2) ELECTION MAY BE HELD AT ANNUAL MEETING. The Corporation may hold its election for members of the Board of Directors at its annual meeting. In lieu of calling an annual meeting, the Board of Directors may specify alternative procedures by which members can vote to elect members of the Board of Directors annually. Elections must be conducted as provided in Article One, Section 7.

3) ACTION BY BALLOT. To the extent allowed by applicable law, an action that may be taken at an annual or special meeting may be taken by ballot, such as the Board election. The Corporation must mail or otherwise deliver a ballot to every member entitled to vote on the matter. The ballot must: 1) set forth each proposed action; and 2) provide an opportunity to vote for or against each proposed action. Solicitations for votes by written ballot must: 1) indicate the number of responses needed to meet the quorum requirements; 2) state the percentage of approvals necessary to approve each matter other than election of directors; and 3) specify the time by which a ballot must be received by the Corporation in order to be counted. Approval by ballot is valid if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

2) QUORUM. Ten percent (10%) of the individuals entitled to vote on a matter shall constitute a quorum for purposes of an action taken by mail ballot. A majority vote from that quorum shall suffice for a fully valid and official act, except as indicated otherwise.

3) NOTICE. Notification of the annual meeting shall be in accordance with the Open Meeting Law, Minnesota Statutes Chapter 13D.

ARTICLE SEVEN: FINANCES

1) ACCOUNTS AND RECORDS. All financial accounts in any financial institution shall be held in the name of the Corporation in accordance with such procedures as the Board may adopt. The Board of Directors shall install and maintain an adequate system of accounts and records. The Board shall cause the records and books of account of the Corporation to be audited, in accordance with Minnesota Statutes Section 124E.16, subdivision 1(b)-(3), as amended, and Section 124E.11(g), as amended, at least once every fiscal year and at such other times as it may deem necessary and appropriate, and may retain such person or firm for such purposes as it may deem appropriate.

2) DEPOSITORY. The Board of Directors shall have the power to select one or more banks or credit unions to act as depositories of the funds of the Corporation and to determine the manner of receiving, depositing, and disbursing the funds of the Corporation, the form of checks and the person or persons by whom they shall be signed. The Board also has the power to change such banks or credit unions and the person or persons signing such checks and the form thereof at will.

3) CHECKS AND DOCUMENTS. All checks or demands for money and notes of the Corporation and all other instruments, documents, or deeds of every kind, nature, and description required to be executed in

the name and on behalf of the Corporation shall be signed by such officers or agents of the Corporation as the Board of Directors may from time to time by resolution designate and determine.

4) LOANS AND PLEDGES. No loans shall be contracted nor pledges or guarantees given on behalf of the Corporation unless specifically authorized by the Board of Directors.

ARTICLE EIGHT: AMENDMENTS

1) AMENDING THE ARTICLES. The articles of incorporation may be amended by a two-thirds majority vote of the Corporation's Board of Directors, in accordance with Minnesota Statutes Section 317A.133, subdivision 2, as amended, and Section 317A.139, as amended.

2) AMENDING THE BYLAWS. The Bylaws of this Corporation may be amended by a majority vote of the corporation's Board of Directors; provided that any amendment to the Bylaws that changes the governance structure of the Corporation shall comply with the process set forth in Article 1 of these Bylaws.

ARTICLE NINE: OTHER COMMITMENTS

1) PURPOSE. The purpose of this Corporation is to establish and operate an outcome based learning, nonsectarian charter school to provide a culturally centered, academically challenging curricula for students within the range of grades Pre- Kindergarten through Twelve within St. Paul and surrounding communities, pursuant to all relevant provisions of Minnesota law.

2) PUBLIC ACCESS TO INFORMATION. Upon the request of an individual, the school must make available in a timely fashion the minutes of meetings of the Board of Directors and committees having any board-delegated authority; financial statements showing all operations and transactions affecting income, surplus, and deficit during the school's last annual accounting period; and a balance sheet summarizing assets and liabilities on the closing date of the accounting period. The school must also post on its web site information identifying its authorizer and indicate how to contact the authorizer and include that same information about its authorizer in other school materials that it makes available to the public. The school must also develop and publish on its web site a lottery policy and process that it will use when accepting students by lot.

3) INDEMNIFICATION. The Corporation assumes full liability for its activities and indemnifies and holds harmless the authorizer and its officers, agents and employees from any suit, claim or liability arising from any operation of the school, and the Commissioner of the Minnesota Department of Education, and its officers, agents and employees. The school shall not indemnify or hold harmless a State employee if the State would not be required to indemnify and hold the employee harmless under Minnesota Statutes Section 3.736, subdivision 9, as amended. The Corporation will indemnify its directors, officers, employees, and committee members as provided in Minnesota Statutes Section 317A.521 and any amendments thereto.

4) INSURANCE. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or member of a committee of the Board

of Directors, 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.