

New City School
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BYLAWS OF NEW CITY SCHOOL

These Bylaws are a restatement in their entirety of the original Bylaws of New City School (referred to in this document as “NCS”) and are intended to take effect when approved.

ARTICLE I PURPOSE

The objects and purposes of NCS are as stated in its Articles of Incorporation.

ARTICLE II OFFICES

NCS shall have and continuously maintain a registered office in the State of Minnesota. The registered office may be, but need not be, identical with the principal office in the State of Minnesota.

ARTICLE III MEMBERSHIP

NCS shall have no members.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers. The affairs of NCS shall be managed by its Board of Directors. Except as limited by the Articles of Incorporation, these Bylaws and other applicable Minnesota statutes the Board of Directors shall have the power and authority to do all acts and perform all functions that NCS may do or perform.

Section 2. Number and Qualifications. The Board of Directors shall consist of not less than five (5) nonrelated members, and not more than nine (9) members. The Board of Directors shall include (i) at least one licensed teacher employed at NCS or a licensed teacher providing instruction under a contract between NCS and a cooperative; (ii) a parent or legal guardian of a student enrolled in NCS; and (iii) an interested community member who is not employed by NCS and does not have a child enrolled in NCS. The Executive Director and the Treasurer shall be ex-officio, nonvoting Board members.

Section 3. Tenure and Election. Each director shall hold office for a two (2) year term or until a successor has been duly elected and qualified, or until the Director dies, resigns, is removed or the term otherwise expires as provided by law or by the

Bylaws of NCS. The election of the Board of Directors shall be in compliance with Section 124E.07 of the Minnesota Statutes and as set forth below:

(a) Eligible Voters. The persons eligible to elect (hereafter referred to as “Eligible Voters”) the members of the Board are:

(i) All adult parents or legal guardians of every student registered at NCS on the 30th day prior to the date set for such election. Any such person otherwise qualified, but whose student is no longer attending NCS at the date set for the Board election, shall lose any rights as an Eligible Voter.

(ii) Any staff member employed at NCS, including teachers providing instruction under a contract between NCS and a cooperative.

(b) Notice of Elections. NCS shall notify Eligible Voters of the Board election dates at least 30 days before the election and such elections must be held when school is in session.

(c) Open Meeting Law, Place of Election and Procedures for Election Meetings. All meetings of the Eligible Voters shall be noticed and held under the provisions of the Minnesota Open Meeting Law, MN. Stat. 13D.01 *et seq.* Such meetings shall be held at NCS or such place as the Board of Directors may designate.

(i) Annual Meeting: Except when no vacancy exists on the Board of Directors, an Annual Meeting of the Eligible Voters for the election of the Board shall be held prior to the end of January each school year when school is in session.

(ii) Notice of Special Meetings: Special meetings of the Eligible Voters may be called to fill a vacancy on the Board, at any time, pursuant to notice posted at the school or on the school Website at least 30 days prior to the meeting date and in accordance with such notice as provided MN. Stat. 13D.01 *et seq.*

(iii) Notice of Annual Meetings: Notice of the Annual Meeting shall be posted at the school or on the school Website at least thirty (30) days prior to the meeting date. The notice of an annual meeting shall identify each vacancy to be filled and the qualification required to fill such vacancy.

(iv) Presiding Officer: The Board Chair shall preside at a meeting of Eligible Voters. In the event that the Board Chair is unable to attend a meeting of the Eligible Voters, another member of the Board of Directors as designated by the Board Chair or the Board shall preside over the meeting.

(d) Nomination Process. The Board of Directors, in its discretion, may establish a Nominating Committee consisting of (i) at least one Board member who shall act as Chair; (ii) one teacher employed by NCS; (iii) one parent of a student currently enrolled at NCS; and (iv) such other persons as the Board shall determine. Said Committee will make nominations for all of the Director positions that will be filled at such meeting. Any Eligible Voter may propose nominations for any vacant Director position to the Committee at least twenty-one (21) days before the date set for the election. The Committee, with the approval of the Board of Directors, or the Board itself, shall establish such procedures and rules as it deems advisable to select appropriate and qualified nominees, and to inform the Eligible Voters as to the nominees selected to be nominated and their qualifications to serve as a Director.

(e) Election. The Board of Directors shall establish such procedures as it deems appropriate for the conduct of the election, including the procedure for voting by absentee ballot, at such annual or special meeting. Each Eligible Voter shall be entitled to cast one vote for each Director position being filled. A vote must be cast in person at the meeting. There shall be no cumulative voting. To be elected, a Director must receive a majority of votes cast by Eligible Voters.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held at least four (4) times during the year (unless more frequent meetings are required by Minnesota Statutes or other applicable regulations) at the call of the Board Chair or at the request of a majority of the Board of Directors. Notice of the regular meeting shall be posted at the school or on the school Website at least five (5) days prior to the meeting. The notice shall designate the time, place and date of such meeting; however, the notice need not specify the business to be transacted thereat.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called at any time, for any purpose, by the Board Chair or upon the written request of one-third (1/3) of the members of the Board. Notice of the special meeting shall be posted at the school or on the school Website at least twenty-four (24) hours prior to the meeting and in accordance with MN. Stat. 13D.04 Subd. 2.

Section 6. Voting and Quorum. 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 a majority of the entire Board of Directors shall constitute a duly authorized action of the Board. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business; provided, however, that if any vacancies exist by reason of death, resignation or otherwise, a majority of the remaining directors shall constitute a quorum for the purpose of filling of such vacancies.

Section 7. Waiver of Notice and Action Without Meeting. Whenever any notice whatever is required to be given by these Bylaws, the Articles of Incorporation or any of the laws of the State of Minnesota, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before, at or after the time stated therein, shall be deemed equivalent to the actual required notice. An action required or

permitted to be taken at a Board meeting may be taken by written action signed, or consented to by authenticated electronic communication, by the number of Directors that would be required to take the same action at a meeting of the Board at which all Directors were present.

Section 8. Resignation and Removal. A Director may resign at any time, effective immediately or at a specified later date, by giving written notice to the Board Chair of NCS. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A Director may be removed at any time, with cause, by a vote of a majority of all remaining directors of NCS. Failure to attend four (4) consecutive meetings or two (2) consecutive quarterly meetings shall constitute cause.

Section 9. Filling Vacancies. Unless otherwise provided by Minnesota Statutes, vacancies on the Board of Directors caused by death, disqualification, resignation, disability, removal or such other cause shall be filled by appointment of a new Director by the affirmative vote of a majority of the remaining Directors. A Director filling a vacancy shall hold office until the next annual meeting of the Eligible Voters, or until a successor has been duly elected at a special meeting of the Eligible Voters (as provided in these Bylaws), subject to the earlier death, disqualification, resignation or removal.

Section 10. Compensation. A Director shall not receive compensation for services as a Director. A Director may be reimbursed for reasonable out-of-pocket expenses incurred in rendering services to NCS, to the extent authorized by the Board of Directors.

Section 11. Committees of the Board. The Board of Directors may designate, define the authority of, set the number and determine the identity of, members of one or more committees. Committee members must be natural persons, but need not be members of the Board of Directors. The Board may designate one or more alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee. An up to date list of all committees, identifying the function of each committee, and the names, addresses and phone number of each committee member, shall be maintained at the office of NCS.

- (a) Authority of Committees. Each committee shall be under the direction and control of the Board.
- (b) Procedures for Conducting Meetings. Each committee shall fix its own rules of procedure and other regulations which shall be consistent with the Articles of Incorporation, these Bylaws and the policies of NCS.

ARTICLE V CHANGES IN GOVERNANCE MODEL

Section 1. Changes in Governance Model. The governance model set forth in Article IV above may be changed only:

(a) by a majority vote of the Board of Directors and the licensed teachers employed by NCS, including licensed teachers providing instruction under a contract between NCS and a cooperative; and

(b) with approval of NCS's authorizer (as determined under Minnesota Statute section 124E.07.

Section 2. Conform with Minnesota Statute 124E.07. Any change in board governance must conform with the board structure established under Minnesota Statute 124E.07.

Section 3. Procedures. The procedure for voting on a change in governance model shall be as follows:

(a) A combined meeting of the Board of Directors and the teachers eligible to vote on any change in the governance model shall be held pursuant to a call by the Board Chair, or written request by one-third (1/3) of the Board of Directors, and pursuant to notice to each such person given by NCS at least thirty (30) days prior to such meeting in the manner provided for special meetings of the Board.

(b) Each person eligible to vote as determined above shall have one vote on the matter and the matter shall be decided by a majority vote of all such persons. A quorum for such meeting shall be a majority of all such persons eligible to vote.

ARTICLE VI OFFICERS AND EMPLOYEES

Section 1. Number; Election. The officers of NCS shall be elected for one (1) year terms by the Board of Directors, and shall consist of a Board Chair, Executive Director, Treasurer and such other officers as the Board of Directors shall determine.

Section 2. Vacancies. A vacancy in any office of NCS occurring by reason of death, disqualification, resignation or removal shall be filled for the unexpired portion of the term by appointment of a successor by the Board of Directors.

Section 3. Board Chair. The Board Chair shall:

- (a) Act as the chairperson of the Board of Directors;
- (b) Preside at all meetings of the Board of Directors;
- (c) Exercise such powers as the Board of Directors may prescribe;

Section 4. Treasurer. The Treasurer shall be the chief financial officer, and shall, or ensure that those persons with financial management responsibilities:

- (a) Keep accurate accounts of all monies received or disbursed by NCS ;
- (b) Deposit all monies, drafts and checks in the name of, and to the credit of, NCS in such banks and depositories as the Board of Directors shall designate;
- (c) Have the care and custody of the corporate funds and securities;
- (d) Have the power to endorse for deposit all notes, checks and drafts received by NCS;
- (e) Disburse the funds of NCS as ordered by the Board of Directors, making proper vouchers therefor;
- (f) Render to the Board Chair and the Board of Directors, whenever required, an account of all of the Treasurer's transactions as Treasurer and of the financial condition of NCS; and
- (g) Perform such other duties and have such other powers as may be prescribed by the Board of Directors.

Section 5. Executive Director. The Executive Director shall act as the chief administrative officer. The Executive Director shall actively manage the business and affairs of NCS, and shall see to it that all orders and resolutions of the Board of Directors are carried into effect. The Executive Director shall be responsible for overseeing the application and implementation of established policies in the operations of NCS. Subject to Minnesota law, in general, the Executive Director shall perform all duties usually incident to the office of executive director or president and all duties prescribed by the Board of Directors.

Section 6. Management and Administrative Employees. NCS may have such management and administrative employees as are determined necessary by the Board of Directors. Such employees shall be appointed, have the duties and responsibilities, and be compensated, as authorized by the Board of Directors.

Section 7. Removal of Officer. Any officer may be removed at any time, with or without cause, by the vote of a majority of the Board of Directors at any regular meeting or at a special meeting called for that purpose.

Section 8. Resignation. Any officer may resign at any time. Such resignation shall be made in writing to the Board Chair and shall take effect at the time specified therein or, if no time be specified, at the time of its receipt by the Board Chair. The acceptance of a resignation shall not be necessary to make it effective.

ARTICLE VII DISTRIBUTION OF ASSETS

Section 1. Right to Cease Operations and Distribute Assets. By a two-thirds (2/3) vote of all Directors, the Board may resolve that NCS cease operations and voluntarily dissolve. Such resolution shall set forth the proposed dissolution and direct designated officers of NCS to perform all acts necessary to effect a dissolution.

Section 2. Cessation and Distribution. When cessation of operations and distribution of assets has been called for, the Board of Directors and the designated officers shall cause NCS to discontinue its regular business activities and operations as soon as practicable, and shall liquidate and distribute all NCS's assets to other entities in accordance with Minnesota Statutes, Section 317A.735 and in accordance with the Articles of Incorporation. Notice of intent to dissolve shall be filed with the Secretary of State pursuant to Minnesota Statutes, Section 317A.723.

ARTICLE VIII INDEMNIFICATION

Section 1. Indemnification. Each Director, Officer and Employee of NCS, past or present, and each person who serves or may have served at the request of NCS as a Director, Officer, Partner, Trustee, Employee, Representative or Agent of another organization or employee benefit plan, and the respective heirs, administrators and executors of such persons, shall be indemnified by NCS in accordance with, and to the fullest extent permitted by, Minnesota Statutes, Section 317A.521. NCS shall not be obligated to indemnify any other person or entity, except to the extent specifically approved by resolution of the Board of Directors. This Section is for the sole and exclusive benefit of the individuals designated herein and no individual, firm or entity shall have any rights under this Section by way of assignment, subrogation or otherwise, whether voluntarily, involuntarily or by operation of law.

Section 2. Insurance. NCS may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Employee or agent of NCS, against any liability asserted against and incurred by such person in that person's official capacity, or arising out of that person's status as such, whether or not NCS would have the power to indemnify such person against liability under Minnesota Statutes, Section 317A.521, the Articles of Incorporation or these Bylaws.

ARTICLE IX AMENDMENTS TO BYLAWS

Subject to the provisions of Article V, these Bylaws may be repealed or amended by a majority vote of the Board of Directors at a Board meeting properly noticed for such purpose and held pursuant to these Bylaws.

ARTICLE X FINANCIAL MATTERS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of NCS to enter into any contract or execute and deliver any instrument in the name and on behalf of NCS, and any 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 NCS by any contract or engagement, or to pledge its credit or to render it liable for any purpose or to any amount.

Section 2. Loans and Pledges. No loans shall be contracted nor pledges or guarantees given on behalf of NCS unless specifically authorized by the Board of Directors.

Section 3. Authorized Signatures. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of NCS shall be signed by such person or persons and in such manner as shall be determined by the Board of Directors or these Bylaws.

Section 4. Deposits. All funds of NCS shall be deposited to the credit of NCS in such banks, trust companies or other depositories as the Board of Directors may designate and shall be disbursed under such general rules and regulations as the Board of Directors may determine.

Section 5. Corporate Seal. NCS shall not have a corporate seal.

Section 6. Accounting System and Audit. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting and financial reporting system for NCS. The Board shall cause the records and books of account of NCS to be audited at least once each fiscal year and at such other times as it may deem necessary or appropriate, and may retain such person or firm for such purposes as it may deem appropriate.

Section 7. Documents Kept at NCS Office. The Board of Directors shall cause to be kept at the office of NCS or on the school Website, copies of:

- (a) Records of all proceedings of the Board of Directors and all committees;
- (b) Records of all votes and actions of the members;
- (c) All financial statements of NCS; and
- (d) Articles of Incorporation and Bylaws of NCS and all amendments and restatements thereof.

Section 8. Insurance. The Board of Directors shall determine the liability, property or other insurance requirements for NCS. The Board shall also determine which, if any, officers, agents or employees of NCS shall be bonded and the amount of each bond.

Approved by the Board of Directors on April 18, 2018