

BYLAWS OF NATURAL SCIENCE ACADEMY
Approved Dec. 13, 2016

ARTICLE I NAME AND PURPOSE

Section 1. Name: The name of the organization, as registered with the State of Minnesota through its Articles of Incorporation, shall be Natural Science Academy ("the Corporation" or "school"). It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2. Purpose: Natural Science Academy is organized exclusively for charitable, scientific and education purposes. The purpose of this Corporation is to promote, support, advance and represent the interests of a fully accountable, financially, legally and educationally autonomous public charter school.

Section 3. Statute: The Corporation shall operate in accordance with Minnesota Charter School Law, Minn. Stat. § 125E.01 (formerly Minn. Stat. § 1240.10).

ARTICLE II BOARDELECTIONS

Section 1. Eligible Voters: All parents or legal guardians of students currently enrolled at the school, staff employed by the school, and Board members are eligible to vote for directors of the school's Board of Directors.

Section 2. Board Elections: All elections shall comply with Minn. Stat §125E.01, subd 4c. At each Annual Meeting eligible voters shall cast one ballot to elect Directors to replace those whose terms will expire at the end of the fiscal year, June 30. Votes may be cast in-person or absentee.

Section 3. Annual Meeting: The Annual Meeting of the Corporation will be held at the regular meeting in the spring for the purpose of reports from the Board Chair and Treasurer on the activities and financial condition of the Corporation, and from the school's Executive Director on the activities and performance of the school; elections will be held for new directors; and consideration given to any other business that may be properly brought before it. Notice of the Annual Meeting shall be by an official posting on the school's website and at the school site. Such notice will be given at least thirty (30) days before the Annual Meeting, and will contain the date, place and purposes of the meeting.

Section 4. Nomination Process: At least sixty (60) days prior to the Corporation's Annual Meeting, the Board of Directors will solicit nominations for all director positions that will be filled at the next Annual Meeting. The Nominating Committee will prepare ballots, and will notify all Eligible Voters of the date of the school board elections at least thirty (30) days in advance. No quorum of voters is needed to successfully elect candidates to the Board of Directors.

ARTICLE III BOARD OF DIRECTORS

Section 1. Duties and General Powers: At all times the Board of Directors ("Board") shall

only act for the well-being and success of the organization, holding true to the Mission adopted by the Board. The Board of Directors shall manage all funds and property (real, personal and intellectual) received and acquired by the Corporation, and at all times work towards accomplishing its mission. The Board of Directors shall have all the powers and duties necessary and appropriate to manage the affairs and business of Natural Science Academy so long as these actions are consistent with the Articles of Incorporation, these Bylaws, Minn. Stat. § 125E.01 and all Minnesota laws applicable to charter schools.

Section 2. Number and Qualifications: Board membership is open to unrelated parties and will consist of at least five (5) and not more than eleven (11) directors. Each Director will serve a three (3) year term unless sooner terminated pursuant to Section 3 of Article III. The chief financial officer and the senior and associate lead teachers may only serve as ex-officio nonvoting board members.

Section 2.1. Board Composition: The Corporation's Board of Directors must include:

- (i) At least one licensed teacher employed at the school or providing instruction under contract;
- (ii) At least one parent or legal guardian of a student enrolled at NSA and who is not employed by the school,
- (iii) At least one interested community member who resides in Minnesota and is not employed by the school and does not have a child enrolled at the school.

Section 3. Election and Term of Office: After the initial Board of Directors have served their terms, each newly elected Director shall hold office for a three (3) year term, or until a successor has been duly elected and qualifies, or until the Director dies, resigns, is removed or the term otherwise expires. Directors so elected shall serve a term beginning July 1 after the election. No person may serve more than three (3) terms, whether consecutive or not.

Section 4. Resignation: Any Director of the Corporation may resign at any time by giving written notice to the Board Chair or Secretary, which will be documented at the next regular Board meeting. The resignation of the Director shall take effect upon acceptance of the resignation at the next regular meeting at which time a new member will be appointed to serve until the next Annual Meeting. Death of a Board member shall constitute a resignation.

Section 5. Removal of Directors: (1) A Director may be removed at any time, with cause attributed to that Board member, by a majority of Board of Directors. (2) After three absences from Board meetings within a fiscal year, a Director will automatically be removed from the Board.

Section 6. Filling Vacancies: Unless otherwise provided by Minn. Stat. § 317A.227, 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, even if less than a quorum. A Director filling a vacancy shall hold office until the next annual meeting of the Corporation, or until a successor has been duly elected and qualifies. The appointed Director may choose to run for election.

Section 7. Quorum and Adjourned Meetings: A meeting at which at least a majority of the Board of Directors is present shall constitute a quorum for the transaction of business at any

meeting of the Board of Directors. If, however, such quorum shall not be present at a meeting, the meeting will not be held until a quorum is present. Notwithstanding the foregoing, if a quorum is present when a duly called meeting is convened, and later enough Directors withdraw from the meeting so that less than a quorum remains, the Directors remaining may continue to transact business until adjournment.

Section 8. 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. The affirmative vote of a majority of a quorum of Board members shall constitute a duly authorized action of the Board.

Section 9. Compensation: Directors shall not receive compensation for their services as a director. In addition, the Directors of this corporation may be reimbursed for reasonable out-of-pocket expenses incurred in performing Board-assigned responsibilities with prior approval.

Section 10. Presence at Meetings: Members of the Board of Directors or of any committee, as applicable, may participate in a meeting of the Board of Directors or any committee by means of interactive television or similar communications equipment by which all persons participating in the meeting can simultaneously see and hear each other, and such participation at a meeting shall constitute presence in person at the meeting, and shall constitute the right to vote, pursuant to Minn. Stat § 13D.02.

Section 11. Regular Meetings Regular meetings of the Board of Directors shall be held monthly. Board and the school's authorizer will be notified by written notice received by mail, e-mail, in person or by facsimile at least seven (7) days prior to the meeting. The notice shall designate the date, time, place, and purpose(s) of the meeting.

Section 12. Special Meetings: Special meetings of the Board of Directors may be called at any time, for any purpose, by the Board Chair. The Board Chair shall call a special meeting of the Board of Directors after consultation with at least two (2) members of the Board. Notice of every special meeting of the Board of Directors shall be mailed to each Director and the school's authorizer at least five (5) days before the day on which the meeting is to be held, or be delivered in person, by telephone or by electronic mail, not later than forty-eight (48) hours before the meeting is to be held. The notice shall designate the date, time, place and purpose(s) of such meeting and only said purpose(s) may be discussed.

Section 13. Emergency Meetings: An Emergency Meeting may be called because of circumstances that in the judgment of the Board Chair require immediate consideration. Posted or published notice is not required, however:

- (i) Notice shall be given by telephone or by any other means used to notify members of the Board and the school's authorizer.
- (ii) Notice shall include the purpose(s) of the meeting and only said purpose(s) may be discussed. Notice shall be provided to each news medium that has filed a written request for notice as soon as reasonably practicable after notice has been given to Board Directors.

Section 14. Annual Reports: The Board of Directors must approve an annual report

regarding the School each year. The annual report shall, at a minimum, include information on school enrollment, student attrition, governance and management, staffing, finances, academic performance, operational performance, innovative practices and implementation, and future plans. The Board shall ensure that the School distributes the annual report by publication, mail, or electronic means to the commissioner, authorizer, school employees, and parents and legal guardians of students enrolled in the School. The Board shall also ensure that the annual report is posted on the School's official website.

ARTICLE IV COMMITTEES

Section 1. Definition of Committees and Workgroups: The Board of Directors may create both Committees and Workgroups to carry out Board-related work. If the Board of Directors delegate any of their powers or authority to one of these entities, that entity must be designated as a Committee and follow the Committee procedures outlined in the sections below. An entity that operates without any delegated powers or authority may be defined as a Workgroup. A Workgroup is not required to follow Committee procedures, but are required to bring any recommendations, actions or decisions to the full Board of Directors for approval. In addition, at least once a year, the Board of Directors will post or distribute a list of current Workgroups and invite parents and community members to join them.

Section 2. Committees of the Board: The Board of Directors may, by resolution passed by a majority of the Board of Directors, designate, define the authority of, set the number and determine the identity of, members of one or more Committees. Every Committee must include at least one Board member. Other Committee members do not need not be members of the Board of Directors. The Board may, by similar vote, designate one or more alternate members of any Committee who may replace any absent or disqualified member at any meeting of the Committee.

Section 3. Authority of Committees: Any Committee, to the extent provided in these Bylaws or in the resolutions creating such Committee, shall have and may exercise all of the powers and authority delegated by the Board of Directors to that Committee; provided, however, that no Committee shall be granted any powers or authority exceeding that granted to the Board of Directors. Unless otherwise stated in the resolutions creating it, or in these Bylaws, Committee actions shall be taken only upon the affirmative vote of a majority of the members of the Committee. Failure of a Committee to reach an agreement upon any issue before it shall require referral of such issue to the entire Board of Directors.

Section 4. Procedures for Conducting Committee Meetings: The activities of all Committees of the School Board shall be conducted in such manner as will advance the best interest of the School. Each Committee shall fix its own rules of procedure and other regulations which shall be consistent with the Articles of Incorporation, these Bylaws, the Open Meeting Law and the policies of the School Board.

Section 5. Limitation on Authority of Committees: Each Committee shall be under the direction and control of the Board and shall keep regular minutes of their proceedings, and all actions of each Committee shall be reported to the Board of Directors and shall be subject to revision and alteration by the Board of Directors. Each Committee shall meet as

provided by its rules or by resolution of the Board of Directors. Notice of all meetings of any Committee shall be given as required by the Open Meeting Law, Minnesota Statutes Chapter 13D.

ARTICLE V CONFLICTS OF INTEREST

Section 1. Director Conflicts of Interest: An individual is prohibited from serving as a member of the Board of Directors if the individual, an immediate family member, or an individual's partner is an owner, employee or agent of or a contractor with a for-profit, or non-profit entity with whom the charter school contracts, directly or indirectly, for professional services, goods, or facilities. Each Director must complete a conflict-of-interest statement for review by the Board at the July regular meeting or within thirty (30) days of his or her appointment, and shall annually complete such a statement at the July regular meeting of the Board. The Board will provide the conflict-of-interest statement(s) to its sponsor.

Section 2. Selection, Award and Administration of Contracts: No member of the Board of Directors, employee, or officer of the Corporation shall participate in selecting, awarding or administering a contract if a conflict of interest exists. Violation of this prohibition shall render the contract void.

Section 3. Authorizer Ineligibility: Any employee, agent, or Board member of the authorizer who participates in the initial review, approval, ongoing oversight, evaluation, or the charter renewal or nonrenewal process or decision is ineligible to serve on the Board of Directors of a school chartered by that authorizer.

Section 4. Teacher Compensation: The conflict of interest provisions under this subdivision do not apply to compensation paid to a teacher employed as a teacher by the charter school when the teacher also serves on the charter school Board of Directors.

ARTICLE VI OFFICERS OF THE BOARD

Section 1. Number: There shall be three (3) Officers of the Board, consisting of the Board Chair, Treasurer, Secretary and such other officers as the Board of Directors shall determine from time to time.

Section 2. Election: The Board shall elect Officers as their first item of business at their first meeting after the Board takes office in July. The prior year's Board Chair or her/his designee shall preside over the meeting until the new slate of officers is elected. The Officers of the Board shall be elected for a one (1) year term or until the election of successors.

Section 3. Vacancies: A vacancy in any Office of this Corporation shall be filled for the unexpired portion of the term by appointment of a successor by the Board of Directors following an affirmative vote by the majority.

Section 4. Duties:

- a. Board Chair shall be the Principal Officer for the Corporation. S/he shall:
 - Perform such duties and exercise such powers as are necessary or incident to the

- supervision and management of the business and affairs of the Corporation, except in those instances in which the authority to execute is expressly delegated to another officer;
- Sign and deliver, in the name of the Corporation, all deeds, mortgages, bonds, contracts or other instruments requiring an officer's signature, except in those instances in which the authority to execute is expressly delegated to another officer;
 - Set the agenda for Board meetings, after consultation with Officers of the Board and the senior and/or associate lead teachers.
 - Convene regularly scheduled Board meetings;
 - Preside at all meetings of the Board of Directors;
 - Represent the Corporation to the public; and
 - Have such other powers as may be prescribed from time to time by the Board of Directors.
- b. Treasurer shall be the Financial Officer for the Corporation. S / h e s hall:
- Ensure accurate accounting of all monies of the Corporation received or disbursed;
 - Oversee the deposit of monies, drafts and checks in the name of, and to the credit of, the Corporation in such banks and depositories as the Board of Directors shall from time to time designate;
 - Communicate in an accurate and timely manner with the firm or person contracted to provide financial services to the Corporation;
 - Oversee the payment of the obligations of the Corporation as approved by the Board of Directors;
 - At each Board meeting, render to the Board Chair, the Board of Directors, and the public, whenever required, an account of all transactions and of the financial condition of the Corporation;
 - Chair the Finance Committee, assist in the preparation of the budget, provide all necessary documents to the auditor; and
 - Perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors or by the Board Chair.
- c. Secretary shall be responsible for keeping the records of the Board of Directors. S/he shall:
- Attend all meetings of the Board of Directors;
 - Ensure the taking of minutes at all Board meetings and the distribution of meeting announcements, minutes and agenda to each board member and the school's authorizer;
 - Ensure that all votes taken by the Board are kept in a journal designated for that purpose;
 - Preserve all documents and records belonging to the Corporation;
 - Maintain a list of all Directors and term of office;
 - Give or cause to be given notice of all meetings of the members and all meetings of the Board of Directors and committees;

- Perform such other duties as may from time to time be prescribed by the Board of Directors or the Board Chair.

Section 5. Management and Administrative Employees: The School Board may have such management and administrative employees as the Board of Directors seems necessary subject to limitations that may be imposed by Minn. Stat. § 124D.10. Such employees shall be appointed in a manner, have the duties and responsibilities and hold their positions for the time prescribed by the Board of Directors.

Section 6. Compensation: The employees of the School may be paid such reasonable compensation, if any, for their services rendered to the School Board in such capacity, and may be reimbursed for reasonable out-of-pocket expenses, as the Board of Directors from time to time determines to be directly in furtherance of the purposes and in the best interests of the School.

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

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

ARTICLE VII DISSOLUTION AND DISTRIBUTION OF ASSETS

Section 1. Right to Cease Operations and Distribute Assets: The Board of Directors may resolve that the Corporation cease operations and voluntarily dissolve upon a two-thirds (2/3) vote of all Directors. Such resolution shall set forth the proposed dissolution and direct designated Officers of the Corporation to perform all acts necessary to effect dissolution. Written notice as required by these Bylaws will state that the purpose of the meeting shall be to vote upon the dissolution of the Corporation. A resolution to dissolve the Corporation shall be approved only upon the affirmative vote of two-thirds (2/3) of the Board of Directors of the Corporation taken at a meeting in which the resolution is brought before the public. If such cessation and distribution is called for, the Board of Directors shall set a date for commencement of the distribution.

Section 2. Loss of charter: If the Corporation loses its charter, the Corporation must dissolve and distribute its assets in accordance with Minnesota Charter School Law.

Section 3. Cessation and Distribution When cessation of operations and distribution has been called for, the Board of Directors and the designated officers shall cause the Corporation to discontinue its regular business activities and operations as soon as practicable, and shall liquidate and distribute all the Corporation's assets to other entities in accordance with Minnesota Charter School Law.

ARTICLE VIII INDEMNIFICATION

Section 1. Indemnification: Except as provided in the Minn. Stat. § 125E.01 subd. 4a, each Director, Officer and employee of the Corporation, past or present, and each person who serves or may have served at the request of the Corporation 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 the Corporation in accordance with, and to the fullest extent permitted by Minn. Stat. § 317A.S21. The Corporation shall not be obligated to indemnify any other person or entity, except to the extent such obligation shall be specifically approved by resolution of the Board of Directors. The Corporation shall have the power to advance such person's expenses incurred in defending any such proceeding to the maximum extent permitted by law. This Section is and shall be 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: The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee of the Corporation, against liability asserted against and incurred by such person in his or her official capacity, or arising out of his or her status.

ARTICLE IX AMENDMENTS

These Bylaws may be amended, altered or repealed and new Bylaws adopted upon a two-thirds (2/3) majority vote of the Board of Directors at the meeting after the one at which the proposed changes were presented, read, and discussed. Updated Bylaws (as amended must be forwarded to ACNW within 20 days and upon written acceptance from ACNW shall become an amendment to Exhibit C (charter school bylaws).

CERTIFICATE

The undersigned Chair of the Board of Directors of Natural Science Academy, a Minnesota nonprofit corporation, does hereby certify that the foregoing Bylaws, as revised on were approved by two-thirds (2/3) vote of the Board of Directors present at the December 13, 2016 Board meeting, and are the Bylaws adopted for the Corporation.

Signature: *Laura H. Duffey*

Name: Laura Duffey