

Bylaws of
Star of the North Academy

Article I - Name and Purpose

Section 1.1 - Name: The name of the organization shall be Star of the North Academy (hereinafter “Corporation” or “SNA”). It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 1.2 - Purpose: SNA is organized exclusively for educational purposes. Specifically, it is organized to provide a public Charter School.

Section 1.3 - Statute: The Corporation shall operate in accordance with Minnesota Charter School Law, MS 124E.10.

Article II - Membership

Section 2.1 - Membership: The Corporation shall have no members. The Board of Directors (hereinafter “Board”) shall have all powers and duties for the conduct of the activities of the Corporation.

Article III - Board of Directors

Section 3.1 - Board role, size, and compensation: The Board is responsible for overall policy and direction of the Charter School, and delegates responsibility of day-to-day operations to the school staff and committees. The Board shall have not less than five (5) and not more than eleven (11) members. The Executive Director shall be an ex-officio (non-voting) member of the Board. The Board receives no compensation other than reasonable expenses. The Corporation shall carry liability insurance covering the Board Directors and Board officers of the Corporation.

Section 3.2 - Responsibility: The Board shall carry out their responsibilities in accordance with MS 124E. 12, Subd. 1, such as ensuring fair employment practices and other matters related to the oversight and governance of the school: including budgeting, curriculum and operating procedures.

Section 3.2 - Terms: Each Board Director can serve up to three terms, with the possibility of renewal for additional terms based on need. From the date of the latest approval of the bylaws, all Board Directors shall serve four-year terms/based on need, with board members’ terms beginning on July 1 and ending on June 30. Vacancies will be filled for the duration of the remaining term.

Section 3.3 - Board Makeup: The Board makeup shall be in accordance with MS Chapter 124E.07 Subd. 3, such that the Board shall be composed of at least 5 nonrelated members and include:

A. At least one licensed teacher employed at the school or a licensed teacher providing instruction under contract between the charter school and a cooperative.

To serve as a licensed teacher on a charter school board, an individual must: 1. be employed by the school or provide at least 720 hours of service under a contract between the charter school and a teacher cooperative;

2. be a qualified teachers as defined under section 122A.06, either serving as a teacher of record in a field in which the individual has a field license, or providing services to students the individual is licensed to provide; and

3. not serve in an administrative or supervisory capacity for more than 240 hours in a school calendar year.

B. At least one parent or legal guardian of a student enrolled in the charter school who is not an employee of the charter school.

C. An interested community member who is not employed by the charter school and who does not have a child enrolled in the school.

D. Two or three interested candidates with a reasonable experience in charter school Finance, governance, or employment from any of the above three categories (3.3A, 3.3B, and 3.3D).

E. Board structure / Makeup must be non-majority.

The board may change its governance structure only:

1. by a majority vote of the board of directors;
2. by a majority vote of the licensed teachers employed by the school as teachers who provide instruction to students, including licensed teachers providing instruction under a contract between the school and a cooperative; and
3. with the authorizer's approval.

Any change in board governance structure must conform with the board composition of no majority.

Section 3.4 - Board Elections: All elections shall comply with MS Chapter 124E.07 Subd. 5. Staff members employed at the school, including teachers providing instruction under a contract with a cooperative, members of the board of directors, and all parents or legal guardians of children enrolled in the school are the voters eligible to elect the members of the school's board of directors. At least 30 days prior to the election, eligible voters will be notified of the next Board election, the number of positions open, the eligibility requirements and the application procedure. Whenever notice to eligible voters is given, such notice shall be sufficient if given by the normal means of communicating with parents. SNA shall have no obligation to notify separately, parents who, through no action of SNA, lack access to or fail to receive such communications. The ultimate goal is the development of a Board that addresses the needs of the school and is also representative of the school's diversity. The Board may appoint an election committee. No election committee members shall be board candidates, spouses or relatives of board candidates, or current Directors running for re-election.

Section 3.5 - Meetings and notice: The Board shall meet every other month at an agreed upon time and place. All Board meetings shall comply with MS Chapter 13D (Open Meeting Laws). Notice of Board meetings shall be provided in accordance with MS Chapter 13D (Open Meeting Laws).

Section 3.6 - Quorum:

A meeting at which at least a majority of the members of the Board of Directors are 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 any such meeting, the director or directors present thereat shall have the power to adjourn the meeting and establish the time and place at which the meeting shall be continued when a quorum shall be present. Notification of the meeting shall be in accordance with the Open Meeting Law.

Section 3.7 - Officers and duties: The Board shall elect four officers of the Board each year. Officers shall consist of a Chair, Vice-Chair, Secretary, and Treasurer. The Chair and Treasurer positions shall not be elected from licensed teachers employed at the school. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair. The number of terms an individual may serve as an officer of the board is four terms.

Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings and shall set the agenda. The Chair shall also preside or arrange for other Directors of the Board to preside at each meeting in the following order: Vice-Chair, Secretary, and then Treasurer. At the direction of the Board, the Chair shall sign and deliver in the name of the Corporation, all deeds, mortgages, bonds, contracts or other instruments requiring an officer's signature, unless otherwise directed by the Board and shall have such other powers and perform such other duties as are prescribed by MS, Section 317A.305, Subd 2, and as the Board may from time to time prescribe.

The Vice-Chair shall chair committees on special subjects as designated by the Board. If the Chair is absent or unable to perform the Chair's duties the Vice-Chair shall perform the Chair's duties. And the Vice-Chair shall have such other power and perform such duties as the Board may from time to time prescribe.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board Director, and assuring that corporate records are maintained. And the Secretary shall have such other power and perform such duties as the Board may from time to time prescribe.

The Treasurer shall make a financial report at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board Directors and the public. And the Treasurer shall have such other power and perform such duties as the Board may from time to time prescribe.

Section 3.8 - Vacancies: When a vacancy on the Board exists mid-term, these vacancies will be

filled only to the end of the particular Board Director's term.

Section 3.9 - Resignation, termination, and absences: Resignation from the Board must be in writing and received by the Secretary. A Board Director shall be terminated from the Board due to more than two unexcused absences from Board meetings in a year. A Board Director may be removed for other reasons by a three-fourths (3/4) vote of the remaining Board Directors. The Board Director in question shall be absented from voting.

Section 3.10 - Regular meetings: The Board shall establish a schedule of regular meetings. Notice of these meetings must comply with MS Chapter 13D.04 Subd. 1.

Section 3.11 - Special meetings: Special meetings of the Board shall be called with a three day written notice upon the request of the chair, or one-third (1/3) of the Board. These must be conducted in accordance with MS Chapter 13D.04 Subd. 2.

Section 3.12 - Closed Meeting: All regular and special meetings of the Board shall be open to the public, except that, upon a vote of a majority of the Board Directors present, or as a predetermined agenda item, a closed session may be held to discuss confidential topics. These must be conducted in accordance with MS Chapter 13D.01 Subd. 6.

Section 3.13 - Emergency meetings: Emergency meetings of the Board shall be called via telephone upon the request of the chair, or one-third (1/3) of the Board. These must be conducted in accordance with MS Chapter 13D.04 Subd. 3. Emergency meetings under pandemic or declared emergency conditions may be conducted by telephone or other electronic means, in accordance with MS Chapter 13D.021.

Section 3.14 - Standard of Care:

A. Performance of Duties. Each Board Director shall perform all duties of a Board Director, including duties on any Board Committee, in good faith, in a manner the Board Director believes to be in the Corporation's best interest and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. **B. Reliance on Others.** In performing the duties of a Board Director, the Board Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data presented or prepared by:

1. One or more officers or employees of the Corporation whom the Board Director believes to be reliable and competent in the matters presented;
2. Legal counsel, independent accountants or other persons as to matters that the Board Director believes are within that person's professional or expert competence; or
3. A Board Committee on which the Board Director does not serve, as to matters within its designated authority, provided the Board Director believes the Board Committee merits confidence and the Board Director acts in good faith, after reasonable inquiry when the need is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

C. Investments. In investing and dealing with all assets held by the Corporation for investment, the Board shall exercise the standard of care described above and avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of Corporation's capital as an ordinary

prudent person in a like position would use under similar circumstances. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to the Corporation. All investments should be in accord with MS 118A.04 and 118A.05.

Article IV - Board Committees and Advisory Councils

Section 4.1 - Board committee formation: The Board may create Board Committees as deemed appropriate. Members of a committee need not be Board Directors and shall hold such office for a term of one year from their appointment or until their successors are appointed, whichever occurs first. The committees will have the authority as delegated to them by the Board. All Board committee meetings shall comply with MS Chapter 13D (Open Meeting Laws). The Board shall develop accountability and reporting standards for all Board Committees.

Section 4.2 - Procedure: All Board Committees, and each member thereof, will serve at the pleasure of the Board. The Board will have the power at any time to increase or decrease the number of members of any committee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence of any committee. Regular or special meetings of any Board committee will be held in the same manner provided in these Bylaws for regular or special meetings of the Board, and a majority of any Board committee will constitute a quorum at the meeting.

Section 4.3 - Advisory Council: The Board may create an advisory council, or other auxiliary groups as it deems appropriate, made up of advisors, to advise and support the Board. The chair of the advisory council may be designated as an ex-officio (non-voting) member of the board.

Article V - Executive Director and Staff

Section 5.1 - Executive Director: the Board hires The Executive Director. The Executive Director has day-to-day responsibilities for the Corporation, including carrying out the Corporation's goals and policies. The Executive Director will attend all Board meetings as an ex-officio (no vote) member of the Board, report on the progress of the Corporation, answer questions of the Board Directors, and carry out the duties described in the job description. The Board can designate other duties as necessary.

Article VI - Indemnification

Section 6.1 - Indemnification: Each Board Director, Board officer, and employee of the Corporation, past or present, each person who serves or may have served at the request of the Corporation as a Board Director, Board 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, MS, Section 317A.521. 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 **except as prohibited by 2024 Minnesota Statutes section 124E.07, subdivision 3(e)-(f) and any amendment thereto.** The Corporation shall have the power to advance to 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.

Article VII - Financial Matters

Section 7.1 - Fiscal Year: The fiscal year of the Corporation shall commence on July 1 of each year and end on June 30 of the following year.

Section 7.2 - Authorized Signatures: All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such person or persons and in such manner as shall from time to time be determined by the Board.

Section 7.3 - Deposits: All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may designate and shall be disbursed under such general rules and regulations as the Board may from time to time determine.

Section 7.4 - Financial Reporting: A summary report of the financial operations of the Corporation shall be made monthly to the Board.

Section 7.5 - Accounting System and Audit: The Board 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 the Corporation. The Board shall cause the records and books of accounts of the Corporation 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 7.6 - Conflict of Interest: Any Board Director, officer, employee, or Board Committee member having an interest in a contract, other transaction, or program presented to or discussed by the Board or Board Committee for authorization, approval, or ratification shall make a prompt, full, and frank disclosure of that interest to the Board. All contracts entered into by the Corporation, to the extent required by law, will be in compliance with MS 124E.14. **Section 7.7 -**

Documents Kept at Registered Office: The Board shall cause to be kept at the registered office of this Corporation originals or copies of:

- A. Records of all proceedings of the Board and all Board committees,
- B. Records of all votes and actions of the Annual Associates Meeting,
- C. All financial statements of this Corporation, and
- D. Articles of Incorporation and Bylaws of this Corporation and all amendments and restatements thereof.

Article VIII - Distribution of Assets

Section 8.1 - Disposal of Assets: The Corporation may not sell, lease, transfer, or dispose of all or substantially all its property and assets, including its good will, not in the usual and regular course of its activities, without the approval of three-fourths (3/4) vote of the Board.

Section 8.2 - Right to Cease Operations and Distribute Assets: By a three-fourths (3/4) vote of the Board, the Board may determine that the Corporation cease operations and voluntarily dissolve. Such determination shall set forth the proposed dissolution and direct designated officers of the Corporation to perform all acts necessary to effect dissolution. If such cessation and distribution is called for, the Board shall set a date for commencement of the distribution.

Section 8.3 - Cessation and Distribution: When cessation of operations and distribution of assets has been called for, the Board 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 MS, Section 317A.735 and in accordance with the Articles of Incorporation. Notice of intent to dissolve shall be filed with the Secretary of State, and notice shall be given to the Minnesota Attorney General, as required by MS Chapter 317A.

Article IX - Amendments

Section 9.1 - Amendments: These bylaws may be amended, when necessary, by a two-thirds (2/3) majority of the Board. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

Javed Mohammad
Board Chair
06/27/25