



## **BYLAWS**

# **Oshki Ogimaag Charter School**

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## BYLAWS OF Oshki Ogimaag Charter School

### ARTICLE I NAME AND PURPOSE

*Section 1. Name:* The name of the organization shall be **Oshki Ogimaag Charter School** (referred to herein as the “School” or the “Corporation”). It shall be a nonprofit organization incorporated under the laws of the State of Minnesota

*Section 2. Purpose:* **Oshki Ogimaag Charter School** has as its purpose education within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to, the establishment of a charter school under the laws of the State of Minnesota.

### ARTICLE II BOARD ELECTIONS

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

*Section 2. Board Elections:* 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 calendar year, December 31st.

*Section 3. Annual Meeting:* The Annual Meeting of the Corporation will be held on the 2<sup>nd</sup> Wednesday of December on a day that school is in session. 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.

### ARTICLE III BOARD OF DIRECTORS

*Section 1. Duties and General Powers:* At all times the Board of Directors (“Board”) shall only act to 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 and personal, and intellectual, received and acquired by the Corporation, and at all times work towards accomplishing its aforementioned mission. The Board of Directors shall have all the powers and duties necessary or appropriate to manage the affairs and business of Oshki Ogimaag Charter School so long as these actions are consistent with the Articles of Incorporation, these Bylaws, Minnesota Statutes Section 124E, 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 nine (9) directors. Each Director will serve a three (3) year term unless sooner terminated pursuant to Section 3 of Article III.



The Corporation's board must include at least

- (i) One licensed teacher employed at the school;
- (ii) At least one parent or guardian of a student enrolled at OOCS; and
- (iii) At least one interested community member who is not employed by the school and does not have a child enrolled at the school.

The chief financial officer and the chief administrator may only serve as ex-officio nonvoting board members. No charter school employees shall serve on the board other than teachers under clause (1). Contractors providing facilities, goods, or services to a charter school shall not serve on the board of directors of the charter school.

*Section 3. Election and Term of Office:* 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 January 1<sup>st</sup>. after the election. The election of the Board of Directors shall be in compliance with Section 124E of the Minnesota Charter School Law.

*Section 4. Nomination Process:* Candidates for Board positions must be presented to the Voting Membership through three procedures. (1) The Board presents a list of candidates with at least as many candidates as the number of open positions. This may be generated through a Nominating Committee or another Board process and printed on the ballot. (2) Candidates may be nominated by any voting Member, including the candidate, and printed on the ballot. (3) At each annual meeting, prior to the election, there will be three calls for nominations from the floor. The nominator may not be the candidate. If nomination(s) are received, and the candidate is present, and if the candidate accepts the nomination; the candidate's name shall be a 'write-in' candidate counted in the same fashion as others.

*Section 5. Resignation:* Any Director of the Corporation may resign at any time by giving written notice to the Board Chair or Secretary. 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 6. 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 unexcused absences, a Director will automatically be removed from the Board. An absence is considered excused when a Director gives notice of that absence to either the Board Chair or the Secretary prior to the beginning of the meeting, or is given permission within a reasonable time after the fact by the Board Chair or, in the case of the chairperson being absent, by a majority of the members.

*Section 7. Filling Vacancies.* Unless otherwise provided by Minnesota Statutes, Section 317A.227, vacancies on the Board of Directors caused by death, disqualification, resignation, disability, removal or such other cause shall be filled by appointment, at the next regular

meeting, 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 his successor has been duly elected and qualifies. The appointed Director may choose to run for election.

When a vacancy on the board exists mid-term, the Secretary must receive nominations for new members from present Board members in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at that regular Board meeting.

*Section 8. 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 Director or Directors who are present shall have the power to adjourn the meeting from time to time until a quorum shall be 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 9. 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 10. Compensation:* Members of the Board of Directors shall not receive compensation for their services as a director. However, the Directors of this Corporation may be reimbursed for reasonable out-of-pocket expenses incurred in performing Board-assigned responsibilities.

*Section 11. 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 technology or similar communications equipment in accordance with MN §13D.02

*Section 12. Meetings of the Board of Directors:* (1) Open Meeting -Meetings of the Board of Directors and all committees shall comply with the Minnesota Open Meeting Law, Minnesota Statutes Section 13D, as amended. (2) Place of Meetings- Board meetings may be held at the Corporation's principal office or at any other reasonably convenient place as the Board may designate. (3) Regular Meetings- Regular meetings shall be held each month at such times as are set on the school calendar adopted annually by the Board of Directors. A schedule shall be provided to each Director and be posted at the Corporation's principal office. (4) Annual Meeting- An annual meeting shall be held in December for the purpose of electing Directors, reviewing the By-Laws and WBWF. In addition to the schedule described above, a written notice of the date, time, place and purpose of the annual meeting shall be posted on the principal bulletin board, Corporation's community bulletin board and website at least 30 days in advance. (5) 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 upon



the request of two other Board of Directors. Written notice of the date, time, place and purpose of a special meeting shall be delivered to each Director, posted on the principal bulletin board of the Corporation, and on the Corporation's community bulletin board at least three days before the day on which the meeting is held.

#### **ARTICLE IV            OFFICERS OF THE BOARD**

*Section 1.        Number:* There shall be three (3) Officers of the Board, consisting of the Board Chair, Vice-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 January. 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;
- Help set the agenda for Board meetings, after consultation with Officers of the Board and School Principal;
- Convene regularly scheduled Board meetings;
- Preside at all meetings of the Board of Directors;
- Represent the Corporation to the public;
- Have such other powers as may be prescribed from time to time by the Board of Directors.

(b) Board Vice-Chair shall be in a supportive role to the Board Chair. S/He shall:

- In the absence of the Board Chair, exercise all functions of the Office of the Board Chair, and when so acting shall have all the powers of, and be subject to all restrictions upon, the Board Chair;
- Responsible for overseeing the nomination and election process for Board members.

(c) Treasurer shall be the Financial Officer for the Corporation. S/He shall

- Insure 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;
  - Have the care and custody of the Corporation's funds and securities;
  - 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;
  - 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.
- (d) Secretary shall be responsible for keeping the records of the Board of Directors. S/He shall
- Attend all meetings of the Board of Directors;
  - Insure the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member *and the school's authorizer*;
  - 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:* The Board has the power to appoint a Recording Secretary.

## **ARTICLE V            CONFLICT 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. Per MN 124E.14(b): The conflict of interest provisions under this section do not apply to compensation paid to a teacher employed as a teacher by the charter school or a teacher who provides instructional services to the charter school through a cooperative formed under chapter 308A when the teacher also serves on the charter school board of directors.



No member of the Board of Directors, employee, and officer of the Corporation shall participate in selecting, awarding or administering a contract if a conflict of interest exists

Each Director must complete a conflict-of-interest statement for review by the Board *at the January regular meeting or within thirty (30) days of his or her /appointment and shall annually complete such a statement at the January regular meeting of the Board.* The Board will provide the conflict-of-interest statement(s) to its authorizer.

## **ARTICLE V COMMITTEES**

*Section 1. Committee Formation:* 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. The Board has the power to designate standing committees, such as the Finance and Nominating committees.

*Section 2. 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 granted by the Board of Directors. The Board shall give the charge of purpose, membership, length of existence, the product, the terms under which the committee is accountable to the Board, and whether the reports are oral or written. 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.

*Section 3. Procedures for Conducting Meetings:* The activities of all committees of this Corporation shall be conducted as defined by the Board in the given charge. The Board Chair shall be an ex-officio member of all committees, unless s/he serves as a member of such committee. The meetings of all committees shall be open to attendance by all Directors, who may participate in any such meeting but may not vote unless the Director is a reported member of the committee.

*Section 4. Open Meeting Law:* All committees shall comply with the Open Meeting law. *Each Director must complete an Open meeting Law statement for review by the Board at the January regular meeting or within thirty (30) days of his or her appointment and shall annually complete such a statement at the January regular meeting of the Board.*

*Section 5. Limitation on Authority of Committees:* Each committee shall be under the direction and control of the Board 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 to all members of that committee as determined by the committee, or pursuant to Article II, Section 13 above.

## **ARTICLE VI INDEMNIFICATION**

*Section 1. Indemnification:* Except as provided in the Minnesota Statute Section 124E, 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 Minnesota Statutes, 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. 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. The Corporation shall not be obligated to indemnify a board member who has violated Minn. Stat. 124E.07 subd. 3(b)."

*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 VII FINANCIAL MATTERS**

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

*Section 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 of Directors.

*Section 3. Deposits:* All funds of the Corporation shall be deposited to the credit of the Corporation in insured accounts at such banks, trust companies or other depositories as the Board of Directors shall designate and shall be disbursed under such general rules and regulations as the Board of Directors may from time to time determine.

*Section 4. Documents Kept at Registered Office:* The Secretary of the Board of Directors shall maintain the current records of the Corporation and cause them to be at the registered office of the Corporation, including originals or copies of:



- Approved minutes and records of all proceedings of the Board of Directors and all committees; Records of all votes and actions of the members;
- All financial statements of this Corporation; and
- Articles of Incorporation and Bylaws of this Corporation and all amendments and restatements thereof.
- All taxation records and documents.

Documents of the Corporation will be preserved and disposed of according to Minnesota Statutes, Section 138.163.

**Section 5. Accounting System and Audit:** The Board of Directors shall establish and maintain, 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 account 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.

## **ARTICLE VIII AMENDMENTS**

*Section 1.* The governance model as set forth in these Bylaws and/or otherwise required by law may be changed only by or with: a) a majority vote of the Board of Directors; b) majority vote of the licensed teachers employed by OOCS as teachers, including licensed teachers providing instruction under a contract between OOCS and a cooperative; and c) approve of OOCS' authorizer.

*Section 2.* Any change in Board governance shall conform to the board structure set forth in Minnesota Statutes 124E.07 subdivision 4, as amended.

## **ARTICLE IX CORPORATION 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 affect 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 a 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.

## **CERTIFICATE**

The undersigned Chair of the Board of Directors of Oshki Ogimaag Charter School, a Minnesota nonprofit corporation, does hereby certify that the foregoing Bylaws, Officially Approved May 18, 2023.

Signature: Patricia Winchell-Dahl  
Name: Patricia Winchell-Dahl  
Date: 5-18-2023