

Oshki Ogimaag Charter School

By-Laws of the Corporation

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ARTICLE I: PURPOSE, AND OFFICE

Section 1 – Purpose: The purpose of this Corporation, To provide children in grades K-6 with a free, public, education emphasizing academic excellence, Ojibwe language and culture, environmental preservation, technological proficiency, community involvement and hands on learning.

Section 2 – Office: The registered office of Oshki Ogimaag in Minnesota is 72 Upper Road ,Grand Portage, Minnesota 55605. The Corporation may have such other offices within the State of Minnesota as the Board of Directors may determine. The registered office may be, but need not be, identical with the principal office in the State of Minnesota.

ARTICLE II: MEMBERSHIP

Section 1 – Voting Membership: There shall be at least three voting membership designations. These three designated member categories shall be: 1). “Enrollee Members,” 2). “Employee Members,” and 3). “Community Members.” An individual may serve in only one designation for the purposes of voting membership participation in the Corporation. One person may have no more than one vote on membership matters. The Board of Directors may from time to time create additional designations of voting membership. The Board of Directors may make recommendations to the voting membership to eliminate on of the three designated member categories; but the decision to eliminate a category shall be business of the voting membership. All designations of voting membership shall be within the one class called Voting Membership.

Section 2 – Voting Membership Criteria: Membership criteria for the three designations of voting membership are as follows: 1). Enrollment of a child in the school shall qualify the parent(s) or legal guardian(s) of such child for membership during the child’s enrollment. 2). Paid employment by the corporation shall qualify the employee for membership during the term of their employment. 3). Volunteer service of 20 hours of work for the Corporation shall qualify that person as a “Community Member” for one year after a

recognition of membership action (indicating expiration date in twelve months) by the Board of Directors. Members shall not be required to pay a membership fee or annual dues. Members may resign at any time without the approval of the Board.

Section 3 – Non-voting Membership: The Board of Directors may at any time add membership classes that are non-voting.

ARTICLE III: MEETINGS OF THE MEMBERSHIP

Section 1 - Annual Meeting of the Membership: The annual meeting of the membership shall be held at such time and location as determined by the Board, but sometime between September 1 and May 31 of each calendar year. The 1st annual meeting of the membership shall be in the month of October 2008. The agenda shall include; in addition to information to be provided, membership business to be conducted, and celebrations to take place, a discussion of the Open Meeting Law, an overview of these Bylaws and a thorough description of the election process (which begins at the second annual meeting). Notice of the annual meeting of the members of the Corporation shall be by newsletter or other postal service mailed first class at least thirty (30) days prior to the meeting date, and/ or published on the school's official web site calendar thirty (30) days prior to the meeting date. Such notice shall contain the date, time and place of the meeting.

Section 2 - Special Meeting of the Membership: A special meeting of the membership may be called at any time by a majority vote of the Board of Directors or by a petition of 20% or more of the Voting Membership. Notification of a special meeting of the membership shall be no fewer than ten (10) days before the meeting by newsletter and/ or by first class postal service mailed twelve (12) days prior to the date of the meeting. Such notice shall contain the date, time, place and purpose(s) of the meeting. Only subjects listed on the agenda shall be acted upon at the meeting.

Section 3 – Quorum: For any annual or special meeting, the presence of 20% of the total number of voting members shall constitute a quorum.

Section 4 – Voting: At each meeting of the membership, each parent or legal guardian with at least one student attending the school, each employee, and each community member who has a current recognition of membership action taken by the Board shall be entitled to one vote. The affirmative vote of a majority of a quorum of voting members shall constitute a duly authorized action of the membership.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. General Powers. The affairs of Oshki Ogimaag Charter School shall be governed by the Board of Directors (Board). The Board is responsible for the overall policy and direction of the school. The Board may adopt such policies, and take actions provided such policies and actions are not inconsistent with the Articles of Incorporation, these Bylaws, and other relevant laws. The Board may establish one or more Committees having such powers and authority as are delegated to it by the Board.

Section 2 – Board Size & Tenure: The Board of Directors (Board) shall consist of five members each holding a seat on the Board. At the completion of the 2nd annual meeting, 2 members of the Board seats will be filled following an election by the Voting Membership. At completion of the 3rd annual meeting 4 members of the Board seats will be filled following an election by the Voting Membership. All Board members shall be elected members and assigned to seats by the completion of the 4th annual meeting following an election by the Voting Membership . In the case of resignation or removal prior to completion of the term of the seat, some members will be elected to seats consisting of less than a three year term.

Section 3 – Participation on the Board of Directors: The Board of Directors shall determine what are the participation categories of people (background, representations, skills, etc.) that are desirable and/or needed on the Board of Directors in the best interests of the Corporation. The purpose of this provision is to establish the strongest possible governance capacity for the Corporation. This

study must be done prior to the 2nd annual meeting of the Corporation. The Board shall propose Board participation categories and at what proportion on the Board for membership action at the 2nd annual meeting of the Corporation. Following the action(s) taken by the membership at the 2nd annual meeting, the Board will take appropriate action on a timely basis to prepare for the 3rd annual meeting to be consistent with the membership action(s) including, if needed, making application to the Commissioner of the Minnesota Department of Education for a waiver of a provision in Minnesota Statute 124D.10 Subd.4(c) that requires teachers teaching at the school to hold a majority of the seats on the Board.

Section 4 – Board of Directors - Election: An election of directors to fill vacant positions or to succeed directors whose terms are expiring shall occur at each annual meeting of members. Directors shall be elected or re-elected by a simple majority of Voting Members attending the annual meeting. A vacancy occurring on the Board during the year, by means of resignation or removal of a director, may be appointed to the seat by the remaining directors and may serve only until the next annual meeting of members.

Section 5 – Board of Directors - Election Procedures: Candidates for Board positions must be presented to the Voting Membership through three procedures. 1) The Board presents a list of candidates at with least one more candidate than number of open positions. This may generated through a Nominating Committee or another Board process and printed on the ballot. 2). Candidates may be nominated by any two Voting Members, including the candidate, and printed on the ballot. 3). At each annual meeting, prior to an election, there will be three (3) 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 candidates name shall be a ‘write in’ candidate counted in the same fashion as others.

Section 6 – Board of Directors Meetings and Notice: Meetings of the Board of Directors of Oshki Ogimaag Charter School shall be noticed and conducted in accordance with Minnesota Statutes Chapter 13D, the Open Meeting Law. The board shall meet regularly at such times and places as the board may determine. Special meetings may be called by the Board Chair or any three directors.

Section 7 – Participation Without Physical Presence: At any meeting of the Board of Directors, a member shall be considered present if such member may hear and be heard by all other members participating in the meeting and public members also in attendance at the meeting. In case this provision of the Bylaws is determined to be in violation of law, the provision will be determined for the time being to be not in force. Restatement: meetings of the Board of Directors of Oshki Ogimaag Charter School shall be conducted in accordance with Minnesota Statutes Chapter 13D, the Open Meeting Law.

Section 8 - Quorum and Voting: A quorum shall consist of a majority of the directors. A majority vote of the directors present shall decide all questions except where a greater vote is requirement is required by these Bylaws.

Section 9 - Resignation and Removal: Directors may resign at any time, effective immediately or at a specified later date, by giving notice to the Board Chair. The acceptance of such resignation shall not be necessary to make it effective. A board member may be removed at any time, with or without cause, by a three-fourths majority of the directors. Failure to attend four (4) consecutive meetings shall be deemed a resignation, unless a decision is made at the 4th missed meeting by a majority of Board members to override the resignation due to failure to attend.

Section 10 – Compensation: Board members may not receive compensation, but may be reimbursed for reasonable out-of-pocket expenses incurred by them in rendering services to this corporation, as the board from time to time determines such services to be directly in furtherance of the purposes and in the best interest of the corporation.

Section 11 - Conflict of Interest: The purpose of this policy is to observe Minnesota Statutes, Section 124D.10,subd.4a regarding conflict of interest for Oshki Ogimaag Charter School Board members so that charter school business activities avoid any conflict of interest or the appearance of impropriety.

It is the policy of the Oshki Ogimaag Charter School Board of Directors to conform to statutory conflict of interest laws and, in addition, act in a manner that will avoid any conflict of interest or the appearance thereof.

Each director must complete a conflict-of interest statement for review by the Board's Sponsor within thirty (30) days of his or her election, and shall annually complete such a statement on the anniversary of his or her election or on such an annual date that the Board may select.

- A. Conflict of Interest Policy Regarding Local Tribal Government. If any member of the Board of Directors is a member of the Tribal Council, then that individual or individuals shall reclude themselves from any deliberations on a potential contract arrangement between the Grand Portage Band of Lake Superior Chippewa and the school. Reclude is defined as leaving the room for the discussion and voting with the minutes clearly reflecting this requirement. The Grand Portage Band of Lake Superior Chippewa is a Sovereign Tribal Government as recognized by Minnesota State Law and is neither a for-profit nor a non-profit entity under federal law.
- B. Conflict of Interest Policy-for-Profit. An individual is prohibited from serving as a member of a charter school board of directors if the individual, an immediate family member, or the individual's partner is an owner, an employee or agent of or a contractor with a for-profit entity with whom the charter school contracts, directly or indirectly, for professional services, goods, or facilities. A member of the board who violates this prohibition shall be individually liable to the school for any damage caused by the violation.
- C. Conflict of Interest Policy-not-for-Profit. An individual is prohibited from serving as a member of a charter school board of directors if the individual, an immediate family member, or the individual's partner is an owner, an employee or agent of or a contractor with a not-for-profit entity with whom the charter school contracts, directly or indirectly, for professional services, goods, or facilities. A member of the board who violates this prohibition shall be

individually liable to the school for any damage caused by the violation.

- D. Conflict of Interest Policy-Contract or Transaction. Notwithstanding C above, neither the Board nor the Corporation shall enter into any contract or transaction with (i) one or more of its directors, (ii) a director of a related for-profit or non-profit organization, or (iii) an for-profit or non-profit organization in or of which a director of the organization is a director, officer, or legal representative, employee, or in some other way has a material financial interest unless of all of the following criteria are met, in addition to B above: (1) The contract or transaction is fair and reasonable; (2) that interest is fully disclosed to all the Board's directors; (3) the Board approves, authorizes or ratifies the action in good faith and within Minn. Stat. 124D.10; and (4) the approval is by unanimous decision of the Board, with the interested party abstaining from a vote.
- E. Conflict of Interest Policy-Vote at Board Meeting. The interested director may be present at the Board meeting to answer questions, but may not advocate for the action to be taken and shall leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that requirement.
- F. Teacher Exclusion. The Oshki Ogimaag Charter School Board member conflict of interest provisions do not apply to a teacher employed by the Oshki Ogimaag or to a teacher contracted through a cooperative formed under Minnesota Statutes, Chapter 308A when the teacher also serves on the Oshki Ogimaag School Board of directors. This exclusion only applies to services rendered as a teacher.

Minnesota Statutes, Section 124D.10, Subd. 4a Conflict of interest. A member of a charter school board of directors is prohibited from serving as a member of the board of directors or as an employee or agent of or a contractor with a for-profit entity with whom the charter school contracts, directly or indirectly, for professional services, goods, or facilities. A violation of this prohibition renders a contract voidable at the option of the commissioner. A member of a charter school board of directors who violates this prohibition shall be individually liable to the charter school for any damage caused by the violation. An individual may serve as a member of the board of directors if no conflict of interest under paragraph (a) exists. A member of a charter school board of directors that serves as a member of the board of directors or as an employee or agent of or a contractor with a nonprofit entity with whom the charter school contracts, directly or indirectly, for professional services, goods, or facilities, must disclose all potential conflicts to the

commissioner. The conflict of interest provisions under this subdivision do not apply to compensation paid to a teacher employed by the charter school who also serves as a member of the board of directors. The conflict of interest provisions under this subdivision do not apply to a teacher who provides services to a charter school through a cooperative formed under chapter 308A when the teacher also serves on the charter school board of directors. The conflict of interest provisions under this subdivision do not apply to compensation paid to a teacher employed by the charter school who also serves as a member of the board of directors. The conflict of interest provisions under this subdivision do not apply to a teacher who provides services to a charter school through a cooperative formed under chapter 308A when the teacher also serves on the charter school board of directors.

ARTICLE V: BOARD OFFICERS AND DUTIES

Section 1 – Number and Election: The officers of the corporation shall be elected for one (1) year terms by the Board, and shall consist of a Board Chair, Vice Chair, Treasurer, and Secretary and such other officers as the board shall determine from time to time.

Section 2 – Vacancies: A vacancy in any office of this corporation 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.

Section 3 - Board Chair: The Board Chair shall act as President of the Corporation, and shall preside at all meetings of the Board of Directors. He or she shall sign and deliver, in the name of the corporation, all documents requiring an officer's signature on behalf of the corporation, and shall have such other duties as the board may from time to time prescribe.

Section 4 – Vice Chair: In the absence of the Chair the Vice Chair shall act as Board Chair.

Section 5 - Treasurer: The Treasurer shall be responsible for ensuring accurate maintenance of financial records for this corporation and safeguarding the assets of this corporation. He or she shall present a report of this corporation's financial transactions and status to the Board of Directors at its annual meeting, and shall from time to time make such other reports to the Board of Directors as it may require. The Treasurer shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

Section 6 – Secretary: The Secretary shall be responsible for maintaining the records of all Board Meeting minutes, and such other legal documents and records necessary for and belonging to the Corporation. The Secretary shall perform such other duties as may be assigned to him or her from time to time 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 three fourths majority of directors of the board 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 VI: INDEMNIFICATION

Section 1 – Indemnification: Each Board Member, 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. 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 may purchase insurance on behalf of any person who is or was a Board member, officer, employee or agent of the Corporation, 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 under Minnesota Statutes, Section 317A.521, the Articles of Incorporation or these Bylaws.

ARTICLE VII: FINANCIAL MATTERS AND RECORDS

Section 1 – Contracts: The Board 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 or these Bylaws, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or to render it financially 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 the corporation unless specifically authorized by the Board.

Section 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 4 - Documents Kept at Main Office: The Board shall cause to be kept at the Main office of this corporation originals or copies of:

- (a) Approved minutes and records of all proceedings of the Board.
- (b) Records of all votes and actions of the members;
- (c) Annual audited financial statements of this corporation; and
- (d) Articles of Incorporation and Bylaws of this corporation and all amendments and restatements thereof;

(e) Copies of the corporation's application for and approval of tax-exempt status (Form 1023) and Forms 990 for the current year and the preceding two years.

Inspection and provision of copies of these documents shall be as provided by Minnesota Statutes Chapter 317A and relevant state and federal law.

Section 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 account of the corporation to be audited at least once each fiscal year and at such other times as it may seem necessary or appropriate, and may retain such person or firm for such purposes as it may deem appropriate.

ARTICLE VIII: AMENDMENTS

A majority vote of the voting membership is needed to adopt, amend and repeal these Bylaws. All amendments must be legal and legally established as set forth in Minnesota Statutes, Section 317A.181, Subd. 2(b).

ARTICLE IX: ARTICLE 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 the Corporation cease operations and voluntarily dissolve. Such resolution shall set forth the proposed dissolution and direct designated officers of the Corporation to perform all acts necessary to effect dissolution. A resolution to dissolve the Corporation shall be approved only upon the affirmative vote of a two-thirds (2/3) of a quorum of Voting members of the Corporation taken at a meeting during which the resolution is brought before the voting members. If such cessation and distribution is called for, the Board shall set a date for commencement of the distribution.

Section 2. 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 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, and notice shall be given to the Minnesota Attorney General, as required by Minnesota Statutes, Chapter 317A.