

**REVISED BY-LAWS
OF
NASHA SHKOLA**

A Minnesota Nonprofit Corporation

**ARTICLE I
PURPOSE**

The objects and purposes of the Corporation are as stated in its Articles of Incorporation

**ARTICLE II
OFFICES**

Registered Office. The address of the registered office of the Corporation is 1219 S. Cleveland Ave. St. Paul, 55116.

Other Offices. The Corporation may have such other offices within the State of Minnesota as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The School Operated by the Corporation. The Corporation has been organized to operate a charter school, as defined by Minnesota Statutes Section 124D.10 (the “Statute”) under, the name “**Nasha Shkola**”. References herein to **Nasha Shkola** or the “School” shall refer to the Corporation.

**ARTICLE III
BOARD OF DIRECTORS POWERS, MEMBERSHIP CRITERIA, TERMS AND ELECTION**

A. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Except as limited by the Articles of Incorporation, these Bylaws, Minn. Stat. 124D.10, and by law, the Board of Directors shall have the power, responsibility and authority to do all acts and perform all functions that the Corporation may do or perform.

B. Board of Directors – Number.

The board shall consist of at least five and not more than nine non-related members. At each annual meeting the Board will designate how many members shall sit on the Board for the ensuing academic year. The Director, CEO, Principal and/or the Chief Financial Officer shall not be a voting member of the Board.

C. Board Membership Criteria.

1. For as long as required by Minnesota law, the ongoing Board of Directors shall be comprised of at least one Minnesota licensed teacher employed at the school and providing classroom instruction, at least one parent/legal guardian of a child enrolled at the school, and at least one community member who is neither employed at the school nor has a child enrolled at the school.

2. A teacher employed at the school who is also a parent of a child enrolled at the school is eligible for a teacher-designated Director position and is ineligible for a parent-designated Director position.
3. A person who fills a community member-designated Director position and who, during his or her Board term, becomes employed at the school or a parent of a child enrolled at the school shall be deemed ineligible to serve on the Board as of the date of such employment or enrollment unless elected as a regular Board member.
4. A parent who fills a parent-designated Director position and whose child is unenrolled from the school during his or her term shall be deemed ineligible to serve on the Board as of the date of such unenrollment.
5. A parent Director may not be an employee of the school, per Minn. Stat. §124D.10 subd. 4(g).

- D. Elections. The Board shall notify eligible voters of the school board election dates at least 30 days before the election. Board elections shall be held during the school year but may not be conducted on days when the school is closed for holidays or vacations. Each Board employee shall have one vote. Each student’s mother and father or legal custodians have one vote with a maximum of two votes per family. Board members who are not employees of the school shall also each have one vote.
- E. Governance model. The board governance model can be changed only as outlined in these bylaws, MN Statute, a majority vote of all the teachers employed by the school and the existing board of directors and additionally meet with the authorizer’s approval.
- F. Resignation. Directors may resign at any time, effective immediately or at a specified later date, by giving written notice to the Board President or the Secretary of the Corporation and shall be effective at the time specified therein, or if no time is specified, at the time of its receipt by the President or Secretary. The acceptance of such resignation shall not be necessary to make it effective. A director may be removed at any time, by a two-thirds (2/3) majority vote of all remaining directors of the Corporation.
- G. 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 end of the term of the vacancy.
- H. Director terms. Starting in 2014-2015, Directors to be elected shall be based on the following terms:

Nasha Shkola Election Terms for Board of Directors #						
Board Member	Election Year	2018	2019	2020	2021	2022
	2017					

A Teacher 3 year term			X 3 yrs			X 3 yrs
B Teacher 2 year term until 2018, thereafter 3 year term		X 3 yrs			X 3 yrs	
C Teacher 1 year term until 2017, thereafter 3 year term	X 3 yrs			X 3 yrs		
D Community member 3 year term			X 3 yrs			X 3 yrs
E Community member 2 year term until 2018, thereafter 3 year term		X 3 yrs			X 3 yrs	
F Community member 1 year term until 2017, thereafter 3 year term	X 3 yrs			X 3 yrs		
G Parent 3 year term			X 3 yrs			X 3 yrs
H Parent 2 year term until 2018, thereafter 3 year term		X 3 yrs			X 3 yrs	
I Parent 1 year term until 2017, thereafter 3 year term	X 3 yrs			X 3 yrs		

After the expiration of the terms described above, each Director shall hold office for a three (3) 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 this Corporation.

At no time shall Directors terms be such that a majority of the members are elected at any single annual meeting (except such time when, in addition to electing directors for additional terms, there is also an election to fill a position for the remaining term of a Director who cannot fulfill that term).

ARTICLE IV

ANNUAL MEETING

- A. Annual Meeting. An annual meeting of the members of the Corporation shall be held annually prior to the end of the school year while school is still in session at such time and location as determined by the Board of Directors, but in no event later than the last day of school of the school year during which the Corporation is in existence. The meeting shall be public under the Minnesota Open Meeting Law (Mn. Stat. 13D.01 et seq). Notification shall be by newsletter, e-mail or other postal service mailed first class not later than thirty (30) days prior to the meeting date. Such notice shall contain the date, time and place of the meeting.
- B. Purpose.The purpose of the annual meeting shall be the election of the Board of Directors for the corporation and other activities deemed appropriate by the Board of Directors including the election of officers to the Board, establishing committees and membership and establishing the meeting dates for regular meetings.
- C. Quorum. For any annual meeting, ten (10) percent of the total number of eligible voting members shall constitute a quorum. Eligible members shall consist of:
- a) All staff members employed at the school;
 - b) All parents or legal guardians of students currently enrolled and attending the school; and
 - c) The current Board of Directors
- D. Voting. At the annual meeting of the membership, every voting member shall have one (1) vote. Members may vote in person only. The affirmative vote of a majority of a quorum of voting members shall constitute a duly authorized action of the membership.

ARTICLE V TYPES OF MEETINGS

- A. Regular Meetings. Regular meetings of the Board of Directors shall be held at least monthly as per a twelve month board approved meeting calendar. A notice of the meeting shall designate the time, place and date of such meeting and specify the proposed business to be transacted thereat. All meetings shall be public under the Minnesota Open Meeting Law (Mn. Stat. 13d.01 et seq).
- B. 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 written request of one-third (1/3) of the members of the Board. Notice of every special meeting of the Board of Directors shall be mailed to each director at least three (3) days before the day on which the meeting is to be held, or be delivered in person or by telephone or by email with confirmation of receipt, not later than twenty-four (24) hours before the meeting is to be held. The Board shall also cause to be posted written notice of the date, time, place, and purpose of the meeting on the principal bulletin board of the public body, or if the public body has no principal bulletin board, on the door of its usual meeting room.

C. Emergency Meetings:

1. An emergency meeting may be called because of circumstances that, in the judgment of the Board, require immediate consideration by the charter board. Under such circumstances, the cause must be clearly identified in the agenda, and notification must be given to all board members by telephone, email or by any other method used to notify board members. The notice must include the subject of the meeting.
2. Posted or published notice of an emergency meeting is not required.
3. The Board shall make good faith efforts to provide notice of the meeting to each news medium that has filed a written request for notice if the request includes the news medium's telephone number. Such notice shall be provided as soon as reasonably practicable after notice has been given to the Board members.

D. Closed Meetings: From time to time, it may be necessary or legally required that the board choose to close a meeting. The closing of a board meeting must be according to MN State Statute 13D. Meetings may be closed by majority vote of members Meetings may be closed for discussion purposes only (no action [votes] may be conducted in a closed meeting) on such topics as labor negotiations, to consider allegations or charges against individuals, evaluation of an individual under the direct supervision of the board and other purposes if expressly authorized by Minnesota statute. A written roll of members and non-members present must be recorded and made public. With the excetion of meetings closed to discuss pending or threatened litigation, The meeting must be recorded and stored for at least two years and can be reviewed by the public. Any decisions arrived at in the closed session must be reported at the next public meeting.

ARTICLE VI

BOARD OF DIRECTOR MEETING PROCEDURES AND OPERATIONS

A. Quorum and Adjourned Meeting. 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 from time to time without notice other than announcement at the meeting, 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.

B.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 (one more than half) of a quorum of Board members shall constitute a duly authorized action of the Board.

C.Resignation and Removal. Directors may resign at any time, effective immediately or at a specified later date, by giving written notice to the Board Chair or the Secretary of the Corporation. 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 two-thirds (2/3) vote of a majority of all remaining directors of the Corporation. A Board member may be asked to resign with 3 or more unexcused absences within a year.

D.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 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 members, or until the date his successor has been duly elected and qualified, subject to his earlier death, disqualification, resignation or removal.

E.Compensation. Directors, as such, shall not receive stated salaries for their services. The directors of this Corporation may be reimbursed for reasonable out-of-pocket expenses incurred by them in rendering services to this Corporation, as the Board of Directors from time to time determines such services to be directly in furtherance of the purposes and in the best interest of the Corporation.

ARTICLE VII STANDING BOARD COMMITTEES

A. Standing 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. Committee members must be natural persons, but 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. The Board of Directors of the School have designated the following committees to Standing Committees of the Board: Executive - Legal/ Policy/Governance/Human Resources/ Personnel, Finance, Facilities, and Curriculum/Academic Accountability.

B. Executive - Legal/ Policy/Governance/Human Resources/Personnel; Duties:

1. Exercises fiduciary role to ensure that the charter school is properly managed.
2. Has a mechanism to validate information received from the executive director (administrator).
3. Maintains legal status; insures proper paperwork to the Minnesota Department of Education, other governmental agencies and to their authorizer.
4. Establishes mission and program direction for Nasha Shkola and approves goals and objectives designed to achieve those ends.
5. Reviews strategic plan and progress.
6. Work with the executive director in developing and administering a school evaluation plan in cooperation with the authorizer, the MDE and ultimately complete Nasha Shkola's Annual Report.
7. Establishes and communicates clear expectations of Board of education members.
8. Assures effective participation and carry out board and board member assessments.
9. Assure that all board members (new and incumbent) receive appropriate development training every year.
10. Defines and communicates the role of the Board and the role of the administrator in making decisions.
11. Assures appropriate involvement of Board members in Nasha Shkola decision-making.
12. Recommend committee chairs for all standing board committees.
13. Develop and adopt all written Nasha Shkola Board and School policies.

14. Responsible for reviewing and recommending revisions of board and school policies annually.
15. Responsible for reviewing and recommending revisions to the Articles of Incorporation.
16. Responsible for implementing the By Laws of Nasha Shkola.
17. Responsible for reviewing and recommending revisions to the By Laws.
18. Assist the Election committee in identifying potential Board of Education Candidates.
19. Exercise proper judgment in self-dealing transactions – avoidance of conflicts of interest.
20. Assist in the administration of the Board’s Conflict of Interest policy.
21. Hires Nasha Shkola Executive Director and evaluates the lead administrator’s performance.
22. Assist in the development of the evaluation process to be used in the executive director’s performance evaluation.
23. Work with the executive director in the development of personnel policies.
24. Approve the staff and teacher recruitment and hiring process.
25. Make recommendations for personnel policy changes.
26. Approve the executive director’s recommendations for staffing.
27. Assist in the development of staff performance review procedures.
28. Assist in the development of “At Will” contracts for staff and teachers that are performance-based and include compensation for site-based operations of Nasha Shkola.

C Finance/ Duties:

1. Reviews with the financial and business dealings.
2. Approves and recommends annual budget.
3. Reviews periodic financial reports (balance sheet, income statement, cash flows, and changes in financial position).
4. Understands and reviews all budget projections.
5. Ensures that proper internal controls are in place.
6. Develops a banking relationship with a local bank and establishes a “cash-flow loan” arrangement.
7. Works with the executive director to select a business management/payroll firm to work with Nasha Shkola.
8. Works with the executive director to select an audit firm and assists in the annual audit of Nasha Shkola.
9. Reviews all accounts payable and recommends their payment in a timely manner.
10. Understands the UFARS accounting system used in Minnesota.
11. Develop a gift acceptance policy.

D. Facilities/ Duties:

1. Work closely with the school leadership team in the selection of a proper site for the school.
2. Approve the Lease agreement for the school.
3. Understand the lease aide formula and how it affects the school and its budget.
4. Plan and carry out the build out of the selected building.
5. Plan and carry out the build out of a new facility.
6. Actively recruit a committee of parents and volunteers to help Nasha Shkola get set up for school.
7. Actively solicit donations of labor, materials, furniture and technology for Nasha Shkola.

E. Authority of Committees. The powers of all committees, unless otherwise specified in a motion in the minutes of a regular meeting shall be limited to investigating and recommending (advisory capacity) relating to the items listed in the duties of the said committee. 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 in writing 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.

ARTICLE VIII OFFICERS AND DUTIES

A. Number; Election. The officers of the Corporation shall be elected for one (1) year terms by the Board of Directors, and shall consist of a Board Chair, Vice Chair, Treasurer, and Secretary and such other officers as the Board of Directors shall determine from time to time. This election shall occur at the first regular meeting following the annual election of Board of Directors or in July of the first three years of operation.

B. 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 of Directors.

C. Officers

1. Board Chair. The Board Chair shall:

Act as the chairperson of the Board of Directors and exercise the functions of the office of the president of the Corporation;

Preside at all meetings of the Board of Directors;

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;

Sign and deliver, in the name of the Corporation, all deeds, mortgages, bonds, contracts, grants or other instruments requiring an officer's signature, unless otherwise directed by the Board;

Have the general powers and duties usually vested in the office of the president; and

Have such other powers and perform such other duties as are prescribed by Minnesota Statutes, Section 317A.305, subd. 2, and as the Board of Directors may from time to time prescribe.

2. Vice Chairperson: The Board Vice chair shall:

Assume the duties of the chair in his/her absence.

3. Treasurer. The Board Treasurer shall work in concert with the school's business management firm and the Executive Director of the school, an ex-officio board member, to assure that the treasurer has a full understanding of the corporations finances and that the Executive Director or his/her designee and the contracted business management firm do the following:

Keep accurate accounts of all monies of the Corporation (School) - received or disbursed;

Deposit all 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 corporate funds and securities;

Treasurer or his/her designee has the power to endorse for deposit all notes, checks and drafts received by the Corporation;

The Treasurer or his/her designee will disburse the funds of the Corporation as ordered by the Board of Directors, making proper vouchers therefore;

The Treasurer or his/her designee will render to the Board Chair and the Board of Directors, whenever required, an account of all of his transactions as Executive Director and of the financial condition of the Corporation; and

The Treasurer or his/her designee shall 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.

4. Secretary. The Secretary shall maintain the office of the Corporation and shall:
Attend all meetings of the members, the Board of Directors and all committees (when requested);
Record all proceedings of the minutes of the members, Board of Directors and committees in a book to be kept for that purpose;
Preserve all documents and records belonging to the Corporation;
Maintain a list of all members of the Corporation in good standing;
Give or cause to be given notice of all meetings of the members and all meetings of the Board of Directors and committees; and
Perform such other duties as may be prescribed by the Board of Directors or the Board Chair from time to time.
5. Management and Administrative Employees/Vendors: The Corporation may have such management and administrative employees as from time to time are determined necessary by the Board of Directors. Such employees and/or vendors shall be appointed in a manner, have the duties and responsibilities and hold their positions for the time prescribed by the Board of Directors.
6. Bond. The Board of Directors of this Corporation shall from time to time determine which, if any, of the officers, agents or employees of this Corporation shall be bonded and the amount of each bond.

ARTICLE IX DISTRIBUTION OF ASSETS

- A. Right to Cease Operations and Distribute Assets. After consultation with their authorizer and 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 affect dissolution.
- B. 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 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 and Section 124D.10 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 X
INDEMNIFICATION**

- A. Indemnification.** 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 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.
- B. Insurance.** As outlined in the Authorizer – School Charter Contract, the Corporation shall purchase and maintain insurance on behalf of any person who is or was a director, 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 XI
AMENDMENTS**

Subject to the right of certain voting members to adopt, amend and repeal these Bylaws as set forth in Minnesota Statutes, Section 124D.10, the power to adopt, amend or repeal the Bylaws is vested in the Board of Directors.

**ARTICLE XII
FINANCIAL MATTERS**

- A. 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 engagement, or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.
- B. 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 or these Bylaws.

C. 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 of Directors may designate and shall be disbursed under such general rules and regulations as the Board of Directors may from time to time determine.

D. Corporate Seal. The Corporation shall not have a corporate seal.

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

1. Records of all proceedings of the Board of Directors and all committees;
2. Records of all votes and actions of the members;
3. All financial statements of this Corporation; and
4. Articles of Incorporation and Bylaws of this Corporation and all amendments and restatements thereof.

F. 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 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.