

## ARTICLE I – DEFINITIONS, NAME, PURPOSE AND GOVERNANCE

### Section 1: Definitions

- A. “Bylaws” refers to the bylaws of Kato Public Charter School as presented herein.
- B. “Minnesota Charter School Law” refers to Minnesota Statutes, Chapter 124E, and such other provisions of Minnesota laws as are therein referenced.
- C. “Minnesota Open Meeting Law” refers to Minnesota Statutes, Chapter 13D, and such other provisions of Minnesota laws as are therein referenced.
- D. “Minnesota Government Data Practices Law” refers to Minnesota Statutes, Chapter 13, and such other provisions of Minnesota laws as are therein referenced.
- E. “Minnesota Nonprofit Corporation Act” refers to Minnesota Statutes, Chapter 317A, and such other provisions of Minnesota laws as are therein referenced.

### Section 2: Name

The name of the organization is Kato Public Charter School (“KPCS”).

### Section 3: Purpose

KPCS is organized exclusively for educational purposes as outlined in the group’s 501(c)(3) application to the Internal Revenue Service. KPCS is organized under the Minnesota Nonprofit Corporation Act.

### Section 4: Governance

The governance of KPCS will at all times be in accord with the provisions of Minnesota Charter School Law, Minnesota Open Meeting Law, Minnesota Government Data Practices Law and all other statutory requirements. In the event that there are conflicts between the provisions of Minnesota Charter School Law and the Minnesota Nonprofit Corporation Act, the provisions of Minnesota Charter School Law will govern. Likewise, Minnesota Open Meeting Law takes precedence over any conflict surfacing from the Minnesota Nonprofit Corporation Act.

## ARTICLE II – MEMBERSHIP

Membership will consist only of the Board of Directors.

## ARTICLE III – BOARD OF DIRECTORS

### Section 1: Board Role, Size and Compensation

- A. The KPCS Board of Directors (“the Board”) is responsible for overall policy development and direction of KPCS.

- B. The Board delegates responsibility for day-to-day operations to the Director and the committees.
- C. The Board will comprise an odd number of non-related members.
- D. The Board will comprise no fewer than five (5) members and no more than fifteen (15) members.
- E. The Board will receive no compensation other than reimbursement for allowable expenses.

**Section 2: Board Composition**

The Board will comprise the following:

- A. at least two members employed by KPCS, at least one of whom must be a licensed teacher (“teacher representative”),
- B. at least one member (“parent representative”) who is not employed by KPCS and is the parent or legal guardian of a student enrolled\* at KPCS and
- C. at least one member (“community representative”) who is not employed by KPCS and is not the parent or legal guardian of a student enrolled\*\* at KPCS.

*\* If the student is no longer enrolled at KPCS as defined in KPCS Policy 510, and if there is not at least one other Board member who meets the “parent representative” criteria described in this section, the parent or guardian is no longer eligible to be a member of the Board.*

*\*\* If a community representative is or becomes the parent or legal guardian of a student who is enrolled at KPCS as defined in KPCS Policy 510, and if there is not at least one other Board member who meets the “community representative” criteria described in this section, he or she is no longer eligible to be a member of the Board.*

**Section 3: Governance Model**

The Board may change its governance model only:

- A. by a majority vote of the Board and the licensed teachers employed by KPCS, including licensed teachers providing instruction under a contract between KPCS and a cooperative, and
- B. with the authorizer’s approval.

**Section 4: Meetings and Notice**

The Board shall meet at least once per month, at an agreeable time and place. A Board meeting will be held when Board members have been notified at least seven (7) days in advance. A special meeting may be called with less notice in accordance with Minnesota Open Meeting Law.

## **Section 5: Elections**

Election of Board Members will occur during the second semester of the academic year. All staff members who are employed through the cooperative at KPCS, including teachers providing instruction under a contract with a cooperative, and all parents of children enrolled at KPCS may participate in the election per Minnesota Charter School Law (chapter 7, subdivision 5).

## **Section 6: Background Check**

KPCS will conduct a background check on all new members of the Board before they are seated. Subsequent background checks will be conducted upon license renewal for all teacher members on the Board and after five (5) years for other members of the Board.

## **Section 7: Training**

- A. Every Board member shall attend training on charter school board governance, the Board's role and responsibilities, employment policies and practices and financial management.
- B. A Board member who does not begin the required training within six (6) months of being seated and complete the required training within twelve (12) months of being seated on the Board is ineligible to continue serving as a Board member.
- C. The Board shall engage in annual training as prescribed by state statute.

## **Section 8: Conflict of Interest**

Board members shall abide by school policy regarding conflict of interest and conflict of interest disclosure.

## **Section 9: Terms**

Each Board member shall serve an alternating two-year term and is eligible for reelection.

## **Section 10: Quorum**

A quorum comprises at least a simple majority of the Board. No business may be transacted (i.e. motions made or passed) without a quorum.

## **Section 11: Officers and Duties**

There will be four (4) officers of the Board: Chair, Vice Chair, Secretary and Treasurer. The Chair and/or Vice Chair positions should be held by a community member or parent. Their duties are as follow:

- A. The Chair:
  - 1. shall convene all regularly scheduled Board meetings
  - 2. shall preside over Board meetings and/or arrange for the other officers to preside in his/her absence (Vice Chair, Secretary or Treasurer, in this order)
  - 3. shall sign all legal documents pertaining to KPCS
  - 4. or designee shall prepare the agenda and send it to the Secretary prior to each Board meeting

- B. The Vice Chair:
  1. shall convene all meetings of the Board when the Chair is absent
  2. shall chair committees on special projects when asked by the Board to do so
  
- C. The Secretary:
  1. shall keep records of all Board actions
  2. shall notify members of all Board meetings
  3. shall oversee the taking of minutes at all Board meetings
  4. shall distribute and post copies of Board meeting agendas and minutes per state requirements
  
- D. The Treasurer:
  1. shall be a member of the Finance Committee
  2. shall report about the financial situation of the organization at each Board Meeting
  3. shall co-sign (with the Chair) all financial documents
  4. shall assist in the preparation of the annual budget
  5. shall help develop fundraising plans
  6. shall make financial information available to members of the Board and the public

**Section 12: Vacancies**

When a vacancy on the Board exists, nominations for new members may be received by the Secretary. The Board may appoint a replacement to complete the remainder of the term of the vacant position. Nominations and appointments must ensure all Board composition requirements are met as prescribed in these Bylaws.

**Section 13: Resignation, Termination and Absences**

- A. Resignation from the Board should be in writing and received by the Secretary.
  
- B. If a Board member's absences during a "rolling" 12-month period constitute at least one-fourth ( $\frac{1}{4}$ ) of the regularly scheduled business meetings of the Board, the Board shall vote on removal of that member. If this vote results in the member being retained, the member remains subject to the requirements herein.
  
- C. A Board member may be removed for other reasons (e.g. ethical violations or a conflict of interest) by a two-thirds ( $\frac{2}{3}$ ) majority vote of the entire Board.
  
- D. Statutory conflicts of interest requiring termination will result in termination from the Board.

**Section 14: Ex Officio Members**

The Director and Business Manager shall serve as ex officio (non-voting) members of the Board.

**Section 15: Special Meetings**

Special meetings of the Board will be called upon the request of the Chair or any member of the Executive Committee.

## ARTICLE IV – EXECUTIVE COMMITTEE

### Section 1: Executive Committee

The Executive Committee comprises the officers of the Board.

### Section 2: Responsibility

The Executive Committee is responsible for overseeing the activities of the Director.

### Section 3: Other Duties

The Executive Committee will have all the powers and authority of the Board during the intervals between meetings of the Board.

### Section 4: Prohibition

The Executive Committee does not have the authority to amend the Articles of Incorporation or the Bylaws.

## ARTICLE V – COMMITTEES

### Section 1: Authority

The Board may create committees as needed.

### Section 2: Finance Committee

- A. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan and an annual budget with staff and members of the Board. The Board must approve the budget, and all expenditures must be within the budget.
- B. Monthly financial reports will be prepared by a member of the Finance Committee.
- C. The Treasurer is a member of the Finance Committee.

### Section 3: Fiscal Year

The fiscal year will be from July 1 to June 30 of the succeeding year.

### Section 4: Annual Reports

The Finance Committee must submit to the Board annual reports showing income, pending income and expenditures. The financial records of the organization are public information and will be made available upon request.

## ARTICLE VI – MEETINGS

### Section 1: Annual Meetings

A meeting designated as the “annual meeting” shall be held each year at a date, time and location established by the Board.

**Section 2: Special Meetings**

Special meetings may be called at the request of the Chair or any member of the Executive Committee.

**Section 3: Notice**

Notice of each meeting shall be given to each voting Board member not less than seven (7) days prior to the meeting being held.

**ARTICLE VII – AMENDMENTS**

These Bylaws may be amended in compliance with Article III, section 3. Proposed amendments must be submitted to the Secretary and will be sent out with regular Board correspondence.

These Bylaws were revised and approved at a meeting of the Board of Directors of Kato Public Charter School on 6/14/2018.