

BYLAWS OF COMMUNITY OF PEACE BUILDING COMPANY

SECTION 1 MEMBERS

1.1 **Single Member.** Community of Peace Academy (the “Member”) shall be the sole member of the Community of Peace Building Company (the “Company”). The Member may conduct an annual meeting, and such additional meetings as may be required from time to time.

SECTION 2 DIRECTORS

2.1 **General Powers.** The business and affairs of the Company shall be managed by or under the direction of its Board of Directors (the “Board”). The Board may exercise all such powers and do all such things as may be exercised or done by the Company, subject to the provisions of applicable law, the Articles of Incorporation, or these Bylaws.

2.2 **Number, Tenure; and Qualification.** The Board of Directors shall be comprised of at least three nonrelated members, unless otherwise determined by the Board. The Board of Directors will be selected or appointed in a manner that does not create a conflict of interest with the Board of Directors of any charter school that leases property from the Corporation as set forth in Minn. Stat. § 124E.07, Subd 3. Directors will be replaced as set forth in the Articles.

2.3 **Term of office.** The first Director appointed by the Member shall serve for a term of one year. The second Director appointed by the Member shall serve for a term of two years. The third Director appointed by the Member shall serve for a term of three years. Thereafter, any Director appointed by the Member shall serve for a term of three years.

2.4 **Meetings.** Meetings of the Board may be held at such times and places as shall from time to time be determined by the Board.

2.5 **Notice of Meetings.** If the date, time, and place of a meeting of the Board has been announced at a previous meeting, no notice is required. In all other cases five (5) business days’ written notice of meetings of the Board, stating the date and time thereof and any other information required by law or desired by the person or persons calling such meeting, shall be given to each Director. If notice of meeting is required, and such notice. does not state the place of the meeting, such meeting shall be held at the principal executive office of the Company.

Any Director may waive notice of any meeting. A waiver of notice by a Director is effective whether given before, at, or after the meeting, and whether given orally, in writing, or by attendance. The attendance of a Director at any meeting shall constitute a waiver of notice of

such meeting, unless such Director objects at the beginning of the meeting to the transaction of business on grounds that the meeting is not lawfully called or convened and does not participate thereafter in the meeting.

2.6 **Quorum and Voting.** A majority of the Directors currently holding office shall constitute a quorum for the transaction of business at any meeting of the Board. In the absence of a quorum, a majority of the Directors present may adjourn the meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of a number of Directors originally present leaves less than the number otherwise required for a quorum. The Board shall take action by the affirmative vote of a majority of the Directors present at any duly held meeting, except as to any question upon which any different vote is required by law, the Articles of Incorporation, or these bylaws.

2.7 **Vacancies and Newly Created Governorships.** The Board or Member may fill any vacancy occurring in the Board by appointment. A Director appointed to fill a vacancy shall serve until such elate as the vacating Director's term would have ended.

2.8 **Removal of Governors.** The Board or Member may remove any Director from office with or without cause; the member shall then appoint a new Director to replace the Director being removed.

2.9 **Committees.** The Board, by a resolution approved by the affirmative vote of a majority of the Directors then holding office, may establish one or more committees of one or more natural persons having the authority of the Board in the management of the business of the Company to the extent provided in such resolution. Such committees, however, shall at all times be subject to the direction and control of the Board. Committee members need not be Directors and shall be appointed by the affirmative vote of a majority of the Directors present. A majority of the members of any committee shall constitute a quorum for the transaction of business at a meeting of any such committee. In other matters of procedure the provisions of these bylaws shall apply to committees and the members thereof to the same extent they apply to the Board and Directors, including, without limitation, the provisions with respect to meetings and notice thereof, absent members, written actions and valid acts. Each committee shall keep regular minutes of its proceedings and report the same to the Board.

2.10 **Action in Writing.** Any action required or permitted to be taken at a meeting of the Board may be taken by written action signed by all of the Directors then in office. If permitted under the Articles of Incorporation and the action does not require member approval, such action shall be effective if signed by the number of Directors that would be required to take the same action at a meeting at which all Directors were present. If any written action is taken by less than all Directors, all Directors shall be notified immediately of its text and effective date. The failure to provide such notice, however, shall not invalidate such written action.

2.11 **Meeting by Means of Electronic Communication.** Members of the Board or any committee designated by the Board of may participate in a meeting of the Board or committee by means of conference telephone or similar means of communication by which all

persons participating in the meeting can simultaneously hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

SECTION 3 CONFLICTS OF INTEREST; MATERIAL FINANCIAL INTEREST

3.1 **Transactions.** A contract or other transaction between the Company and one or more of its Directors, or between the Company and an organization in or of which one or more of the Company's Directors are directors, officers or legal representatives or have a material financial interest, is not void or voidable because the director or directors or the other organizations are parties or because the director or directors are present at the meeting of the Board of Directors or a committee at which the contract or transaction is authorized, approved or ratified, if:

- (1) The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the Company at the time it was authorized, approved or ratified; or
- (2) The material facts as to the contract or transaction and as to the director's or directors' interests are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote.
- (3) For the purpose of this Section: (i) a Director does not have a material financial interest in a resolution fixing the compensation of the director or fixing the compensation of another director as an officer, employee or agent of the Company, even though the first director is also receiving compensation from the Company; and (ii) a Director has a material financial interest in each organization in which the director, or the spouse, parents and spouses of parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of the directors, or any combination of them have a material financial interest.
- (4) Failure to comply with the provisions of this Section shall not invalidate any contract or transaction to which the Company is a party.

SECTION 4 NON-DISCRIMINATION

4.1 **Activities.** The Company does not and shall not discriminate on the basis of race, color, religion, creed, gender, gender expression, age, national origin, ancestry, disability, marital

status, sexual orientation, status with regarding to public assistance, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of any staff, selection of volunteers and vendors, and provision of services. The Company is committed to providing an inclusive and welcoming facility and environment for all.

4.2 **Governing laws.** This statement is in accordance with the provisions of Title VI of the Civil Rights Act of 1964, Section 504 of the Rehabilitation Act of 1973, the Age Discrimination Act of 1975, and Regulations of the U.S. Department of Health and Human Services issued pursuant to these statutes at Title 45 Code of Federal Regulations Parts 80, 84, and 91.

SECTION 5 OFFICERS

5.1 **Number and Qualification.** The officers of the Company shall consist of one or more natural persons elected by the Board exercising the functions of the offices, however designated, of President and Treasurer. The Board may also appoint such other officers as it may deem necessary or advisable. Except as provided in these bylaws, the Board shall fix the powers, duties, and compensation of all officers. Officers may be, but need not be, Directors of the Company. Any number of officer positions may be held by the same person.

5.2 **Term of Office.** An officer shall hold office until a successor shall have been duly elected or appointed, unless prior thereto such officer shall have resigned or been removed from office as hereinafter provided.

5.3 **Removal and Vacancies.** Any officer or agent elected or appointed by the Board shall hold office at the pleasure of the Board and may be removed, with or without cause, at any time by the vote of a majority of the Board present. Any vacancy in an office of the Company shall be filled by action of the Board.

5.4 **President.** The president shall:

- (1) have general active management of the business of the corporation;
- (2) when present, preside at meetings of the Board;
- (3) see that orders and resolutions of the Board are carried into effect;
- (4) sign and deliver in the name of the corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles or bylaws or by the Board to another officer or agent of the corporation;
- (5) maintain records of and, when necessary, certify proceedings of the Board and the member; and

(6) perform other duties prescribed by the Board.

5.5 **Treasurer**. The treasurer shall:

- (1) keep accurate financial records for the corporation;
- (2) deposit money, drafts, and checks, in the name of and to the credit of the corporation in the banks and depositories designated by the board;
- (3) endorse for deposit notes, checks, and drafts received by the corporation as ordered by the board, making proper vouchers for the deposit;
- (4) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board;
- (5) upon request, provide the president and the Board an account of transactions by the treasurer and of the financial condition of the corporation; and
- (6) perform other duties prescribed by the Board or by the president.

5.6 **Chairperson of the Board**. The Board may elect a Chairperson of the Board who, if elected, shall preside at all meetings of the Board and shall perform such other duties as may be prescribed by the Board from time to time.

5.7 **Secretary**. The Secretary shall attend all meetings of the Board and of the Member and shall maintain records of, and whenever necessary, certify all proceedings of the Board and of the Member. The Secretary shall keep the records of the Company and when so directed by the Board or other person or persons authorized to call such meetings, shall give or cause to be given notice of meetings of the Board, and shall also perform such other duties and have such other powers as the President or the Board may prescribe from time to time.

SECTION 6 INDEMNIFICATION; INSURANCE

6.1 **Indemnification**. The Company shall indemnify its officers and directors for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as required or permitted under Minnesota or other applicable law.

6.2 **Insurance**. The Company may purchase and maintain insurance on behalf of any person in such person's official capacity against any liability asserted against and incurred by such person in or arising from that capacity, whether or not the Company would otherwise be required to indemnify the person against the liability.

**SECTION 7
DISTRIBUTION OF ASSETS**

7.1. **Right to Cease Operations and Distribute Assets.** By a two-thirds (2/3) vote of all directors, the Board of Directors may resolve that the Company cease operations and voluntarily dissolve. Such resolution shall set forth the proposed dissolution and direct designated officers of the Company to perform all acts necessary to effect a dissolution. Written notice as required by these Bylaws shall be given to all voting members stating that the purpose of the meeting shall be to vote upon the dissolution of the Company. A resolution to dissolve the Company shall be approved only upon the affirmative vote of a two-thirds (2/3) of a quorum of voting members of the Company taken at a meeting during which the resolution is brought before the voting members. If such cessation and distribution is called for, the Board of Directors shall set a date for commencement of the distribution.

7.2. **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 Company to discontinue its regular business activities and operations as soon as practicable, and shall liquidate and distribute all the Company'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 pursuant to Minnesota Statutes, Section 317A.723.

**SECTION 8
MISCELLANEOUS**

8.1 **Amendments.** Except as limited by the Articles of Incorporation, these bylaws may be altered or amended by the Board at any meeting of the Board to the full extent permitted by law, subject, however, to the power of the member of the Company to alter or repeal these bylaws.

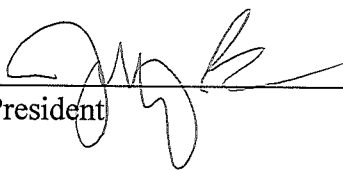
8.2 **Seal.** The Company shall have no seal.

8.3. **Gender References.** All references in these Bylaws to a party in the masculine shall include the feminine and neuter.

8.4. **Plurals.** All references in the plural shall, where appropriate, include the singular and all references in the singular shall, where appropriate, be deemed to include the plural.

* * * * *

The undersigned member of the Board of Directors of COMMUNITY OF PEACE BUILDING COMPANY, a Minnesota nonprofit company, does hereby certify that the foregoing bylaws are the bylaws adopted for the Company by its Board of Directors by unanimous written consent.

 8/20/18

President