

**BYLAWS
OF
COMMUNITY OF PEACE ACADEMY**

Created: June 5, 1995

Revised: May 22, 1997

Revised: March 13, 2008

Revised: September 17, 2009

Revised: September 16, 2010

Revised: April 7, 2016

Revised: February 13, 2023

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ARTICLE 1: PRINCIPAL OFFICE

The principal office of this corporation, Community of Peace Academy (“corporation” or “school”) at which the general business of this corporation shall be transacted and where the records of this corporation shall be kept, shall be at such place in the State of Minnesota as shall be fixed from time to time by duly adopted resolutions of the Board of Directors. Until otherwise fixed by the Board of Directors, the principal office shall be at 471 Magnolia Avenue East, St. Paul, Minnesota 55130.

ARTICLE 2: MEMBERS OF THE CORPORATION

Section 1. Voting Members.

This Corporation shall have three classes of members with voting rights. Class I members shall be persons who are employed by this corporation to serve as teachers or instructors at the school and who are licensed to teach in the state of Minnesota. Class II members shall be all other persons employed by the corporation. Class III members shall be all parents and legal guardians of students enrolled in the school.

Section 2. Terms.

Each member’s term of membership shall begin when he or she has qualified for one of the classes of membership and has indicated the intention to become a member by signing a membership roster or other form provided by the corporation for this purpose. Such a member’s term of membership shall end automatically when he or she ceases to qualify for membership or upon the member’s earlier resignation, incapacity, or death.

Section 3. Interest in Property.

The members of this corporation shall not, as such, have any right, title, or interest in the real or personal property of this corporation.

ARTICLE 3: MEETINGS OF MEMBERS OF THE CORPORATION

Section 1. Annual Meeting.

The annual meeting of the members of this corporation for the election of directors, the presentation of reports on the activities and financial condition of this corporation, and the transaction of such other business as may properly come before the meeting, shall be held on the third Thursday of May at 6:00 p.m. at the registered office of this corporation.

Section 2. Special Meetings.

Special meetings of the members of this corporation may be called at any time (a) by the Chair of the Board of Directors, (b) by the Board of Directors, or (c) upon written request of at least three (3) members or twenty percent (20%), whichever is less, of the members of Classes I or II; or fifty (50) members or ten percent (10%) of the members of Class III of this corporation, whichever is less. Anyone entitled to call a special meeting of the members may take written request to the Chair of the Board of Directors to call the meeting, and the Secretary shall then give notice of this meeting, setting forth the date, time, place, and purpose thereof, to be held no later than ninety (90) days after receiving the request. If the Secretary fails to give notice of the meeting within thirty (30) days from the date upon which the request is received by the Chair, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the matter hereinafter provided. If a special meeting is demanded by the members, the meeting shall be held in the county where the registered office is located. The

business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

Section 3. Notice.

Written notice of each meeting of the members, stating the time and place thereof, shall be mailed, postage prepaid, not less than five (5) nor more than sixty (60) days before the meeting, excluding the day of the meeting, to each member of this corporation at his or her last known address. Any member may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at the meeting the member does not participate in the consideration of the item at that meeting. When any meeting of the members is adjourned to another time and place, a notice of the adjourned meeting need not be given other than by announcement at the meeting at which the adjournment is taken.

Section 4. Members List for Meeting.

The Board of Directors shall fix a date not more than sixty (60) days before the date of the meeting of the members as the date for determination of the members entitled to notice of the meeting. If the Board of Directors fails to set such a date, the date shall be the sixtieth (60th) day before the date of the meeting. After fixing a record date for a meeting, the Secretary shall prepare a list of names (in alphabetical order) and addresses of each member entitled to vote at the meeting. Beginning two (2) business days after notice of the meeting is given, the list shall be available at the principal office of the corporation for inspection and copying on written demand by any member (or the agent or attorney of any member), at the member's expense, for the sole purpose of communication with other members concerning the meeting. The list shall be made available through the date of the meeting ad at the meeting.

Section 5. Voting; Quorum.

At all meetings of the members, each member shall be entitled to cast one (1) vote on any question before the meeting. Members may not vote by proxy. Cumulative voting shall not be permitted. A quorum shall be present if at least fifty percent (50%) of the members of Classes I and II, and at least ten percent (10%) of the members of Class III are present. The members present and entitled to vote at any meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members present and entitled to vote at any meeting at which the quorum is present shall be sufficient to transact any business.

Section 6. Written Action.

Any action that may be taken at a meeting of the members may be taken without a meeting by written action signed by all of the members entitled to vote on that action.

Section 7. Written Ballot.

An action that may be taken at a regular or special meeting of the members may be taken by written ballot without a meeting in accordance with the procedure set forth in Minnesota Statutes, section 317A.447.

ARTICLE 4: BOARD OF DIRECTORS

Section 1. Number of Directors

The Board of Directors of this corporation shall consist of nine (9) directors. Three (3) of the directors shall be licensed teachers employed by the school, and three (3) of the directors shall be parents and/or legal guardians of children enrolled in the school in compliance with Minnesota Statutes 124E.07. Three (3) community members shall serve on the Board. Community members shall not be a parent or teacher and shall not be related to an employee of the school. The Board will have no majority. Directors of this corporation shall be elected by the voting members at each annual meeting. The Board of Directors shall be constituted and the number of members determined from time to time by the existing Board members so as to be consistent with the requirements of Minnesota Statutes 124E.

Section 2. Method of Election.

Elections are run according to the Bylaws of the corporation and in compliance with laws governing non-profit charter school boards in the State of Minnesota. All teachers and parents/mentors are eligible to serve on the Board of Directors and receive notice of openings each year. Teachers and parents who wish to serve on the Board are asked to submit their names and a brief statement of intent to the Board nominating committee prior to the annual meeting which is scheduled pursuant to Article 3, Section 1 of these bylaws.

Annually, the Board elects a nominating committee to fill open board seats. The nominating committee recruits candidates, reviews the candidates who present themselves and presents a slate of nominees to the members at the annual meeting. It is the responsibility of the nominating committee to assure that the Board represents all constituents by maintaining a balance of gender, race, and culture, and by seeking to assure that licensed teachers on the Board represent a variety of grade levels and departments.

Section 3. Terms.

Each director of the Board shall be elected to serve for a term of three (3) years. A director shall hold office for the term for which he or she is elected and through the end of the June meeting in the final year of his or her term or until the director's death, resignation, or removal. Any director may at any time be removed with cause by the Board of Directors. Any vacancy occurring because of the death, resignation, or removal of a director shall be filled by the Board of Directors for the unexpired term of such director. Any vacancy occurring because of an increase in the number of members of the Board of Directors shall be filled by the members of the corporation. Any director may resign his or her membership at any time by giving written notice to the Chair or to the Secretary. Such a resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A director shall be deemed to have resigned when he or she ceases to be a member of the corporation.

Section 4. Ex Officio and Honorary Directors.

The Board of Directors may, from time to time, elect one or more ex officio or honorary directors to the Board who shall be advisory members to the Board. Any such election shall be for such term and based on such criteria as the Board of Directors from time to time deems appropriate. All ex officio and honorary directors shall be non-voting directors of this corporation.

ARTICLE 5: MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings

Regular meetings of the Board of Directors shall be held on the second Monday of the month, August to June, from 6:00 p.m. to 8:00 p.m. at the school. Notice will be given in August of any alternate meeting dates. Meetings shall be open in accordance with the Minnesota Open Meeting Law, Minn. Stat. 13D (“Open Meeting Law”).

Section 2. Other Meetings.

Special Meetings or Emergency Meetings of the Board of Directors may be called, noticed, and held pursuant to the Open Meeting Law.

Section 3. Notice of Meetings.

Written notice of each meeting of the Board of Directors for which written notice is required shall occur pursuant to the notice requirements of the Open Meeting Law.

Section 4. Quorum and Voting.

The presence of a majority of the members of the Board of Directors shall constitute a quorum at any meeting thereof, but the directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. At all meetings of the Board of Directors, each director shall be entitled to cast one vote on any question before the meeting. A majority vote of the directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by law or these Bylaws. A director is prohibited from appointing a proxy or voting by proxy at any meeting of the Board of Directors. A director who is present at a meeting of the Board of Directors when an action is approved by the Board of Directors is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action. To the extent Section 4, Quorum and Voting, is in conflict with the Open Meeting Law, the Open Meeting Law must be followed.

Section 5. Recessed or Continued Meetings.

Pursuant to Section 13D.04, Subd. 4 of the Open Meeting Law, when a meeting of the Board of Directors is recessed or continued to another time or place, a notice of the recessed or continued meeting need not be given other than by announcement at the meeting at which recess or continuance is taken.

Section 6. Director Conflicts of Interest.

Board members are prohibited from engaging in action that constitutes a conflict of interest as defined by Minn. Stat. § 124E.14.

ARTICLE 6: BOARD OFFICERS

Section 1. Tenure of Office.

The officers of this corporation shall be a Chair, Vice Chair, Secretary, and Treasurer and such other officers as the Board of Directors may from time to time designate. Officers shall be elected by the Board of Directors to serve for terms of one (1) year until their respective successors are chosen and have qualified. Any officer may at any time be removed by the Board of Directors with or without cause. The officers shall be directors of this corporation. The Executive Director shall be appointed by the Board of Directors and shall serve as a

non-voting member of the Board of Directors.

Section 2. Chair

The Chair shall preside at all meetings of the Board of Directors. The Chair may execute on behalf of this corporation all contracts, deeds, conveyances, and other instruments in writing which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of this corporation.

Section 3. Vice Chair

The Vice Chair shall perform the duties of the Chair in case of the Chair's absence or disability.

Section 4. Executive Director

The Executive Director shall be the chief executive officer of the corporation. The Executive Director shall be responsible for the general supervision, direction, and management of the affairs of this corporation. The execution of any instrument by the Executive Director on behalf of this corporation shall have the same force and effect as if it were executed on behalf of this corporation by the Chair. The Executive Director shall provide for the maintenance of accurate financial records for this corporation and safeguard the assets of this corporation. The Executive Director shall present a report of this corporation's financial transactions and status to the Board of Directors quarterly, and shall from time to time make such other reports to the Board of Directors as it may require.

Section 5. Secretary

The Secretary shall provide for the keeping of accurate minutes of all meetings and shall be responsible for the custody of the records, documents, and papers of this corporation. The Secretary shall provide for the keeping of proper records of all transactions of this corporation. The Secretary shall have and may exercise any and all other powers and duties pertaining by law, regulation, or practice to the offices of the Secretary, or imposed by these Bylaws. The Secretary shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

Section 6. Board Clerk

The Board of Directors in its discretion may elect a Clerk, who shall perform the duties and assume the responsibilities of the Secretary as above set forth under the general direction of the Secretary. The Clerk will not be a member of the Board of Directors.

Section 7. Treasurer

The Treasurer is responsible to ensure that adequate financial records are kept, accurate and timely financial reports are delivered to the board, and that an audit of the organization's finances is completed annually. The Treasurer may also be asked by the executive to assist in the preparation of the budget to be submitted to the full board and to help interpret financial reports for the full board.

Section 8. Additional Powers.

Any officer of this corporation, in addition to the powers conferred upon him or her by these Bylaws and/or Minn. Stat. Chap. 124E, shall have such powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

ARTICLE 7: COMMITTEES OF THE BOARD

Section 1. Authority.

The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than members of the Executive Committee, need not be directors.

Section 2. Executive Committee.

The Board of Directors may designate an Executive Committee composed of a least three (3) directors designated by the Board of Directors. The Executive Committee shall have the authority of the Board of Directors in the management of the business of this corporation in the interval between meetings of the Board of Directors, and the Executive Committee shall at all times be subject to the control and direction of the Board of Directors.

Section 3. Meeting and Voting.

Meetings of each committee will be called, noticed, and held pursuant to the provisions of the Open Meeting Law.

ARTICLE 8: INDEMNIFICATION

To the full extent permitted by any applicable law, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal administrative, arbitration, investigative proceeding, including a proceeding by or in the right of this corporation, by reason of actions taken in the course and scope of their former or present capacity of the person as—

(a) a director, officer, employee or member of a committee of this corporation or,

(b) a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer or employee of this corporation is or was serving the other organization or employee benefit plan at the request of this corporation or whose duties as director, officer or employee of this corporation involve or involved such service to the other organization or employee benefit plan, against judgments, penalties, fines (including, without limitations, excise taxes assessed against the person with respect to an employee benefit plan), settlements and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee, or committee member, shall insure to the benefit of the heirs, executors, and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

This corporation may, to the full extent permitted by applicable law from time to time in

effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or a member of a committee of this corporation against any liability asserted against such person and incurred by such person in any capacity.

ARTICLE 9: MISCELLANEOUS

Section 1. Fiscal Year.

Unless otherwise fixed by applicable law or by the Board of Directors, the fiscal year of this corporation shall begin on July 1 and end on the succeeding June 30.

Section 2. Corporate Seal.

This corporation shall have no seal.

Section 3. Electronic Communication.

Board members may participate in meetings from a remote location pursuant to the provisions of the Open Meeting Law.

Section 4. Amendments.

Both the Board of Directors and the members shall have the power to amend these Bylaws. The power of the Board of Directors shall be subject to the power of the members. The Board of Directors may amend the Bylaws by adopting a resolution setting forth the amendment. At such times as there are members, the Board of Directors may not adopt, amend, or repeal a bylaw fixing a quorum for meetings of members, prescribing procedures for removing directors or filling vacancies in the Board of Directors, or fixing the number of directors or filling vacancies in the Board of Directors, or fixing the number of directors or their classifications, qualifications, or terms of office. An amendment for adoption by the members must be proposed by at least fifty members or ten percent of the members, whichever is less. The membership may amend the Bylaws by adopting a resolution setting forth the amendment.

Section 5. Authority to Borrow, Encumber Assets.

No director, officer, agent, or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit, or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

Section 6. Execution of Instruments.

All deeds, mortgages, bonds, checks, contracts, and other instruments pertaining to the business and affairs of this corporation shall be signed on behalf of this corporation by the Chair, the executive director, or by another person or persons as may be designated from time to time by the Board of Directors.

Section 7. Deposit of Funds.

All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies, or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manner authorized by the Board of Directors from time to time.