

NORTHWEST PASSAGE HIGH SCHOOL BYLAWS

Article I Membership and General Governance

Section 1. Members of Northwest Passage High School (hereafter “NWPHS”) shall include a parent acting on behalf of each student at the NWPHS, and all staff employed by the NWPHS, and community members serving on the board. These members shall be eligible to vote in elections for the Board of Directors, and to vote on other matters coming before the membership at membership meetings.

Section 2. The Board of Directors shall consist of less than ten but not less than five members, or such other number as shall be specified from time to time by applicable statutes governing Minnesota charter schools. The Administrator or Executive Director of the NWPHS shall serve as ex officio member of the Board of Directors. The sponsor of NWPHS shall have the right to name a representative to the Board of Directors, who shall also serve in an ex officio capacity.

Section 3. Members of the Board of Directors shall serve two-year terms. Members can serve a maximum of three consecutive two-year terms. Members are eligible to run for the school board again only after not serving for a minimum of two years. Charter board membership requires at least one parent member, at least one teacher member, and at least one interested community member serving on the board, and all community member(s) must be resident(s) of Minnesota. A majority of the Board of Directors of NWPHS must be teachers employed by the NWPHS.

Section 4. Meetings of the membership shall be held at any suitable place convenient to the membership, as may be designated by the Board.

Section 5. Special meetings of the members may be called by the Chair of the Board of Directors and must be called if at least 2 members of the Board of Directors sign, date, and deliver to the Chair of the Board or the Treasurer a request to hold a meeting, and describing the purpose for which it is to be held. The notice of any special meeting shall state the time and place of the meeting and the purpose thereof. The Secretary shall deliver a notice of each special meeting, by personal delivery, first-class mail, or electronic mail, to each member not less than two (2) but not more than thirty (30) days prior to such meeting.

Section 6. At every meeting of members, each member present shall have the right to cast one vote on each question and never more than one vote. Five percent (5%) of members eligible to vote at a members meeting shall constitute a quorum for the purpose

of conducting business at a meeting of the members. The vote of the majority of those present in person shall decide any question brought before such meeting, unless a different vote is required by the Articles of Incorporation or the Bylaws of NWPHS, or by applicable law.

ARTICLE II

Board of Directors

Section 1. The Board of Directors shall have the general management and control of all business and affairs of the NWPHS and shall exercise by appropriate rules or resolutions all the powers that may be exercised or performed by the NWPHS under the statutes, its Articles of Incorporation and these Bylaws.

Section 2. Directors must be residents of the State of Minnesota or Wisconsin.

Section 3. Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors shall establish, consistent with the provisions of Minnesota Statutes Chapter 13D, the Open Meeting Law. Special meetings of the Board of Directors may be called by the Chair of the Board of Directors, or any 2 directors. Notice of meetings shall be given consistent with the requirements of the Open Meeting Law.

Section 4. At all meetings of the Board of Directors, one-half of the directors then holding office shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present at the meeting at which a quorum is present shall be the acts of the Board of Directors. 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 directors originally present leaves less than the proportion or number otherwise required for a quorum.

Section 5. The annual members meeting will be held within the first semester of the school year. The Board of Directors shall be elected in May of each year, by the affirmative vote of a majority of members eligible to vote. Board officers shall be elected by the affirmative vote of a majority of Board members at the June meeting.

Section 6. Nomination of candidates for open Board of Directors positions shall originate from NWPHS teaching staff, NWPHS administrative staff, or one parent or guardian of each student attending NWPHS. The Board shall prepare a slate of candidates from those nominated, taking into account the requirements of the bylaws and the skills and abilities required for governance of NWPHS. The slate of Board candidates shall be mailed to the members with the notification of the annual members meeting not less than two weeks before the annual meeting. The NWPHS Board shall decide issues regarding the annual meeting and board elections not addressed in the bylaws.

Section 7. A director shall not appoint a proxy or vote by proxy.

Section 8. A director may resign at any time by delivering a written resignation to the Chair of the Board of Directors of the NWPHS.

Section 9. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining directors, even though they may constitute less than a quorum. Each person so elected shall be a Director, and serve the entire remaining term of the Director being replaced.

Section 10. No compensation shall be paid to directors for their service as directors. Reasonable remuneration may be paid to a director for services performed for the NWPHS in any other capacity.

Section 11. The directors shall not make or enter into on the NWPHS's behalf, any contract, transaction or act, or carry on any activity not permitted to be made, entered into or carried on by any organization exempt from tax under the Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or by any organization, contributions to which are deductible under the Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended. In addition, the directors shall not make, enter into, or carry on any activity which would cause the NWPHS to be deemed a private foundation within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended.

Section 12. The directors shall ensure that all conflicts of interest between directors and NWPHS, or staff and NWPHS, shall be addressed as required by Minnesota Statutes Section 317A.255, and other applicable law. Directors shall promptly disclose all conflicts of interest and all situations that may appear to be conflicts of interest to the Board of Directors, and shall refrain from participating in discussion or vote on affected transactions that are brought before the Board of Directors.

Section 13. The directors shall start board training within 6 months of being seated and finish within 12 months or be removed from the board.

Section 14. The board must be composed of non-related members.

ARTICLE III Officers

Section 1. The principal officers of the NWPHS shall be a Chair of the Board of Directors, Vice President, Secretary, and Treasurer, all of whom shall be elected by the Board of Directors. Directors may appoint assistant treasurers, assistant secretaries, and such officers as, in their judgment may be necessary. Any two offices may be held by the same person.

Section 2. The officers of the NWPHS shall be elected annually by the Board of Directors at its annual meeting and after the annual membership meeting, and such

officers shall hold office at the pleasure of the Board of Directors. All officers must be natural persons of full age. Officers need not be directors

Section 3. Upon an affirmative vote of a majority by the Board of Directors, an officer may be removed, either with or without cause, and the successor elected at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for such purpose. Such removal is without prejudice to any contract rights, if any, which such officer may have with the NWPHS.

Section 4. In case any office becomes vacant by death, resignation, retirement incapacity, or any other cause, such vacancy shall be filled by the affirmative vote of a majority of members of the Board of Directors then in office. An officer so elected shall hold office and serve until the next annual meeting of the Board of Directors and until the successor is elected and qualified.

Section 5. The Chair of the Board of Directors shall preside at all meetings of the members and the Board of Directors. The Chair shall have all the general powers and duties that are usually vested in the person who is the Chair of the Board of Directors of a Minnesota nonprofit corporation, except that the Chair of the Board shall not have active day-to-day management of the corporation.

Section 6. The Secretary shall keep minutes of all meetings of the Board of Directors and the minutes of all meetings of the members of the NWPHS. The Secretary shall have charge of the membership records and of such other books and papers as the Board of Directors may direct, and shall in general perform all of the duties incident to the office of Secretary.

Section 7. The Treasurer shall have the custody of all funds, property, and securities of the NWPHS, subject to such regulations as may be imposed by the Board of Directors. The Treasurer may be required to give bond for the faithful performance of duties in such sum and with such sureties as the Board of Directors may require.

Section 8. Any officer of the NWPHS is authorized on behalf of the NWPHS to endorse for collection checks, notes, or other obligations and shall deposit the same to the credit of the NWPHS at such banks or depositories as the Board of Directors may designate.

Section 9. No officer, agent or representative of the NWPHS shall make or enter into on the NWPHS's behalf, any contract, transaction or act, or carry on any activity not permitted to be made, entered into, or carried on by an organization exempt from tax under the Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or by any organization, contributions to which are deductible under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended. In addition, no officer, agent, or representative shall make, enter into, or carry on any activity which would cause the NWPHS to be deemed a private foundation within the meaning of Board of Directors, as now constituted or hereafter amended.

ARTICLE IV Administrator/Executive Director

Section 1. The day-to-day management of the affairs of the NWPHS shall be carried out by an Administrator or Executive Director, who shall be appointed by, and shall serve at the pleasure of, the Board of Directors. The Administrator or Executive Director shall be required to possess or obtain such professional qualifications for the position as are set by the Minnesota Department of Education, or by applicable law. The Administrator / Executive Director shall have the duty and authority to oversee the NWPHS's business, and to hire and fire staff of the NWPHS, consistent with policies set by the Board of Directors and applicable regulations and law, and shall have such other duties and authority as the Board of Directors may designate from time to time. The Administrator or Executive Director shall report to and be directly responsible to the Board of Directors.

ARTICLE V Contracts Checks, Deposits and Funds

Section 1. The Board of Directors may authorize any officer or officers or the Administrator or Executive Director of the NWPHS, in addition to the officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the NWPHS, and such authority may be general or confined to specific instances.

Section 2. All checks, drafts, or orders for payment of money, note, or other evidence of indebtedness issued in the name of the NWPHS shall be signed by such officer or officers, agent, or agents, of the NWPHS and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of further determination by the Board of Directors, such instruments may be signed by any one of the officers.

Section 3. All funds of the NWPHS shall be deposited from time to time to the credit of the NWPHS in such banks, trust companies, and other depositories as the Board of Directors may select.

ARTICLE VI Fiscal Year

The fiscal year of the NWPHS shall commence on July 1st of each year and shall end on June 30th of the following year.

ARTICLE VII
Amendment of the Articles of Incorporation or Bylaws

The Board of Directors may propose amendments to the Articles of Incorporation and these Bylaws by resolution setting forth the proposed amendment or amendments and directing that they be submitted for adoption at a meeting of the Members. Notice of the meeting stating the purpose shall be given to each Member entitled to vote on the proposed amendment or amendments and to each Officer and Director, regardless of the individuals voting rights. An amendment shall be adopted when it has received the affirmative vote of a two-thirds majority of the members present.