

**BYLAWS
OF
SAINT PAUL CONSERVATORY FOR PERFORMING ARTISTS
(the "Corporation")**

**ARTICLE I
PURPOSE**

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

**ARTICLE II
BOARD OF DIRECTORS**

Section 2.01. General Powers and Voting.

- a. 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. 124E and by law, the Board of Directors shall have the power and authority to do all acts and perform all functions that the Corporation may do or perform.
- b. Every member of the Board of Directors shall have one (1) vote on all matters to be decided by the board. Unless otherwise stated in these Bylaws, the affirmative vote of a majority of directors present and voting shall constitute board action. Proxy voting is not permitted.
- c. The Board of Directors may, from time to time, delegate such authority and responsibility as it may determine to one or more committees of the board or to officers.

Section 2.02. Number, Qualifications, and Structure.

- a. The Board of Directors shall consist of at least five (5) but no more than nine (9) members. The board shall include: one licensed teacher; one parent or legal guardian of a student enrolled in the charter school who is not an employee of the school; and at least three interested community members. A community member serving on the board must reside in Minnesota, must not have a child enrolled in the charter school, and must not be an employee of the school.
- b. To serve as a licensed teacher on the Board of Directors, an individual must:
 - (1) be employed by the school or provide at least 720 hours of service under a contract between the charter school and a teacher cooperative;
 - (2) be a qualified teacher as defined under § 122A.16, either serving as a teacher of record in a field in which the individual has a field license, or providing services to students the individual is licensed to provide; and
 - (3) not serve in an administrative or supervisory capacity for more than 240 hours in the school's calendar year.
- c. Additional qualifications that determine a person's eligibility to continue to serve as a director include:
 - (1) All people serving as directors shall comply with initial and annual training requirements as stated in Minn. Stat. § 124E.07.
 - (2) A teacher who is a director and who resigns his/her/their employment at the school or whose employment is terminated at the school is ineligible to be a director and is removed from the Board of Directors as of the date of resignation or termination.
 - (3) A teacher employed at the school who is also a parent of a child enrolled at the school is eligible for a teacher director position and is ineligible for a parent director position.
 - (4) A community member director who, during his/her/their board term, becomes employed at the school or a parent of a child enrolled at the school is removed from the board as of the date of such employment or enrollment.
 - (5) A parent director whose child is unenrolled from the school during such director's term, is removed from the board as of the date of such unenrollment.
 - (6) Current students attending Saint Paul Conservatory for Performing Artists cannot be a candidate for or hold a position on the Board of Directors.
- d. The executive director, superintendent, or chief administrator shall serve solely as an ex-officio nonvoting board member.

- e. The board members shall not be related parties or any other prohibited persons as defined by Minn. Stat. § 124E.07.
- f. The board structure shall be a majority of community members.
- g. A board may change its governance structure only:
 - (1) by a majority vote of the Board of Directors;
 - (2) by a majority vote of the licensed teachers employed by the school as teachers who provide instruction to students, including licensed teachers providing instruction under a contract between the school and a cooperative; and
 - (3) approval of the school's authorizer.
 - (4) Any change in board governance structure must conform with the board composition established under this section.
- h. The process and procedures to change the governance structure include:
 - (1) The Board of Directors may consider a change in its governance structure upon receipt of a request for such consideration signed by at least two directors, or the receipt of a petition to change the governance model signed by at least 50% of the parents of students enrolled in the school or 50% of the licensed teachers employed at the school.
 - (2) Upon receipt of a request or petition complying with (1) above, the Board of Directors shall schedule and publicize a special board meeting, to be held within thirty days of receipt of such request or petition, for the sole purpose of receiving community comment regarding the governance structure. When publicizing the special board meeting, the Board of Directors shall also invite the school community to submit written comments prior to the special board meeting.
 - (3) The board shall place on the agenda of its regular meeting following the special board meeting consideration of changing the governance structure. Placing the item on the agenda does not require any board member to introduce a motion or second a motion for such consideration.
 - (4) Any change in the governance structure complying with this Section is not effective for the duration of the current charter contract period and will be effective for the subsequent charter contract period and begin on the same date as the effective date of the charter contract next executed between the school and its authorizer.

Section 2.03. Tenure.

- a. Each director shall serve a term of three (3) years or until a successor has been duly elected and qualified or until the director dies, resigns, is removed, or the term otherwise expires.
- b. A director may serve multiple consecutive terms if qualified and reelected or reappointed.

Section 2.04. Elections.

- a. The Board of Directors shall establish and publish election policies and procedures on the school's website.
- b. At least sixty (60) days prior to its elections, the Board of Directors, or its committee, will solicit nominations from teachers, parents or legal guardians, and community members, for all open director positions to be filled during the next election.
- c. Every nomination shall include the candidate's name, statement, biography, and category of board membership (licensed teacher, parent or legal guardian, or community member) for which he/she/they are seeking election to be considered a valid submission.
- d. Staff members employed at the school, including teachers providing instruction under a contract with a cooperative, members of the Board of Directors, and all parents and legal guardians of children enrolled in the school are the voters eligible to elect the members of the school's Board of Directors.
- e. The Board of Directors shall notify eligible voters electronically of its election dates and voting procedures at least 30 calendar days before the election and post this information on the school's website.
- f. The Board of Directors shall notify eligible voters electronically of the candidates' names, statements, biographies, and categories of board membership sought at least ten calendar days before the election and post this information on the school's website.
- g. The Board of Directors shall prepare ballots for use by voters which shall segregate nominees by category of board membership.
- h. Elections shall be held during the school year but not on days when the school is closed.
- i. An initial and elected board member shall file a written oath of office with the school's authorizer.

Section 2.05. Resignation and Removal.

Directors may resign at any time, effective immediately or at a specified later date, by giving written notice to the President (Chair) or Secretary of the Board of Directors. The acceptance of such resignation shall not be necessary to make it effective. A director may be removed at any time, with or without cause, by two-thirds (2/3) vote of all remaining directors. Failure to attend five (5) consecutive meetings shall constitute cause.

Section 2.06. Vacancies.

Vacancies on the Board of Directors shall be filled by appointment of a new director by the affirmative vote of a majority of the remaining directors, even if there is less than a quorum. The remaining directors shall consider appointing a new director based on the Board of Directors' most recent election, subject to the membership category being filled. A director filling a vacancy shall hold office until the term of his/her/their predecessor expires.

Section 2.07. Training.

- a. Every member of the Board of Directors, including a nonvoting ex-officio member who is the school's executive director, superintendent, or chief administrator shall attend board training.
- b. Prior to beginning their terms, new members shall complete training on their role and responsibilities, open meeting law, and data practices law as board members of a charter school. An ex-officio member, who is the school's executive director, superintendent, or chief administrator, shall complete this training within three months of starting employment at the school.
- c. New board members shall complete training on employment policies and practices under chapter 181; public school funding and financial management; and the Board of Directors' roles and responsibilities regarding student success, achievement, and performance within 12 months of being seated on the Board of Directors. Members shall become automatically ineligible to continue to serve on the Board of Directors if these requirements are not met. Additionally, a board member who does not complete training within the 12-month period is ineligible to be elected or appointed to a charter school board for a period of 18 months.
- d. All board members shall complete ongoing training annually. Training needs will be determined by through an annual board self-assessment. Ongoing training shall include but is not limited to budgeting, financial management, recruiting, hiring, and evaluating an executive director, superintendent, or chief administrator for the school, governance-management relationships, student support services, student discipline, state standards, cultural diversity, succession planning, strategic planning, program oversight and evaluation, compensation systems, human resources policies, effective parent and community relationships, authorizer contract and relationships, charter school law, legal liability, board recruitment and elections, board meetings and operations, policy development and review, and school health and safety.
- e. Documentation from the organization or person providing training under paragraphs (b), (c), and (d) shall be collected and maintained in the school's main office to certify completion of required training for each board member.
- f. In addition to covering the costs related to board training, the school's annual report shall report on the training each board member completed during the previous year.
- g. An annual assessment of the board's performance shall be conducted annually and the results reported in the school's annual report.

**ARTICLE III
MEETINGS****Section 3.01. Annual Meeting.**

An annual meeting of the Board of Directors for the purpose of electing officers and transacting such other business as may properly come before the meeting shall be held each year at such time and place as the Board of Directors may designate.

Section 3.02. Regular Meetings.

A minimum of six (6) regular meetings of the Board of Directors shall be held annually at such times and places as the Board of Directors may designate. A schedule of the regular meetings shall be kept on file in the school's main office and posted to its website.

Section 3.03. Special Meetings.

A special meeting of the Board of Directors may be called for any purpose at any time by the President (Chair) or upon written request of any three (3) or more directors of the board. Notice of the special meeting shall be provided in accordance with Minn. Stat. § 13D.04. Such notice shall contain the date, time, place, and purpose of the meeting. Only subjects listed on the agenda may be acted upon at the meeting.

Section 3.04. Notice of Meetings.

Written notice of each meeting of the Board of Directors stating the date, time, and place and, in the case of a special meeting, its purpose, shall be posted to the school website and sent electronically according to the latest available records of the Corporation not less than ten (10) days prior to the meeting to each director entitled to vote. If the date, time, and place of the meeting of the Board of Directors have been announced at a previous meeting, personal notice of the meeting is not required.

Section 3.05. 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 scheduled meeting, the director or directors present thereat shall have the power to adjourn without notice other than announcement at the meeting, until a quorum shall be present. The meeting shall be rescheduled in accordance with the Open Meeting Law. The existence of a quorum is determined when a duly called meeting is convened.

Section 3.06. Open Meeting Law.

All meetings of the Board or Directors and notices of such meetings are subject to and shall comply with the Open Meeting Law, Minn. Stat., chapter 13D.

Section 3.07. Meetings by Electronic Communication.

- a. Meetings conducted by telephone or other electronic means are prohibited unless the following conditions are met:
 - (1) all members of the Corporation participating in the meeting, wherever their physical location, can hear one another and can hear all discussion and testimony;
 - (2) members of the public present at the regular meeting location of the Corporation can hear all discussion and all votes of the members of the Corporation and participate in testimony;
 - (3) at least one member of the Corporation is physically present at the regular meeting location;
 - (4) all votes are conducted by roll call, so each member's vote on each issue can be identified and recorded;
 - (5) to the extent practical, a person can monitor the meeting electronically from a remote location. The school may require the person making a connection to pay for documented marginal costs that the school incurs because of the additional connection; and
 - (6) the school shall provide notice of the regular meeting location, of the fact that some members may participate by electronic means, and of the provisions of the above provision, number 5.
- b. Each member participating in the meeting by telephone or other electronic means is considered present at the meeting for purposes of determining a quorum and participating in all proceedings.

Section 3.08. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of Directors who would be required to take the same action at a meeting of the Board of Directors at which all Directors were present; provided, however, that all Directors must be notified immediately of its text and effective date. The written action is effective when signed by the required number of Directors, unless a different effective time is provided in the written action. Failure to provide the notice does not invalidate the written action. A Director who does not sign or consent to the written action is not liable for the action. Approved actions expire 180 days after the effective date unless they are approved at a public meeting later within that period.

Section 3.09. Conflicts of Interest.

- a. Statutory and common law conflicts of interest are prohibited.
- b. The Board of Directors shall establish a policy regarding conflicts of interest.

ARTICLE IV COMMITTEES

Section 4.01. Executive Committee.

If the Board of Directors chooses, an executive committee comprised of the President (Chair), Vice-President (Vice-Chair) and one other director may be appointed by the Board of Directors to act during intervals between meetings of the Board of Directors. During such intervals and subject to the board's control and direction, the executive committee shall have and may exercise all the authority and powers of the Board of Directors subject to such limitations as the Board may impose from time to time. Unless specifically authorized by the Board of Directors by resolution approved by the affirmative vote of a majority of the Directors, the executive committee shall not have the authority and power to elect officers, amend the Articles of Incorporation, adopt a plan of merger or consolidation, authorize the sale, encumbrance or disposition of all or substantially all of the property and assets of the school, authorize a voluntary dissolution of the school or a revocation thereof, or amend these Bylaws.

Section 4.02. Other Committees.

The Board of Directors may designate one or more other committees and may adopt such regulations as it deems advisable with respect to the membership, authority, and procedures of such committees.

Section 4.03. Rules of Procedure.

Subject to these Bylaws and to such regulations as the Board of Directors may adopt from time to time, each committee designated by the Board of Directors may fix its own rules or procedure and may hold meetings at such times and places as it may determine.

Section 4.04. Minutes.

Committees shall keep reasonable records of all meetings and actions. Minutes of committee meetings must be made available for at least 365 days following the meeting on the school's website, with older minutes available upon request.

ARTICLE V OFFICERS

Section 5.01. Elections, Qualifications, Terms.

The officers of the school shall consist of a President (Chair), Vice-President (Vice-Chair), Secretary, and Treasurer all of whom shall be elected by the directors at the annual meeting of the Board of Directors, and such other officers as may be elected or appointed from time to time by the Board of Directors. Any number of offices or functions of these offices may be held or exercised by the same person. The President (Chair) and Vice-President (Vice-Chair) shall be directors. Each officer shall hold office until his/her/their successor is elected and qualified, provided that each officer shall serve at the pleasure of the Board of Directors and may be removed with or without cause at any time by the Board of Directors.

Section 5.02. President (Chair).

The President (Chair) shall preside at all meetings of the Board of Directors and shall maintain records of and, when necessary, certify proceedings of the Board of Directors. In general, the President (Chair) shall perform all duties usually incident to the office of President (Chair) and all duties prescribed by the Board of Directors.

Section 5.03. Vice-President (Vice-Chair). The Vice-President (Vice-Chair) shall assume the duties of the President (Chair) in his/her/their absence and shall perform such other duties as may be assigned by the Board of Directors or delegated by the President (Chair).

Section 5.04. Executive Director, Superintendent, or Chief Administrator.

The executive director, superintendent, or chief administrator shall be the chief executive officer of the school, shall actively manage the business and affairs of the school, and shall see to it that all orders and resolutions of the Board of Directors are carried into effect. The executive director, superintendent, or chief administrator shall be responsible for overseeing the application and implementation of established policies in the operation of the school. In general, the executive director, superintendent, or chief administrator shall perform all duties usually incident to the office of the executive director, superintendent, or chief administrator and all duties prescribed by the Board of Directors.

Section 5.05. Secretary.

The Secretary shall attend all meetings of the Board of Directors and shall record or cause to be recorded all meeting minutes. The Secretary shall give or caused to be given proper notice of all meetings of the Board of Directors. If one or more assistant secretaries are elected or appointed by the Board of Directors, the Secretary may delegate thereto any of the foregoing duties.

Section 5.06. Treasurer.

The Treasurer shall be responsible for the keeping of accurate financial records for the school. The Treasurer shall be responsible for the depositing of all money, drafts, and checks in the name of and to the credit of the school in such banks and depositories as the Board of Directors may designate. The Treasurer shall have power to endorse for deposit all notes, checks, and drafts received by the school and issue checks and drafts in the name of the school as ordered by the Board of Directors. The Treasurer shall render to the Board of Directors whenever requested an account of all transactions as Treasurer and of the financial condition of the school. If one or more assistant treasurers are elected or appointed by the Board of Directors, the Treasurer may delegate thereto any of the foregoing duties.

Section 5.07. Authority and Duties.

In addition to the foregoing authority and duties, all officers of the school shall respectively have such authority and perform such duties as may be designated from time to time by the Board of Directors

Section 5.08. Resignation, Removal, Vacancy.

An officer may resign by giving written notice to the Board of Directors. The resignation is effective without acceptance when the notice is given to the Board of Directors, unless a later effective date is named in the notice. An Officer may be removed with or without cause by a resolution adopted by the Board of Directors. A vacancy in an office for any reason may, and in the case of a vacancy in the office of President (Chair) or Treasurer must, be filled for the unexpired part of the term as determined by the Board of Directors, provided that in the absence of an election or appointment of officers by the Board of Directors, the persons exercising the principal functions of the President (Chair) or the Treasurer is considered to have been elected to the office.

ARTICLE VI INDEMNIFICATION

Section 6.01. General.

The Corporation shall indemnify people acting in an official capacity on behalf of the school in the manner and to the extent set forth in Minn. Stat. § 317A.161, subdivision 11, and 317A.521. In addition, the school may, in the sole discretion of the Board of Directors, indemnify such people or any other person under such circumstances or difference circumstances as the Board of Directors shall deem appropriate if the board reasonably believes such indemnification to be in the best interests of the school.

Section 6.02. Advancement of Expenses.

If a person acting in his official capacity on behalf of the school is made or threatened to be made a party to a legal proceeding by or in the right of the school, the person is entitled, upon written request to the school, to payment or reimbursement by the school of reasonable expenses, including attorneys' fees and disbursements, incurred by the person in advance of the final disposition of the proceeding, upon receipt by the school of a written affirmation by the person of a good faith belief that the criteria for indemnification described in Section 6.01 above have been satisfied and a written undertaking by the person to repay the amounts paid or reimbursed by the school if it is determined that the criteria for indemnification have not been satisfied; and after a determination that the facts then known to those making the determination would not preclude indemnification under this section. The written undertaking is an unlimited general obligation of the person making it but need not be secured and must be accepted without reference to financial ability to make repayment.

Section 6.03. Rights Not Exclusive.

Nothing contained in this article shall affect any rights to indemnification to which the school's personnel may be entitled by contract or otherwise under law.

Section 6.04. Insurance.

This corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, or employee against any liability asserted against and incurred by such person in or arising from such capacity, whether or not this corporation would otherwise be required to indemnify the person against the liability.

**ARTICLE VII
POLICY OF NONDISCRIMINATION**

Saint Paul Conservatory for Performing Artists ("SPCPA") will admit students of any protected class including race, color, creed, religion, national origin, sex, age, marital status, status with regard to public assistance, sexual orientation, or disability and provide access to all the rights, privileges, programs and activities generally accorded or made available to students at SPCPA, and SPCPA does not discriminate on a protected class including race, color, creed, religion, national origin, sex, age, marital status, status with regard to public assistance, sexual orientation, disability, or any other basis prohibited by law in the administration of its educational policies, admissions policies, scholarship and loans programs, and educational programs or activities that it operates or in employment decisions.

**ARTICLE VIII
MISCELLANEOUS****Section 8.01. Main Office.**

The main office of the Corporation, at which the general business of the school shall be transacted and at which the general records of the school shall be kept, shall be in Saint Paul, Minnesota, or at such other place in the State of Minnesota as the Board of Directors may designate.

Section 8.02. Data Practices.

- a. The Corporation is subject to and shall comply with the requirements of the Minnesota Government Data Practices Act, Minn. Stat., chapter 13, and Minnesota Rules, parts 1205.0100-1205.2000.
- b. The Board of Directors shall adopt a policy to govern the school's responsibilities regarding individual data.

Section 8.03. Complaints.

- a. The Board of Directors shall adopt a policy to provide a procedure for students, parents, employees, or other people to report concerns or complaints.

Section 8.04. Execution of Instruments.

All deeds, mortgages, bonds, notes, checks, drafts, contracts, and other instruments may be signed on behalf of the school by such people as may be designated by the Board of Directors.

Section 8.05. Authority to Borrow and Encumber Assets.

No director, officer, agent, or employee of the school shall have the power of authority to borrow on its behalf, to pledge its credit, or to mortgage or pledge its property except within the scope and to the extent of the authority delegated by resolutions adopted by the Board of Directors. The 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 8.06. Fiscal Year.

The fiscal year of the school shall be the twelve-month period ending June 30 of each year or such other period as the Board of Directors may designate.

Section 8.07. Amendment.

The power to adopt, amend or repeal the Bylaws is vested in the Board of Directors.