

**AMENDED AND RESTATED BYLAWS
OF ACHIEVE LANGUAGE ACADEMY**

ARTICLE ONE: BOARD OF DIRECTORS

- 1) GENERAL. Except as otherwise provided, responsibility for the day to day management of the Corporation and its assets shall be vested in a Board of Directors. The members of the Board of Directors may in these bylaws be referred to as “Directors”, and the Corporation may be referred to as the “school.” Those individuals serving as the chief administrative officer and the chief financial officer of the Corporation, however their positions are titled, shall serve on the Board of Directors as “ex officio” nonvoting members.
- 2) QUALIFICATIONS. A Director shall be committed to the purposes and rules of the Corporation as expressed in its articles and bylaws, and may not assume or remain in office unless s/he fulfills all qualifications for his/her Board seat as indicated in this Corporation’s articles and bylaws.
- 3) ELECTIONS. Board elections shall be held during a time when the school is in session, and may not be conducted on days when the school is closed for holidays, breaks or vacations. The Board of Directors shall consist of nine non-related members, three of whom shall be licensed teachers employed as a teacher at the school, three of whom shall be parents or legal guardians of a student enrolled at the school (who shall not also be licensed teachers or non-licensed staff members), and three of whom shall be interested community members who are not employed by the school or have a child enrolled at the school. The community members shall possess certain skills and/or abilities that are needed by the Corporation, as identified by the Board of Directors from time to time. Contractors providing facilities, goods or services to the school shall not serve on the Board of Directors.
- 4) TRAINING. Members of the Board of Directors will comply with charter school board training requirements imposed by the Minnesota charter school law, Minnesota Statutes Chapter 124D, and the Minnesota Department of Education. Each Board member shall attend annual training throughout the Board member’s term, as provided by the charter school law. A Board member who does not begin the required training within six months of being seated and complete the required training within twelve months of being seated on the Board is automatically ineligible to continue to serve as a Board member.
- 5) CONFLICT OF INTEREST. No member of the Board of Directors may serve or continue to serve on the Board if he or she, or his/her immediate family member or partner is a full or part owner, or principal with a for-profit or nonprofit entity or independent contractor with whom the charter school contracts, directly or indirectly, for professional services, goods, or facilities. An individual is prohibited from serving as a board member if an immediate

family member is an employee of the school. No member of the Board of Directors may participate in selecting, awarding, or administering a contract if a conflict of interest exists. A conflict of interest exists when the board member, his/her immediate family member, partner, or organization employing or about to employ any of the foregoing individuals, has a financial or other interest in the entity with which the school is contracting. This conflict of interest provision does not apply to compensation paid to a licensed teacher of the school who also serves as a member of the Board of Directors; however, a licensed teacher of the school shall not participate in the discussion or vote on matters involving employee compensation or benefits.

- 6) REMOVAL. Except as otherwise provided, a Director may be removed with or without cause by a vote of the majority of the remaining members of the Board.
- 7) VACANCIES. Vacancies on the board shall be filled by a vote of the majority of all members of the Board, with the new person to serve until the end of the removed person's term.
- 8) RESIGNATION. Any Director may resign at any time by giving written notice to the Chair or to the Secretary/Treasurer. The resignation of any Director shall take effect at the time specified in such notice, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 9) COMPENSATION. Directors shall not be paid compensation for the performance of their duties as Directors.
- 10) COMMITTEES AND ADVISORY MEMBERS. The Board may establish Subcommittees to pursue various aspects of corporation business as the Board sees fit, including an Executive Committee. The Board may also in its discretion appoint and retain persons to serve as advisory resources to the Board.

ARTICLE TWO: DIRECTORS, MEETINGS

- 1) MEETINGS. The Board shall meet at least once every other month, at a time and place convenient to members of the board, and consistent with the Minnesota Open Meeting Law.
- 2) SPECIAL MEETINGS. Special meetings of the Board may be called by the Chair, or by a majority of the members of the Board. The Secretary/Treasurer shall give adequate notice to all members of the Board, not less than three days before the special meeting. Notice of special meetings must include the time, place and purpose of the meeting. Notice of special meetings must be made available to the public in accordance with the Minnesota Open Meeting Law.
- 3) QUORUM. A majority of voting Directors shall constitute a quorum. A majority vote from that quorum shall suffice for a fully valid and official act of the Board,

except as indicated otherwise in the articles of incorporation or bylaws of the Corporation.

- 5) MEETINGS. The Board shall comply with the provisions of the Minnesota Open Meeting Law with respect to the conduct of its meetings.

ARTICLE THREE: OFFICERS

- 1) OFFICERS. Officers of this Corporation shall be a Chair, and a Secretary/Treasurer, , who may or may not be Directors. One person may fill more than one post, except that one person may not serve as both Secretary/Treasurer and Chair.
- 2) TERMS. Officers shall each serve a term of one year, and shall be elected by a majority vote of the Board of Directors, at the beginning of the Corporation's fiscal year.
- 3) RESPONSIBILITIES. Responsibilities of the officers shall include the following:
 - a) The Chair shall preside at all meetings of the Board; shall present a report annually of the work of the Corporation for the preceding year at the annual meeting of the Board; shall appoint all subcommittees with the consent of a majority of the Board; and shall be an ex-officio member of all sub-committees.
 - b) The SecretaryTreasurer shall issue notice of all meetings; shall be responsible for the keeping and maintaining of Corporation minutes, records, reports, and other documents pertaining to the affairs of the Corporation. S/he _ shall be responsible for the custody of all moneys and securities of the Corporation, and shall have responsibility for ensuring that regular books of accounts with respect thereto are kept.
 - c) The officers of the Corporation shall also perform all duties regularly and customarily performed by like officers in similar organizations and shall perform all duties specifically delegated to them by the Board.
- 4) QUALIFICATIONS. An officer shall be committed to the purposes and rules of this Corporation as expressed in its articles and bylaws, and may not assume or remain in office unless s/he fulfills all qualifications for his/her position as indicated in this Corporation's articles and bylaws.
- 5) REMOVAL. An officer may be removed with or without cause by the Board of Directors .
- 6) VACANCIES. Vacancies in any of the offices shall be filled by a vote of the majority of the Corporation's voting Directors.

- 7) **RESIGNATIONS.** Any officer may resign at any time by giving written notice to the Chair or to the Secretary/Treasurer. The resignation of any officer shall take effect at the time specified in such notice, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 8) **OTHER OFFICERS.** The Board in its discretion may establish an office of Vice Chair, who shall assist the Chair in carrying out his/her activities, and shall act on behalf of the Chair in his/her absence. Additionally, Assistant Officers may from time to time be designated to assist the Board with administrative details. These officers and their duties may be determined by a majority vote of the Board of Directors. Assignment of duties to the Assistant Officers shall not relieve the regular Officers from the responsibility of performing their duties as provided in these bylaws.

ARTICLE FOUR: ADMINISTRATIVE HEAD

- 1) The day to day affairs of the Corporation may be carried out by an Administrative Head, who shall be the chief administrative officer of the Corporation.
- 2) The Administrative Head shall be appointed by, and shall serve at the pleasure of the Board of Directors.
- 3) The Administrative Head shall have the duty and authority to oversee the Corporation's day to day affairs in accordance with the policies and directions specified by the Board of Directors and shall have such additional authority and duties as the Board may from time to time prescribe. All such policies, directions and duties shall be communicated to the Administrative Head by the Board. The Administrative Head shall, in the execution of his/her duties, report to and be directly responsible to the Board.
- 4) The Administrative Head may employ such other staff personnel, as he/she deems appropriate and necessary to carry out the affairs of the Corporation.

ARTICLE FIVE: MEMBERS

All staff employed at the school, including licensed teachers, parents or legal guardians of children enrolled in the school, and members of the Board of Directors are voting members of the Corporation who are eligible to elect the members of the Corporation's Board of Directors.

ARTICLE SIX: MEMBERS' MEETINGS

- 1) **ANNUAL MEETINGS.** An annual meeting of members of the Corporation shall be held at such time and place as determined by the Board of Directors. In lieu of calling an annual meeting, the Board of Directors may specify alternative procedures by which members can vote to elect members of the Board of Directors annually. The Corporation must notify eligible voters of the school board election

date(s) at least 30 days before the election. Elections must be conducted as provided in Article One, Section 3.

- 2) **ACTION BY BALLOT.** To the extent allowed by applicable law, an action that may be taken at an annual or special meeting of members may be taken by ballot. The Corporation must mail or otherwise deliver a ballot to every member entitled to vote on the matter. The ballot must: 1) set forth each proposed action; and 2) provide an opportunity to vote for or against each proposed action. Solicitations for votes by written ballot must: 1) indicate the number of responses needed to meet the quorum requirements; 2) state the percentage of approvals necessary to approve each matter other than election of directors; and 3) specify the time by which a ballot must be received by the Corporation in order to be counted. Approval by ballot is valid if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- 2) **QUORUM.** Ten percent (10%) of members in good standing shall constitute a quorum at a meeting of members. A majority vote from that quorum shall suffice for a fully valid and official act of the membership, except as indicated otherwise.
- 3) **ADEQUATE NOTICE.** Adequate notice of membership meetings shall include, but not be limited to notice in person, by mail or other personal delivery means, fax or telephone call.

ARTICLE SEVEN: FINANCES

- 1) All financial accounts in any financial institution shall be held in the name of the corporation in accordance with such procedures as the Board may adopt.

ARTICLE EIGHT: AMENDMENTS

- 1) **AMENDING THE ARTICLES.** The articles of incorporation may be amended by a 2/3 vote of the Corporation's Board of Directors, and a majority vote of the Corporation's members.
- 2) **AMENDING THE BYLAWS.** The bylaws of this Corporation may be amended by a majority vote of the corporation's Board of Directors; provided that any amendment to the Bylaws that changes the governance model of the Corporation shall also require approval by a majority of the licensed teachers at the school and the authorizer, and must conform with the requirements of Minnesota Statutes Section 124D.10, as amended.

ARTICLE NINE: OTHER COMMITMENTS

- 1) **PURPOSE.** The purpose of this corporation to establish and operate an outcome based learning, nonsectarian charter school to provide a culturally centered,

academically challenging curricula for students within the range of grades Pre-Kindergarten through Twelve within St. Paul and surrounding communities, pursuant to all relevant provisions of Minnesota law, and all relevant commitments that the corporation's founders have made to all relevant parties and authorities.

- 2) PUBLIC ACCESS TO INFORMATION. Upon the request of an individual, the school must make available in a timely fashion the minutes of meetings of the board of directors, and or members and committees having any board-delegated authority; financial statements showing all operations and transactions affecting income, surplus, and deficit during the school's last annual accounting period; and a balance sheet summarizing assets and liabilities on the closing date of the accounting period. The school must also post on its web site information identifying its authorizer and indicate how to contact the authorizer and include that same information about its authorizer in other school materials that it makes available to the public. The school must also develop and publish on its web site a lottery policy and process that it will use when accepting students by lot.
- 3) The Corporation assumes full liability for its activities and indemnifies and holds harmless the authorizer and its officers, agents and employees from any suit, claim or liability arising from any operation of the school, and the Commissioner of the Minnesota Department of Education, and its officers, agents and employees. The school shall not indemnify or hold harmless a state employee if the state would not be required to indemnify and hold the employee harmless under Minn.Stat. Section 3.736, subd. 9.