

BY-LAWS
OF
SPECTRUM HIGH SCHOOL
RESTATED AND AMENDED AS OF
September 22, 2016

SPECTRUM HIGH SCHOOL
AMENDED AND RESTATED BYLAWS

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**RESTATED AND AMENDED
BYLAWS
OF
SPECTRUM HIGH SCHOOL
(THE "CORPORATION")**

Definitions

Meanings of terms found in these Bylaws are as commonly used, as otherwise defined within these Bylaws, or found in relevant Minnesota State Statutes.

**ARTICLE I
PURPOSE**

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

**ARTICLE II
OFFICES**

The principal office of the Corporation in the State of Minnesota shall be as set forth in the Articles of Incorporation or in the most recent amendment of the Articles of Incorporation or statement of the Board of Directors filed with the Minnesota Secretary of State changing the registered office in the manner prescribed by law. The Corporation may have such other offices within the State of Minnesota as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain a registered office in the State of Minnesota. The registered office may be, but need not be, identical with the principal office in the State of Minnesota.

**ARTICLE III
MEMBERSHIP**

Section 1. Membership. The Members of the Corporation shall be the persons so designated from time to time by the Board of Directors. There shall be one class of members. Unless otherwise determined, the sole Members of the Corporation shall be the members of the Board of Directors. Members shall not be required to pay a membership fee or annual dues. The initial members shall have voting rights.

The Board of Directors may from time to time create additional classes of membership. The terms and conditions of such additional membership classes, if any, shall be determined by the Board of Directors from time to time.

Section 2. Membership Criteria. In the event the Board of Directors determines that Members shall be persons other than Directors, membership criteria shall be adopted by the Board of Directors, and all membership approval, classification and re-classification shall be the responsibility of the Board of Directors. Members may be reclassified by an action of the Board of Directors or upon the request of a member, followed by the approval of the Board. Members may resign at any time without the approval of the Board of Directors.

Section 3. Annual Meeting. The annual meeting of the Members of the Corporation shall be held at such time and location as determined by the Board of Directors. Notification shall be by electronic means at least seven (7) days prior to the meeting date. Such notice shall contain the date, time and place of the meeting.

Section 4. Special Meeting. A special meeting of the Members may be called at any time by the Board Chair, or by a majority vote of the Board of Directors, or by the requisite number of voting members as provided in Minnesota Statutes, Section 317A.433. Notification shall be by electronic means or otherwise delivered no fewer than three (3) days prior to date of the meeting. Such notice shall contain the date, time, place and purpose of the meeting. Only subjects listed on the agenda shall be acted upon at the meeting.

Section 5. Emergency Meeting.
When circumstances require the immediate consideration by the Board of Directors, such as an emergency situation involving health, safety and/or security, the Board may call an emergency meeting in accordance with the procedures set forth in Open Meeting Law, Minnesota Statutes, section 13D.04, Subdivision 3.

Section 6. Quorum. For any annual meeting, special meeting, or emergency meeting, a majority of the total number of Members shall constitute a quorum. The Board will conduct business at meetings only when a quorum is present (see Article IV, Section 8).

Section 7. Voting. At each meeting of the membership, every Member shall have one (1) vote. Members must be present at meetings to vote. The affirmative vote of a majority of a quorum of Members shall constitute a duly authorized action of the membership.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers. As may be amended from time to time, 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 <https://www.revisor.mn.gov/statutes/?id=124E>, the Open Meeting Law <https://www.revisor.mn.gov/statutes/?id=13D.01>, Minnesota Government Data Protection Act, Federal and State laws and regulations for individual data privacy matters, and by law then in effect, 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.

Section 2. Number, Tenure and Qualifications. At the time of election, the Board of Directors shall be composed of not less than five (5) but not more than seven (7) nonrelated members and include: (i) two (2) licensed teachers employed at the school or providing instruction under contract between the charter school and a cooperative; (ii) at least two (2), but not more than four (4) parents or legal guardians of a student enrolled in the charter school, who are not an employee of the school; and (iii) at least one (1), but not more than two (2) interested community member(s) who reside(s) in Minnesota, is/are not employed by the charter school, and do(es) not have a child enrolled in the school.

Charter school employees shall not serve on the board unless item (i) applies.

Contractors providing facilities, goods, or services to the school shall not serve on the board.

An individual may not serve on the board if an immediate family member is an employee of the school. The definition of immediate members is defined by Minnesota State Statues, section, 124E.02(b)(3). The Executive Director and such other persons as the Board may determine from time-to-time shall be non-voting ex-officio Directors.

See Minn. Stat. 124E for conflict of interest issues, further guidance, and updates.

At the date of these amended bylaws, the Directors, their status and terms are as follows:

Seat ID	Status	Name	Term Ends
A	Community	Dave Lucas	6/30/19
B	Parent	Paula Bernard	6/30/18
C	Teacher	Scott Gangl	6/30/19
D	Community	Kerry Jerred	6/30/17
E	Teacher	Jessica Kemnitz	6/30/17
F	Parent	Kathy Reed	6/30/17
G	Parent	Tom Sagstetter	6/30/18

At all times the board must have a parent, a licensed teacher and a community member as Directors.

Section 3. Governance Structure.

While parents or legal guardians of students enrolled in the school often retain a majority vote, the board structure also allows for no clear majority.

The process and procedures for changing the board's governance structure will remain consistent with chapter 317A and Minnesota Statutes, section 124E.07, Subdivision 4. The board may change its governance structure only:

- (1) by a majority vote of the board of directors and a majority vote of the licensed teachers employed by the school as teachers, including licensed teachers providing instruction under a contract between the school and a cooperative; and
- (2) with the authorizer's approval.

Any change in board governance structure will conform with the composition of the board established under Article IV, Section 2 of these bylaws.

The governance of the Corporation will at all times be in accordance with the provisions of Minnesota Statutes, section 124E (Charter School Law) and such other provisions of Minnesota law applicable to charter schools.

Section 4. Statutory Eligible Voters. In accord with Minn. Stat. §124E, and as may be amended from time to time, staff members employed at the school, including teachers providing instruction under a contract with a cooperative, all parents or legal guardians of children enrolled in the school, and all members of the board of directors are the voters eligible to elect the members of the school's Board of Directors. The school shall provide a 30 day notice of the election to the eligible voters.

Section 5. Regular Meetings. Regular meetings of the Board of Directors shall be held in compliance with Section 13D.04 <https://www.revisor.mn.gov/statutes/?id=13D.04>.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called at any time, for any purpose, by the Board Chair, or any three Board Members. Notice of every special meeting shall be held in compliance with Section 13D.04 <https://www.revisor.mn.gov/statutes/?id=13D.04>.

Section 7. Emergency Meetings.
When circumstances require the immediate consideration by the Board of Directors, such as an emergency situation involving health, safety and/or security, the Board may call an emergency meeting in accordance with the procedures set forth in Open Meeting Law, Minnesota Statutes, section 13D.04, Subdivision 3.

Section 8. 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 such meeting, the director or directors present thereat shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present. Notwithstanding the foregoing, if a quorum is present when a duly called meeting is convened, and later enough directors withdraw from the meeting so that less than a quorum remains, the directors remaining may continue to discuss but not transact business until adjournment.

Section 9. Voting. Each member of the Board of Directors shall have the power to exercise one (1) vote on all matters to be decided by resolution of the Board. The affirmative vote of a majority of a quorum of Board members shall constitute a duly authorized action of the Board.

Section 10. Resignation and Removal. Directors may resign at any time, effective immediately or at a specified later date, by giving written notice to the Board Chair or the Secretary of the Corporation. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A director may be removed at any time, with cause, by a two-thirds (2/3) vote of a majority of all remaining directors of the Corporation. Failure to attend four (4) unexcused consecutive meetings shall constitute cause.

Section 11. Filling Vacancies. Unless otherwise provided by Minnesota Statutes, Section 317A.227, vacancies on the Board of Directors caused by death, disqualification, resignation, disability, removal or such other cause shall be filled by appointment of a new director by the affirmative vote of a majority of the remaining directors, even if less than a quorum. A director filling a vacancy shall hold office until the next annual meeting of the members, or until his successor has been duly elected and qualified, subject to his earlier death, disqualification, resignation, or removal.

Section 12. Compensation. Directors, as such, shall not receive stated salaries for their services, but nothing in these Bylaws shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore (in accordance with Article IV, Section 2 of these bylaws). In addition, the directors of this Corporation may be reimbursed for reasonable out-of-pocket expenses incurred by them in rendering services to this Corporation, as the Board of Directors from time to time determines such services to be directly in furtherance of the purposes and in the best interest of the Corporation.

Section 13. Meetings Without Notice. Any director may, in writing or orally, either before, at or after any meeting of the Board of Directors, waive notice thereof and, without notice, any director by attendance at such meeting and participation therein shall be deemed to have waived notice of the action or actions taken at any meeting of the Board of Directors.

Section 14. Presence at Meetings. Members of the Board of Directors or of any committee, as applicable, may participate in a meeting of the Board of Directors or any committee by means of interactive technology with an audio and visual link, by which all persons participating in the meeting can simultaneously hear and see each other (including all discussion and votes), and such participation at a meeting shall constitute presence in person at the meeting.

Section 15. Committees of the Board. The Board of Directors may, by resolution passed by a majority of the Board of Directors, designate, define the authority of, set the number and determine the identity of, members of one or more board committees. Board committee members must be natural persons, but need not be members of the Board of Directors. The Board may, by similar vote, designate one or more alternate members of any board committee who may replace any absent or disqualified member at any meeting of the committee.

15.1 Authority of Committees. Any board committee, to the extent provided in these Bylaws or in the resolutions creating such committee, shall have and may exercise all of the powers and authority granted by the Board of Directors in the management and business affairs of the Corporation; provided, however, that no board committee shall be granted any powers or authority exceeding that granted to the Board of Directors. Unless otherwise stated in the resolutions creating it, or in these Bylaws, board committee actions shall be taken only upon the affirmative vote of a majority of the members of the committee. Failure of a committee to reach an agreement upon any issue before it shall require referral of such issue to the entire Board of Directors.

15.2 Procedures for Conducting Meetings. The activities of all board committees of this Corporation shall be conducted in such manner as will advance the best interest of the Corporation. Each board committee shall fix its own rules of procedure and other regulations which shall be consistent with the Articles of Incorporation, these Bylaws and the policies of the Corporation. The Board Chair shall be an ex-officio member of all board committees, unless they serve as a member of such committee. The meetings of all board committees shall be open to attendance by all directors. Directors may participate in any such meeting, but may not vote unless such director is a member of the committee.

15.3 Limitation on Authority of Committees. Each board committee shall be under the direction and control of the Board and shall keep regular minutes of their proceedings. All actions of each board committee shall be reported to the Board of Directors and shall be subject to revision and alteration by the Board of Directors. Each committee shall meet as provided by its rules or by resolution of the Board of Directors. Notice of all meetings of any board committee shall be given to all members of that committee as determined by the committee, or pursuant to Section 4 above.

**ARTICLE V
OFFICERS AND EMPLOYEES**

Section 1. Number; Election. The officers of the Corporation shall be elected for one (1) year terms by the Board of Directors, and shall consist of a Board Chair/Chief Executive Officer (CEO), Vice Chair, Treasurer, Secretary, and such other officers as the Board of Directors shall determine from time to time.

Section 2. Vacancies. A vacancy in any office of this Corporation occurring by reason of death, disqualification, resignation, or removal shall be filled for the unexpired portion of the term by appointment of a successor by the Board of Directors.

Section 3. Board Chair/CEO. The Board Chair/CEO shall:

3.1 Act as the chairman of the Board of Directors and exercise the functions of the office of the president of the Corporation;

3.2 The Chair, when present, will preside at all meetings of the Board of Directors;

3.3 Perform such duties and exercise such powers as are necessary or incident to the supervision and management of the business and affairs of the Corporation;

3.4 Sign and deliver, in the name of the Corporation, all deeds, mortgages, bonds, contracts or other instruments requiring an officer's signature, unless otherwise directed by the Board;

3.5 Have the general powers and duties usually vested in the office of the president; and

3.6 Have such other powers and perform such other duties as are prescribed by Minnesota Statutes, section 317A.305, Subdivision 2, and as the Board of Directors may from time to time prescribe.

Section 4. Vice Chair. The Vice Chair shall:

4.1. Perform the duties of the Board Chair/CEO in his absence.

Section 5. Treasurer. The Treasurer shall, by delegation or otherwise:

5.1. Ensure accurate accounts are kept of all monies of the Corporation received or disbursed;

5.2 Ensure safe and secure deposit of all monies, drafts and checks in the name of, and to the credit of, the Corporation in such banks and depositories as the Board of Directors shall from time to time designate;

5.3 Have the care and custody of the corporate funds and securities;

5.4 Have the power to endorse for deposit all notes, checks and drafts received by the Corporation;

5.5 Ensure disbursement of the funds of the Corporation as ordered by the Board of Directors, and ensure the making of proper vouchers therefore;

5.6 Render to the Board Chair and the Board of Directors, whenever required, an account of all of transactions as treasurer and of the financial condition of the Corporation; and

5.7 Perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors or by the Board Chair.

Section 6. Secretary. By delegation or otherwise, the Secretary shall maintain the office of the Corporation and shall:

6.1 Attend all meetings of the members, the Board of Directors and all board committees (when requested). If unable to attend, the Board may designate another member of the Board the duties of the Secretary for the duration of the meeting.

6.2 Ensure recording of all proceedings of the minutes of the members, Board of Directors and board committees in a book to be kept for that purpose;

6.3 Ensure preservation of all documents and records belonging to the Corporation;

6.4 Maintain a list of all members of the Corporation in good standing;

6.5 Give or cause to be given notice of all meetings of the members and all meetings of the Board of Directors and committees; and

6.6 Perform such other duties as may be prescribed by the Board of Directors or the Board Chair from time to time.

Section 7. Management and Administrative Employees. The Corporation may have such management and administrative employees as from time to time are determined necessary by the Board of Directors. Such employees shall be appointed in a manner, have the duties and responsibilities and hold their positions for the time prescribed by the Board of Directors.

Section 8. Compensation. The officers and employees of the Corporation may be paid such reasonable compensation, if any, for their services rendered to the Corporation in such capacity (in accordance with Article IV, Section 2 of these bylaws), and may be reimbursed for reasonable out-of-pocket expenses, as the Board of Directors from time to time determines to be directly in furtherance of the purposes and in the best interests of the Corporation.

Section 9. Bond. The Board of Directors of this Corporation shall from time to time determine which, if any, of the officers, agents, or employees of this Corporation shall be bonded and the amount of each bond.

Section 10. Removal of Officer. Any officer may be removed (as an officer) at any time, with or without cause, by the vote of a majority of a quorum of the Board of Directors at any regular meeting or at a special meeting called for that purpose. They will continue as a director unless removed under Article IV. Section 10 of these bylaws.

Section 11. Resignation. Any officer may resign at any time. Such resignation shall be made in writing to the Board Chair, or Secretary of the Corporation, and shall take effect at the time specified therein or, if no time be specified, at the time of its receipt by the Board Chair or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

ARTICLE VI DISTRIBUTION OF ASSETS

Section 1. Right to Cease Operations and Distribute Assets. By a two-thirds (2/3) vote of all directors, the Board may resolve that the Corporation cease operations and voluntarily dissolve. Such resolution shall set forth the proposed dissolution and direct designated officers of the Corporation 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 Corporation. A resolution to dissolve the Corporation shall be approved only upon the affirmative vote of a two-thirds (2/3) of a quorum of voting members of the Corporation taken at a meeting during which the resolution is brought before the voting members. If such cessation and distribution is called for, the Board shall set a date for commencement of the distribution.

Section 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 Corporation to discontinue its regular business activities and operations as soon as practicable, and shall liquidate and distribute all the Corporation's assets to other Minnesota 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.

ARTICLE VII INDEMNIFICATION

Section 1. Indemnification. Each director, officer, and employee of the Corporation, past or present, and each person who serves or may have served at the request of the Corporation as a director, officer, partner, trustee, employee, representative or agent of another organization or employee benefit plan, and the respective heirs, administrators and executors of such persons, shall be indemnified by the Corporation in accordance with, and to the fullest extent permitted by, Minnesota Statutes, Section 317A.521. The Corporation shall not be obligated to indemnify any other person or entity, except to the extent such obligation shall be specifically approved by resolution of the Board of Directors. The Corporation shall have the power to advance to such person's expenses incurred in defending any such proceeding to the maximum extent permitted by law. This Section is and shall be for the sole and exclusive benefit of the individuals designated herein and no individual, firm or entity shall have any rights under this Section by way of assignment, subrogation, or otherwise, whether voluntarily, involuntarily, or by operation of law.

Section 2. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, against any liability

asserted against and incurred by such person in his or her official capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against liability under Minnesota Statutes, Section 317A.521, the Articles of Incorporation, or these Bylaws.

ARTICLE VIII AMENDMENTS

Subject to the right of the voting members to adopt, amend and repeal these Bylaws as set forth in Minnesota Statutes, section 317A.181, Subdivision 2(b), the power to adopt, amend or repeal the Bylaws is vested in the Board of Directors.

ARTICLE IX FINANCIAL MATTERS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and any such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors or these Bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or to any amount.

Section 2. Loans and Pledges. No loans shall be contracted, nor pledges or guarantees given, on behalf of the Corporation unless specifically authorized by the Board of Directors.

Section 3. Authorized Signatures. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such person or persons and in such manner as shall from time to time be determined by the Board of Directors or these Bylaws.

Section 4. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate and shall be disbursed under such general rules and regulations as the Board of Directors may from time to time determine.

Section 5. Corporate Seal. The Corporation shall not have a corporate seal.

Section 6. Documents Kept at Registered Office. The Board of Directors shall cause to be kept at the registered office of this Corporation originals or copies of:

- 6.1 Records of all proceedings of the Board of Directors and all committees;
- 6.2 Records of all votes and actions of the members;
- 6.3 All financial statements of the Corporation; and
- 6.4 Articles of Incorporation and Bylaws of this Corporation and all amendments and restatements thereof.

Section 7. Accounting System and Audit. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting and financial reporting system for the Corporation. The Board shall cause the records and books of account of the Corporation to be audited by a Certified Public Accounting Firm at least once each fiscal year and at such other times as it may deem necessary or appropriate, and may retain such person or firm for such purposes as it may deem appropriate.

**ARTICLE X
MISCELLANEOUS**

Section 1. Gender References. All references in these Bylaws to a party in the masculine shall include the feminine and neuter.

Section 2. 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.

CERTIFICATE

The undersigned Secretary of Spectrum High School, a Minnesota nonprofit corporation, does hereby certify that the foregoing Restated and Amended Bylaws are the bylaws adopted for the Corporation.



September 22, 2016

Date

Kathy Reed, Secretary