# Bylaws of the Minnesota Transitions Charter School

## Article I. Offices, Corporate Seal, and Purpose

### Section 1. Offices

The registered offices of the Corporation shall be set forth in the Articles of Incorporation, in the most recent amendment of the Articles of Incorporation, or a statement of the Board of Directors filed with the Minnesota Secretary of the State changing the registered office in the manner prescribed by law. The Corporation may also have offices and places of business at such other locations as the Board of Directors may from time to time designate, or the business of the corporation may require.

### Section 2. Corporate Seal

The Corporation may have a corporate seal as designated by the Board of Directors.

### Section 3. General Purpose

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

## Article II. Members

### Section 1. Membership

This Corporation shall have no members.

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# Article III. Directors

**Section 1. General Powers**

The Board of Directors is responsible for governing, managing, and directing the affairs of the Corporation. Toward that end, the Board of Directors is authorized to exercise all corporate powers except as limited by law, the Articles of Incorporation, or these Bylaws.

**Section 2. Number**

The Board of Directors shall consist of at least five (5) members with the target configuration of nine (9) members, but may have as many as eleven (11) members with Board approval. All Board rules should conform to State law. Any change required by the State to the Bylaws will be voted on by the Board of Directors.

**Section 3. Designation and Change of Governance Structure**.

(a) Designation of Governance Structure. The composition of the Board of Directors must be consistent with Minnesota Statutes section 124E.07, subd. 3(a). The term governance structure means having a teacher-majority or a non-teacher majority board, or having a board with no clear majority. The Board of Directors shall adhere to the teacher-majority structure, unless changed in accordance with Section 3(b) below.

(b) Requirements to Change of Governance Structure. The Board may change the governance structure only upon:

(i) a majority vote of the Board of Directors;

(ii) a majority vote of the licensed teachers employed by the Corporation as teachers who provide instruction to students, including licensed teachers providing instruction under a contract between the school and a cooperative; and

(iii) approval of the school's authorizer.

(c) Process and Procedures to Change Governance Structure.

(i) Requests & Petitions to Change Structure. The Board 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 so 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.

(ii) Special Board Meeting to Solicit Community Comment. Upon receipt of a request or petition complying with (i) above, the Board shall schedule and publicize a special board meeting, to be held within thirty (30) 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 shall also invite the school community to submit written comments to the Board prior to the special board meeting.

(iii) Board Meeting. 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.

(iv) Effective Date of Change in Governance Structure. Any change in the governance structure complying with this Section 3 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 4. Qualifications**

(a) Related Parties Prohibited. The Board of Director membership shall not contain any related parties, as defined by Minnesota Statutes Chapter 124E.

(b) Additional Qualifications. No Corporation employees may serve on the Board except for licensed teachers who meet the qualifications enumerated below. The Superintendent and any lead administrator or

Principal at a school within the Corporation are ineligible to serve on the Board. A teacher employed by the Corporation must meet the following qualifications to serve as a board member:

1. be employed by the Corporation or provide at least 720 hours of service under a contract between the Corporation and a teacher cooperative;

2. be a qualified teacher as defined under Minnesota Statutes section 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 a school calendar year.

    i. A Corporation employee who is a board member and who resigns his or her employment at the school or whose employment is terminated at the school is ineligible to be a board member and is automatically removed from the Board as of the date of employment resignation or termination.

    ii. A teacher employed at the school who is also a parent of a child enrolled at the school is eligible for a teacher board member position and is ineligible for a parent board member position.

    iii. A community board member who, during his or her Board term, becomes employed at the school or a parent of a child enrolled at the school is automatically removed from the Board as of the date of such employment or enrollment.

    iv. A parent board member whose child is unenrolled from the school during such board member's term is automatically removed from the Board as of the date of such unenrollment.

(c) The goal of the Corporation is to have as diverse a group of teacher Board Members as possible to represent differing experiences and viewpoints. To that end, no more than four (4) teacher Board Members from the same school may serve or be elected to the Board at the same time. For purposes of this section, the term school includes: Banaadir Academy, Banaadir Elementary, MTS Elementary, MTS Secondary, Minnesota Virtual Schools, P.E.A.S.E Academy, and Minnesota Connections Academy. If four teacher members from one school are already on the Board, a fifth teacher from that school is ineligible to either be appointed or elected to the Board, unless that teacher is running for one of the four school spots against an incumbent. Similarly, no more than four (4) teacher Board Members who serve in an administrative or supervisory capacity and are not dedicated to one specific school, may serve or be elected to the Board at the same time. If four teacher Board Members who serve in such administrative roles are already on the Board, a fifth teacher in such an administrative role is ineligible to either be appointed or elected to the Board, unless that teacher is running for one of the four administrative spots against an incumbent. Only one (1) teacher from Minnesota Connections Academy may serve or be elected to the Board.

**Section 5. Election of Directors**

(a) Annual Election. The election of Directors on the Board of Directors shall take place annually. The Corporation shall notify all eligible voters of the election date at least thirty (30) days before the election as required by Minnesota Statutes section 124E.07, subdivision 5. The Election may take place in more than one location, so long as the Board of Directors designates all voting locations for the Election. Eligible Voters shall not be entitled to vote on any other matters besides the election of the Board of Directors.

(b) Eligible Voters. Eligible Voters are those who are identified under Minnesota Statutes 124E.07, subdivision 5(a). All parents or legal guardians of a student enrolled at MTCS shall have one vote. All staff members employed by MTCS shall have one vote. Any members of the Board who are not either parents or staff members shall have one vote. No one may have more than one vote.

(c) Term. At each Election, elections shall be held to fill any vacancies or expiring terms of Directors on the Board. Directors shall be elected as designated by Minnesota State Law covering charter schools. Directors will be elected to staggered terms of three (3) years in length. A new Director's term will begin on July 1 of each year. An individual may serve four terms on the Board as a Director and may serve four terms as an officer on the Board.

**Section 6. Resignation and Removal**

Directors may resign at any time, effective immediately or at a specific later date, by giving written or electronic notice to the Board Chair or Secretary. Unless otherwise specified therein, the Board is not required to accept a resignation in order for it to become effective. A Director may be removed at any time by a majority vote of all Directors based upon evidence of a violation of a Director's duties.

**Section 7. Filling Vacancies**

If a seat on the Board becomes vacant before the Director who held the seat completes his or her term on the Board, the vacancy may be filled by the affirmative vote of a majority of the Directors on the Board, provided that the vote occurs at a properly noticed meeting of the Board. A Director who is appointed to a fill a vacancy will hold office for the unexpired term of the vacant seat, or until his or her successor has been duly elected and qualified, subject to his or her earlier death, disqualification, resignation, or removal.

**Section 8. Committees**

In addition to other actions relating to committees, the Board of Directors may: (1) establish standing or ad hoc committees as it sees fit; (2) define the powers and responsibilities of any committee that it has established; (3) designate and determine the members of any committee that it has established; (4) select or provide a method for selecting a chairperson for a committee; (5) designate one or more individuals to replace any absent or disqualified member of a committee; (6) direct and oversee any committee that it has established; and disband any established committee as it sees fit, regardless of whether the committee is a standing committee or an ad hoc committee. An ad hoc committee is considered disbanded once its designated task has been completed.

(a) Authority of Committees. Except as authorized by the Board of Directors, each committee is advisory only, such that it has no decision-making authority. If the Board authorizes a committee to have decision-making authority or the committee consists of a quorum or more of Directors, the meetings of that committee must be posted and held in accordance with the Open Meeting Law. A committee that has decision-making authority may exercise that authority only through the affirmative vote of a majority of the total members of the committee.

(b) Procedures for Conducting Committee Meetings. The activities of all committees of the Corporation must be conducted in a manner that will advance the best interest of the Corporation. Each committee must fix its own rules of procedure and must act in a manner that is consistent with the Articles of Incorporation, these Bylaws, and the policies of the Corporation. The Chair will be an ex-officio member of all committees, unless the Chair also serves as a member of such committee.

(c) Limitation on Authority of Committees. Every committee that is established by the Board will be subject to the direction and control of the Board.

(d) Finance Committee. Unless otherwise authorized by the Board of Directors, the Corporation shall at all times have a Finance Committee. The Finance Committee shall be comprised of three Directors, including the Treasurer, who shall serve as the chair of the Finance Committee. The committee is responsible for fiscal matters. It shall coordinate the Board's financial oversight responsibilities by recommending policy to the Directors, interpreting it for staff, and monitoring its implementation. The committee shall also provide board oversight of the Corporation's financial audits. The financial committee shall monitor the Corporation's financial records; review and oversee the creation of accurate, timely and meaningful financial statements to be presented to the Board; review the annual budget and recommend it to the Board of Directors for approval; monitor budget implementation and financial procedures; monitor budget assets; monitor compliance with federal, state, and other reporting requirements; and help Directors understand the Corporation's finances. The committee shall recommend the auditor for the Board of Directors approval and review the audit. The Finance Committee's meetings shall be subject to the Open Meeting Law.

(e) Executive Committee. Unless otherwise authorized by the Board of Directors, the Corporation shall at all times have an Executive Committee. The Executive Committee shall be comprised of three Directors, including the Chair. The Executive Committee may act during intervals between meetings of the Board. During such intervals and subject to the Board's control and direction, the Executive Committee shall have and may exercise all of the authority and powers of the Board, subject to such limitations as the Board may impose from time to time. Unless specifically authorized by the Board by resolution approved by the affirmative vote of a majority of the Directors, the Executive Committee shall not have the authority or power to elect Officers, to amend the Articles of Incorporation, to adopt a plan of merger or consolidation, to authorize the sale, encumbrance, or disposition of all or substantially all of the property and assets of the Corporation, to authorize a voluntary dissolution of the Corporation or a revocation thereof, or to amend these Bylaws. A majority of the members of the Executive Committee shall be necessary to constitute a quorum and in every case an affirmative vote of a majority of the members of the committee present at a meeting shall be necessary for the taking of any action. The Executive Committee shall fix and establish its own rules of procedure and shall meet as provided by such rules and shall also meet at the call of its Chair or of any other two (2) members of the committee. The Executive Committee's meetings shall be subject to the Open Meeting Law.

**Section 9. Regular Meetings**

The Board of Directors shall meet at least monthly. The purpose of such meetings will be to review the progress of the Corporation, set strategic plans, vote on contracts, and carry out any other business required to maintain the Corporation. Regular meetings shall be set by the Board of Directors or by the call of the Board Chair with written notice of at least three (3) calendar days. All meetings of the Board of Directors are subject to Minnesota State law, including Minnesota Statutes Chapter 124E, as amended, and the Open Meeting Law.

**Section 10. Special Meetings**

The Board Chair may call special meetings at any time and for any purpose with a three (3) calendar day notice. The Board Chair shall also call a special meeting of the Board upon a written request of a majority of the members of the Board. The Board, or its designee, will post and deliver written notice of the date, time, place, and purpose of

a special meeting in accordance with the Open Meeting Law. Notice of every special meeting of the Board shall be emailed to each Director and posted on the Corporation's website at least three (3) calendar days before the meeting is to be held.

**Section 11. Compensation**

Directors shall not receive compensation for their services as a board member, but nothing in these Bylaws shall be construed to preclude any Director from serving the Corporation as an employee and receiving compensation therefore. 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. Additionally, Directors may receive de minimis benefits, including but not limited to receiving food or drink during meetings.

**Section 12. Training**

Every Director shall attend annual training throughout the Director's term on the Board, in accordance with Minnesota Statutes Section 124E.07, subdivision 7. All new Directors shall attend initial trainings on the Board's role and responsibilities, employment policies and practices, and financial management. Prior to beginning their term, a new Director must complete training on the board's role and responsibilities, open meeting law, and data practices law. A new Director must complete training on employment policies and practices under Minnesota Chapter 181; public school funding and financial management; and the board's roles and responsibilities regarding student success, achievement, and performance within 12 months of being seated on the board or the individual is automatically ineligible to continue to serve as a Director. A Director 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.

## Article IV. Officers

**Section 1. Number**

The general officers of the Corporation, all of whom shall be Directors, shall consist of a Chair, Vice Chair, Treasurer, Secretary, and such other officers as the Board of Directors shall determine from time to time.

**Section 2. Election and Terms of Office**

The officers of the Corporation shall be elected at the first Board of Directors meeting following the Election. Officers shall serve for a one (1) year term, unless removed by a majority vote of the Board of Directors.

**Section 3. Vacancies**

Vacancies of an officer shall be filled by a successor appointed by a majority vote of the Board of Directors, who shall serve the remaining unexpired term of the vacant officer.

**Section 4. Chair**

The Chair shall be the presiding officer of the Board of Directors. She or he shall see to it that all resolutions and policies of the Board of Directors are carried into effect and shall have the general powers and duties of supervision usually vested in a Chair of a nonprofit corporation, as prescribed in Minnesota Statutes Section 317A.305, subdivision 2. Accordingly, among other things, the Chair must:

(a) have general active management of the business of the Corporation;

(b) call and, when present, preside at regular, special, and emergency meetings of the Board;

(c) see that the orders and resolutions of the Board are carried into effect;

(d) sign and deliver in the name of the Corporation deeds, mortgages, bonds, contracts, or other instruments that have been approved by majority vote of the Board, except in such cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Board to another officer or agent of the Corporation;

(e) maintain records of the Board and, when necessary, certify proceedings of the Board; and

(f) perform other duties prescribed by the Board.

**Section 5. Vice Chair**

The Vice Chair shall perform the duties and exercise the powers of the Chair when the Chair is absent or unable to act. The Vice Chair shall perform such other duties as the Board of Directors shall from time to time prescribe.

**Section 6. Secretary-Treasurer**

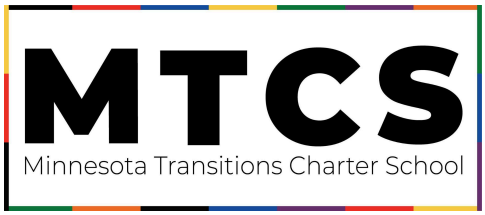
The Secretary-Treasurer or his or her designee must perform the duties of the Corporation's treasurer in accordance with the Minnesota Nonprofit Corporation Act, currently codified at Minnesota Statutes Section 317A.305, subdivision 3. The Secretary-Treasurer must attend, record, and preserve the minutes of all meetings of the Board of Directors and all committees, as required. In addition, the Secretary-Treasurer must perform such other duties and have such other powers as may be prescribed by the Board of Directors.

**Section 7. Removal of Officer**

Any officer may be removed from office at any time, with or without cause, by majority vote of the Board of Directors.

**Section 8. Resignation**

Any officer may resign from office at any time by giving written notice to the Board of Directors. Such resignation will be effective upon delivery of the notice to any other officer of the Corporation, unless a later effective date is specified in the written notice. The Board is not required to accept a resignation in order for it to become effective. Any director who resigns from the Board shall be deemed, without any further action, to have resigned from all offices held by that director.




# Article V. Financial Matters

## Section 1. Accounts and Records

The Board of Directors shall install and maintain an adequate system of accounts and records. The Board shall cause the records and books of account of the Corporation to be audited, in accordance with Minnesota Statutes Section 124E.16, subdivision 1(b)-(3) and Section 124E.11(g), as amended, at least once every fiscal year and at such other times as it may deem necessary and appropriate, and may retain such person or firm for such purposes as it may deem appropriate.

## Section 2. Depository

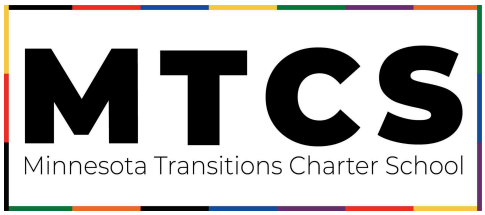
The Board of Directors shall have the power to select one or more banks or credit unions to act as depositories of the funds of the Corporation and to determine the manner of receiving, depositing, and disbursing the funds of the Corporation, the form of checks and the person or persons by whom they shall be signed. The Board also has the power to change such banks or credit unions and the person or persons signing such checks and the form thereof at will.

## Section 3. Checks and Documents

All checks or demands for money and notes of the Corporation and all other instruments, documents, or deeds of every kind, nature, and description required to be executed in the name and in behalf of the Corporation shall be signed by such officers or agents of the Corporation as the Board of Directors may from time to time by resolution designate and determine.

## Section 4. 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.




# Article VI. Miscellaneous

**Section 1. Fiscal year**

The Fiscal year will follow the requirements of Minnesota State law for charter schools and nonprofit corporations.

**Section 2. Amendments to the Bylaws**

The power to adopt, amend, or repeal the Bylaws is vested in the Board of Directors. The Bylaws may be adopted, amended, or repealed upon proper notice and a majority vote of the Board of Directors.

**Section 3. Conflict of Interest**

A Conflict of Interest Policy will be established by the Board of Directors that is consistent with Minnesota Statutes Chapter 124E and federal law. Further, the Conflict of Interest Policy must meet at least the following conditions:

(a) Statement of No Conflict. Each board member must complete a conflict-of-interest statement for review by the Board within thirty (30) days of his or her election, and shall annually complete such a statement on the anniversary of his or her election or on such an annual date that the Board may select. The Board will provide all such conflict of interest statements to its authorizer.

(b) Conflict of Interest Prohibited. A member of the Board of Directors is prohibited from serving as a member of the Board of Directors if the individual, an immediate family member, or the individual's partner is an owner, employee or agent of, or a contractor with a for-profit or nonprofit entity with whom the school contracts, directly or indirectly, for professional services, goods, or facilities.

(c) Conflict of Interest Policy-Contract or Transaction. Neither the Board nor the Corporation shall enter into any contract or transaction with (i) one or more of its board members, (ii) a board member related organization, or (iii) an organization in or of which a board member of the organization is a board member, officer, or legal representative, employee, or in some other way has a material financial interest unless all of the following criteria are met, in addition to

(a) and (b) above: (1) The contract or transaction is fair and reasonable; (2) that interest is fully disclosed to all the Board's members; (3) the Board approves, authorizes or ratifies the action in good faith and within Minnesota Statutes Chapter 124E; and (4) the approval is by unanimous decision of the Board, with the interested party abstaining from discussion and vote.

(d) Conflict of Interest - Participation at Board Meeting. When an agenda item presents an existing or potential conflict of interest, the interested board member may be present to answer questions, but shall exit from the meeting during the discussion and vote. The Minutes of all actions taken on such matters shall clearly state that the requirements of this section were met and were consistent with Minnesota Statutes Chapter 124E. This clause does not pertain to agenda items not relating to existing or potential conflicts of interest.

### Section 4. Limitations of activities

No substantial part of the activities of this Corporation shall be the carrying out of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including publishing or distributing statements) any political campaign on behalf or, or in opposition to, any candidate for public office.

## Article VII. Distribution of Assets

### Section 1. Right to Cease Operations and Distribute Assets

By a two-thirds vote of all Directors at a meeting held for the specific stated purpose of considering the question of dissolution, the Board of Directors may adopt a resolution requiring that the Corporation cease operations and voluntarily dissolve in accordance with all applicable laws.

### 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 in accordance with all applicable laws. Notice of intent to dissolve shall be filed with the Secretary of State as required by law

## Article VIII. Indemnification and Insurance

### Section 1. Indemnification

The Corporation shall defend, indemnify, and hold harmless its directors, officers, employees, and committee members to the fullest extent permitted by Minnesota Statutes Section 317A.521 and any amendments thereto. The Corporation shall also indemnify and hold harmless the individuals identified in Minnesota Statutes Section 124E.09 in accordance with that statute, as amended.

### Section 2. Insurance

The Corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or member of a committee of the Board of Directors, 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.

These Revised Bylaws were adopted and made immediately effective on Insert New Date, by resolution of the Board of Directors. Any and all previous Bylaws have been revoked and are no longer in effect.

MTCS
Minnesota Transitions Charter School

Date: 12/18/25

School Board Chair

Date: 12/18/25

School Board Vice-Chair