

**AMENDED AND RESTATED BYLAWS
AS OF FEBRUARY 13, 2018
Paladin Career & Technical High School
*(The "Corporation")***

**ARTICLE I
PURPOSE**

The purposes of the Corporation are as stated in its Articles of Incorporation, including inter alia, operation of Minnesota public (charter) school Paladin Career & Technical High School henceforth referred to as the "School".

**ARTICLE II
OFFICES**

The registered office of the Corporation in the State of Minnesota is as stated in the Articles of Incorporation. The Corporation may have such offices within the State of Minnesota as the Board of Directors may determine or as the affairs of the Corporation may require. The registered office may be, but need not be, identical with the principal office in the State of Minnesota.

**ARTICLE III
MEMBERSHIP**

Section 3.1. Members: Members of the Board of Directors of the Corporation shall be Members of the Corporation.

Section 3.2. Annual Meeting. The annual meeting of the members of the Corporation (pursuant to the Section IV hereafter) shall be held at such time and location as determined by the Board of Directors. Board Elections and the Annual Meeting will be held on a day in which Paladin Career & Technical High School is open to students. Email notice or postal service notice shall be mailed first class at least thirty (30) days prior to the meeting date. Such notice shall contain the date, time, and place of the meeting.

Section 3.4. Special Meeting. Special meetings of Members may be called pursuant to Minn. Stat. Ch. 317A.01 et.seq.

Section 3.5. Quorum. For any annual or special meeting, a majority of the voting members shall constitute a quorum.

Section 3.6. Voting. At each annual meeting of the membership, every voting member shall have one (1) vote, The affirmative vote of a majority of a quorum of voting members shall constitute a duly authorized action of the membership.

ARTICLE IV
BOARD OF DIRECTORS

Section 4.1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. The Board shall have all powers permitted under Mn. Stat. Ch. 317A.01 et.seq. and, Mn. Stat. 124E.01 et seq. Among the powers are these:

- A. Exclusive Powers. The board shall conduct or direct the affairs of Paladin Career & Technical High School and exercise its powers, subject to the limitations of Minnesota Statutes and these Bylaws.

Exclusive powers of the Board include the authority to:

- Select and remove directors;
- Elect and remove officers.
- Borrow money and incur debt.
- Carry out such duties as are described in MN Statute

- B. Delegable. Subject to any Minnesota law requirements for Board Action to affect any decision, the Board may delegate the management of the activities of the School to others, so long as the affairs of the School are managed, and its powers are exercised, under the Board's ultimate jurisdiction.

Section 4.2. Number, Tenure and Qualifications. The Board of Directors shall consist of not less than five (5) nor more than eleven (11) members. The Board shall have at least one licensed teacher, a community member (a person neither a licensed teacher employed by the school nor a parent of a student currently attending the School) and one parent or legal guardian of a student enrolled at the School. The remaining members shall be stakeholders defined as any other person who demonstrates support of the Corporation's mission, values and goals. The Executive Director and the chief financial officer (the person employed by the Corporation having responsibility for the financial affairs of the School) shall be ex-officio members of the Board. The Board may, but shall not be required to, designate others ex-officio members.

Among the persons not qualified to serve as Director are: Enrolled Student; Prohibited Conflict of Interest; Non-Licensed Employees of the School or who provide services to the school through a cooperative formed under Minnesota Statutes Chapter 308; former employees who were discharged from employment with the School within seven (7) years preceding the start of the Director's term; former employees who, in the sole determination of the current Board, resigned in less than good standing within seven (7) years preceding the start of the Director's term.

- A. Nomination Process. At least thirty (30) days prior to the Corporation's annual meeting, the Board of Directors will solicit nominations for all Directorate positions that will be filled at the next annual meeting. The Board of Directors will compile a list of nominees and notify the eligible voters (licensed teachers and staff employed by the School and parents/guardians of students enrolled in and attending the school).

B. Election. Specifics of how the elections are to be conducted shall be adopted and set out in the Notice of Annual Meeting (e.g., written ballots, email ballots, etc.) Each School employee will have one vote, including teachers providing instruction under a contract with a cooperative and all parents and legal guardians of students enrolled.

C. Term.

- a. The Directors shall serve three (3) year terms.
- b. The Directors shall serve for not more than two consecutive terms with a maximum of six (6) years.
- c. The term of office of a Director appointed to fill a vacancy begins on the date of the new Director's appointment, and continues for the balance of the unexpired term in the case of a vacancy created because of the resignation, removal, or death of a Director. Any appointed Director must stand for election for the remainder of the term if such term extends beyond the next following Annual Meeting.

Section 4.3. Resignation of Directors. A Director may resign by giving written notice to the Board. The resignation is effective on the giving delivery of notice or at any later date specified in the notice.

Section 4.4. Removal of Directors. A Director may be removed at any time, with or without cause, by resolution adopted by a majority of the members of the Board. Removal is effective immediately upon adoption of such a resolution. If a member misses two consecutive, the Board has a right to declare, upon written notification to the individual, that the seat is vacant and proceed to fill the vacancy. Such removal shall not prejudice the Director's rights, if any, under an employment contract.

Section 4.5. Vacancies. Vacancies on the Board of Directors caused by death, disqualification, resignation, disability, removal or such other cause shall be filled by appointment of the new director by the affirmative vote of majority of the remaining director's, even if less than a quorum is present. 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 and, further subject to election at the next following Annual Meeting to complete the term.

Section 4.6. Place of Meetings. Board meeting shall be held at the School or at any other reasonably convenient place as the Board may designate. Notwithstanding, a meeting may be conducted via electronic means as then permitted under MN. Stat. Ch.13D.01 et.seq (e.g. as of the date of these Amended and Restated By-Laws, Board members can participate remotely if (i) all board members have audio connection with each other and (ii) at least one board member is present physically at the site identified in the Notice of Meeting).

Section 4.7. Regular Meetings. All meetings of the Board or committees shall be conducted under the provisions of the Minnesota Open Meeting Law, Mn Stat. 13D.01 et.seq. Regular meetings of the Board of Directors shall be held monthly during the school year, except during the months of January and July. Dates will be published on the School calendar, website, and posted

on-site at the School. Board meetings may be canceled with notice by email to members and by posting the notice of cancellation on the School website.

Section 4.8. Special Meetings. Special meetings of the Board of Directors may be called upon notice as provided by Mn. Stat. Ch 317A.01 et.seq. Written notice of the time, place, and purpose of such special meeting, shall be made in accordance said Mn Stat. Ch. 3171.01 et.seq.

Section 4.9. Annual Meetings. An annual meeting of the Board of Directors shall be held on a day that school is in session in June of each year for the purpose of installing newly elected Directors, electing officers, setting dates and times of regular Board meetings, and transacting other business as comes before the Board.

Section 4.10. Emergency Meetings. An emergency meeting may be called because of circumstances permitted with notice required under Mn. Stat. Ch. 317A.01 et.seq. that, in the judgment of the Board, require immediate consideration by the public body. meeting notice may be waived.

Section 4.11. Notices. Notice of Board Meetings shall be in accordance with the Open Meeting Law. Inter alia, notice shall be posted in the main office of the Corporation and given by e-mailing an agenda to Board members, stakeholders, and any individual requesting notification Meeting Law.

- A. Notice of Board Meeting shall be given as follows:
 - a. Annual Meetings and Regular Meetings may be held without notice if the Bylaws or the Board fix the time and place of such meetings.
 - b. Special Meetings shall be held upon a three (3) days notice such as postings on-site of Corporation, school website, and other means deemed necessary as determined by the Board of Directors and in accordance to the MN Open Meeting Law.

Section 4.12. Quorum and Adjournment 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 is convened, and later enough directors withdraw from the meeting so that less than a quorum remains, the directors remaining may continue to transact business until adjournment.

Section 4.13. Voting. Each member of the Board of Directors shall have the power to exercise one (1) vote on all matters (per motion) 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, except in those cases, if any, where these Bylaws require the affirmative vote of a larger proportion.

Section 4.14. Participation in Discussions and Voting. Every Director has the right and duty to participate in the discussion and vote on all issues before the Board. Any Director shall be excused from the discussion and vote on any matter involving a) a conflict of interest; b) indemnification of that Director.

Section 4.15. Rights of Inspection. As provided by Minnesota Law, in particular Mn. Stat. § 317, Every Director has the right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the School, provided that such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the obligation to maintain the confidentiality of the reviewed information, in addition to any obligations imposed by any applicable federal, state, or local law.

Section 4.16. Compensation. The officers and/or directors of Paladin Career & Technical High School may be paid such reasonable compensation as determined by the Board of Directors. In addition, the directors of this Corporation may be reimbursed for the 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 4.17. Conflict of Interest. Each Director must annually complete a conflict-of-interest statement for review by the Board's Authorizer by the August Board Meeting.

Section 4.18. Conflict of Interest Policy. The Board shall follow all laws regarding Conflict of Interest as outlined in the Minnesota Statute 124E.14.

Section 4.19. Standard of Care.

- A. Performance of Duties. Each Director shall perform all duties of a Director, including duties on any Board Committee, in good faith, in a manner the Director believes to be in the corporation's best interest and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.
- B. Reliance on Others. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, presented or prepared by:
 - a. One or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented;
 - b. Legal counsel, independent accountants or other persons as to matters that the Director believes are within that person's professional or expert competence; or
 - c. A Board Committee on which the Director does not serve, as to matters within its designated authority, provided the Director believed the Committee merits confidence and the Director acts in good faith, after reasonable inquiry when the need is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.
- C. Investments. In investing and dealing with all assets held by the corporation for investment, the Board shall exercise the standard of care described above and avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the corporation's capital. The Board may delegate its investment powers to others, provided that those powers are exercised within the ultimate direction of the Board. No investment violates this section where it

conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to the corporation.

Section 4.20. Action by the Board. The actions done and decisions made by a majority of the Directors present at a meeting at which a quorum is present are actions and decisions of the Board.

ARTICLE V **OFFICERS**

Section 5.1 Officers. The officers of Paladin Career & Technical High School shall consist of a President (hereinafter “Chair), Vice-President (hereinafter “Vice Chair”), and Treasurer. Paladin Career & Technical High School also may have such other officers as the Board deems advisable.

- A. President (Board Chair). The Chair is the principal officer of the School and shall have such other powers and perform such other duties as are prescribed by Minnesota Statutes, Section 317A.305, Subd.2.
- a. have general active management of the corporation;
 - b. when present, preside at meetings of the board and of the members;
 - c. see that 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 pertaining to the business of the corporation, except in 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 articles or bylaws or by the board to another officer or agent of the corporation;
 - e. maintain records of and, when necessary, certify proceedings of the board and the members; and
 - f. perform other duties prescribed by the board.
 - g. have such other powers and perform such other duties as prescribed by Minnesota Statutes, Section 317A.305, Subd. 2, and as the Board of Directors may from time to time prescribe.
- B. Vice-Chair. If the Chair is absent or disabled, the Vice Chair shall perform all of the Chair’s duties and to perform such other duties as the Board of Directors may prescribe.
- C. Treasurer. The Treasurer shall perform the duties of the Corporation’s treasurer in accordance with the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Section 317A.305, Subd. 3.
-

Section 5.2. Election, Eligibility, Term of Office.

- A. Election. All officers shall be elected for one (1) year terms by the Board of Directors from the date of their election or until their successors are duly elected and qualified.
- B. Eligibility. An officer may hold any number of offices, except the Treasurer may not serve concurrently as the Chair.
- C. Term of Office. Each officer serves at the pleasure of the Board, holding office until resignation, removal or disqualification from service, or until a successor is elected.

Section 5.3. Removal of Officers. Any officer may be removed from office at any time, with or without cause, by resolution adopted by a majority of a quorum of the Board of Directors at any regular meeting or at a special meeting called for that purpose. Such removal shall not prejudice the officer's rights, if any, under an employment contract. Removal is effective immediately upon adoption of such a resolution. Any officer may resign at any time by giving written notice to the Board, the resignation taking effect on receipt of the notice or at a later date specified in the notice.

Section 5.4. Vacancies. Any 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 5.5. Non-Liability of Directors. The Director's shall not be personally liable for the corporation's debts, liabilities or other obligations.

Section 5.6. Indemnification of Corporate Agents. The School shall defend, indemnify and hold harmless its directors, officers, employees, and committee members in accordance with Minnesota Statute 317A.161, Subd. 21, Minnesota Statute 317A.521, and any amendment within those statutes.

Section 5.7. 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 a person within person official capacity, or arising out of person's status as such, whether or not the Corporation would have the power to indemnify such person against liability under Minnesota Statute 317A.521, the Articles of Incorporation or these bylaws.

ARTICLE VI

FINANCE

Section 6.1. Fiscal Year. The fiscal year of the Corporation shall commence on July 1 of the current year and end on June 30 of the following year.

Section 6.2. 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 financially for any purpose or any amount.

Section 6.3. Income. Any revenue, contributions, grants, bequests or gifts made to the School shall be accepted or collected only as authorized by the Board of Directors.

Section 6.4. Funds Deposit. All funds of the School shall be deposited to the credit of the School under such conditions and in such banks or depositories as shall be designated by the Board of Directors.

Section 6.5. Expenses. All contracts, checks and orders for the payment, receipt or deposit of money, and access to assets of the School shall be provided by the Board of Directors.

Section 6.6. Budget. The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors. The School shall not deviate in any material respect from the annual budget approved by the Board of Directors unless consent to such deviation is granted by the Board of Directors.

Section 6.7. Property Title. Title to all property shall be held in the name of Paladin Career & Technical High School.

Section 6.8. Financial Reporting. A summary report of the financial operations of the School shall be made monthly to the Board of Directors.

Section 6.9. Disposal of Assets. The School may not sell, lease, transfer, or dispose of all or substantially all of its property and assets, including goodwill, not in the usual and regular course of its activities, without the approval of a majority of the directors.

Section 6.10. Right to Cease Operations and Distribute Assets. By a majority vote of all directors, the Board of Directors may resolve that the School cease operations and voluntarily dissolve. Such resolution shall set forth the proposed dissolution and direct designated officers of the School to perform all acts necessary to effect dissolution. Written notice shall be given to all directors stating the purpose of the meeting shall be to vote upon the dissolution of the School. If cessation and distribution is called for, the Board of Directors shall set a date for commencement of the distribution.

Section 6.11. 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 School to discontinue its regular business activities and operations as soon as practicable, and shall liquidate and distribute all the School's assets to other entities in accordance with the Mn. Stat. 317A.735 and Mn. Stat. 124E.01 et.seq. and in accordance with the Articles of Incorporation. Notice of intent to dissolve shall be filed with the Secretary of State pursuant to the Minnesota Statute 317A.723.

Section 6.12. Conflict of Interest. Any Director, officer, employee or committee member having an interest in a contract, other transaction or program presented to or discussed by the Board or Board Committee for authorization, approval, or ratification as defined in particular in Mn.Stat. 124E.01 et.seq., shall make a prompt, full and frank disclosure of persons interest to the Board.

Section 6.13. 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 6.14. 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 persons in such manner as shall from time to time be determined by the Board of Directors or these Bylaws.

Section 6.15. Corporate Seal. The Corporation shall not have a corporate seal.

Section 6.16. Documents. The Board of Directors shall cause to be kept at the Corporation originals or copies of:

- A. Records of all proceedings of the Board of Directors and all committees;
- B. Records of all votes and actions of the members;
- C. All financial statements of the Corporation; and
- D. Articles of Incorporation and Bylaws of the Corporation and all amendments and restatements thereof.
- E. Such other documents as may be required by Minnesota law.

Section 6.17. Accounting System and Audit. The Board of Directors shall cause to be established and maintained, in accordance with Minnesota and Federally law and 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 accounts of the Corporation to be audited at least once each fiscal year and at such other times as it may deem necessary or appropriate, and may retain such a person or firm for such purposes as it may deem appropriate.

ARTICLE VII

MISCELLANEOUS

Section 7.1. Governing Law. At all times the Corporation shall abide the provisions of Minnesota and Federal Law including, but not limited to MN. Stat. §124E.01 et.seq., the Minnesota Open Meeting Law (Mn.Stat. 13D.01 et.seq. and Minnesota Government Data Practices Act. (Mn.Stat. 13.01 et.seq.

(This area intentionally blank)

VIII


AMENDMENT OF BYLAWS

Section 8.1 Bylaws. The Board of Directors may amend these Bylaws at any duly held meeting, and without prior notice, by majority quorum of the Board. Subject to the right of the voting members to adopt, amend, and repeal these Bylaws as set forth in Minnesota Statute 317A.181, Subd.2, the power to adopt, amend or repeal the Bylaws is vested in the Board of Directors.

Section 8.2. Certificate of the Board Chair. The undersigned does hereby certify that the foregoing Bylaws of the School were duly and regularly adopted as such by the Board of Directors and that the above and foregoing Bylaws are now in full force and effect.

Adopted at a properly noticed meeting of the Board of Directors, a quorum being present on

2/13/2018
Date

Attest: 

Member of the Board of Directors
Paladin Career & Technical High School