

# TECHNICAL ACADEMIES OF MINNESOTA BYLAWS

## ARTICLE I

### Purpose

Technical Academies of Minnesota, a Minnesota nonprofit corporation, referred to herein as “School” or the “Corporation,” has as its purpose education within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to, the establishment of a charter school under the laws of the State of Minnesota.

## ARTICLE II

### Offices

#### **Section 1. District Office**

The Corporation may have such office, within the State of Minnesota, as designated by resolution of the Board of Directors, as the affairs of the Corporation may require.

#### **Section 2. Registered Office and Registered Agent**

The Corporation shall maintain a registered office and registered agent in the State of Minnesota. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the Minnesota Department of Financial Institutions.

## ARTICLE III

### Board of Directors

#### **Section 1. General Powers**

The affairs of the Corporation shall be managed by its Board of Directors and exercise its powers, subject to the limitations of Minnesota Statute Chapter 317A and Section 124E (or successor statutes), the Articles of Incorporation, these Bylaws, and by any other controlling law. The Board may exercise all the powers of the Corporation and perform all acts which are not prohibited by law, by the Articles, or by these Bylaws, all as may be amended, including but not limited to the following specific powers:

- A. To select and remove officers, agents, and employees of the Corporation; to prescribe powers and duties for them, and fix their compensation;
- B. To manage and oversee the affairs and activities of the Corporation, and to make rules and regulations;
- C. To enter into contracts, leases, and other agreements which are, in the judgment of the Board of Directors, necessary or desirable in obtaining the purposes of promoting the interests of the Corporation;
- D. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of such property;
- E. To borrow money, incur debt, and execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities;

- F. To indemnify and maintain insurance on behalf of any of its Board of Directors, officers, employees, or agents for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of Minnesota Statute Chapter 317A (or successor statute) and the limitations noted in these Bylaws; and
- G. To remove Board members.

## **Section 2. Number and Qualifications of Board Members**

- A. The number of Board members shall be as determined by the Board of Directors from time to time but in no event less than five (5) and no more than twelve (12), excluding *ex officio* non-voting members, if any, as determined by the Board from time to time. Board members shall serve for the term provided in Section 3 of this Article. No amendment of this section shall reduce the number of Board members to less than the number required, which at the time of adoption of these bylaws is five (5). Board members must be residents of the State of Minnesota. Members will include:
  - a. At least one parent or legal guardian from each site
    - i. Parent or legal guardian of a student enrolled in TAM who is not employed by TAM
  - b. At least one teacher from each site
    - i. Staff must hold a license from Minnesota Department of Education
  - c. At least one community member from each site
    - i. Community member must reside in Minnesota, is not employed by TAM and does not have a children enrolled in TAM
- B. The following may, at their option, sit as non-voting advisors *ex officio* to the Board of Directors:
  - a. The chief financial officer and the chief administrator
  - b. A parent or community representative of the Corporation's Parent-Teacher Organization, fundraising foundation, or other similar ancillary organization, if any.
- C. The Board structure shall have no clear majority meaning one group of members, either parents, teachers or community members, may not fulfill a majority of the voting seats on the board. The Board may change its governance structure only:
  - a. 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
  - b. with the authorizer's approval.

## **Section 3. Election and Term**

- A. Election of Board of Directors. The Board of Directors shall be elected each year at the annual meeting. Notice of the annual meeting shall be provided to all eligible voters as described in Article IV, Section 6C, below.
  - a. Initial notification for candidacy will be published thirty (30) days prior to the election.

- b. The biographies, including statements for qualification, for each candidate, will be posted on the Corporation's website and social media thirty (30) days prior to the election.
  - c. An open election will take place at each school site.
  - d. The Corporation's community members including staff members employed by the Corporation at the time of the election, parents or legal guardians of students enrolled at the Corporation at the time of the election, and existing Board members, are eligible to vote once in person, mail-in voting, or electronic balloting.
  - e. A request for an absentee ballot should be submitted to [info@technicalacademies.org](mailto:info@technicalacademies.org)
- B. **Terms of Office.** Board members shall hold office from the close of the annual meeting for a term of two (2) years, or until their successors have been elected and qualified. There shall be no limit to the number of terms a Board member may serve. The Board Recorder shall maintain a schedule of the classes and terms of office for all seats on the Board of Directors.
- a. A parent or legal guardian may serve as a Board member only so long as the parent or legal guardian has a child enrolled at the Corporation. If a parent or legal guardian unenrolls their child during their term of office, is hired by the Corporation as an employee, or begins teaching at the Corporation pursuant to an agreement with the Corporation, their position as a Board member will cease immediately. The Board of Directors shall note the removal of such Board member from office at the next regular meeting of the Board of Directors.
  - b. A teacher employed by the Corporation, or who provides instruction at the Corporation pursuant to an agreement with the Corporation, may serve as a Board member only so long as they are an employee of the Corporation. If an employee of the Corporation also has a child who is a student of the Corporation, such employee is eligible to hold a teacher Board member position but ineligible to hold a parent Board member position. If a teacher ceases being employed by the Corporation or ceases teaching in the Corporation's term of office, their position as a Board member will cease immediately. The Board of Directors shall note the removal of such Board member from office at the next regular meeting of the Board of Directors.
  - c. No other school staff besides teachers may serve on the board, in a voting or ex-officio capacity.
  - d. A Board member appointed to fill a vacancy shall hold office until the expiration of the term of the vacated office.

#### **Section 4. Resignation**

- A. A Board member may resign at any time, effective immediately or at a specified later date, by filing a written resignation to the Board Chair or Board Recorder of the Corporation. The resignation will be noted in the minutes at the next board meeting immediately following the resignation.

#### **Section 5. Removal**

- A. A Board member may be removed from office with or without cause as provided by Minnesota Statute Chapter 317A (or successor statute) by an affirmative vote of a majority of the other Board members of this Corporation, excluding the Board member proposed for removal, either at a regular meeting or at any special meeting called for that purpose. If a Board member misses four (4) or more consecutive board meetings, or half of all meetings within one (1) year, the Board member will be considered removed.

#### **Section 6. Vacancies**

- A. A Board vacancy shall exist if any Board member becomes ineligible (i.e. due to withdrawal of a student or cessation of employment), dies, resigns, or is removed. In the event a vacancy occurs in the Board of Directors from any cause, including an increase in the numbers, an interim Board member shall be appointed by an affirmative vote of a majority by the Board of Directors of this Corporation. An interim Board member shall serve until a successor is elected upon expiration of the term of office for that Board member.

#### **Section 7. Compensation**

- A. Board members of the Corporation shall not receive compensation for serving as Board members but may receive reasonable reimbursement for other personal services which are necessary to carry out the exempt purpose of the Corporation. In addition, Board members may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

#### **Section 8. Conflict of Interest**

- A. All Board members are expected to comply with Minnesota Statute Sections 124E.07 and 124E.14 (or successor statutes) governing conflicts of interest. Each Board member shall disclose to the Board of Directors any duality of interest or possible conflict of interest whenever the duality or conflict pertains to a matter being considered by the Board of Directors. The Board shall not enter into any contract or transaction for which a conflict of interest exists.
- B. Members of the Board of Directors must be unrelated.
- C. Any Board member having a duality of interest or conflict of interest on any matter shall abstain from voting on the matter and shall not be counted in determining the quorum for the vote on the matter. In addition, they shall not use their personal influence on the matter, but may briefly state their position on the matter and may answer pertinent questions from other Board members since their knowledge may be of great assistance.
  - a. The minutes of the Board meeting involving any such situation shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.
  - b. If a Board member is uncertain as to whether they have a duality or conflict of interest which requires abstention, or if a Board member asserts that another Board member has such a duality or conflict, the Board of Directors, by a majority vote of present other than the member having the possible conflict, shall decide whether abstention is required. If abstention is required, the affected Board member shall abstain from voting on the matter.

- c. Each Board member must complete a conflict of interest statement for review by the Board's Chair within 30 days of their election, and shall annually complete such a statement on the anniversary of their election or on such an annual date that the Board of Directors may select.

### **Section 9. Parliamentary Authority.**

The Board of Directors will generally follow Robert's Rules of Order Newly Revised, or similar framework, in the conduct of its meetings.

## **ARTICLE IV Meetings of the Board of Directors**

### **Section 1. Open Meetings.**

Meetings of the Board of Directors and all Standing and Ad Hoc Committees shall comply with the Minnesota Open Meeting Law, Minnesota Statute Section 13D.01 Subd.1 (or successor statute).

### **Section 2. Annual Meetings**

The Board of Directors shall be elected each year at the annual meeting. In accordance with MN §124E.07 Subd. 2, board elections will be held during the school year but will not be conducted on days when the school is closed. Notice of the annual meeting shall be provided to all eligible voters as described in Article IV, Section 6C, below.

### **Section 3. Regular Meetings**

Regular meetings of the Board of Directors shall be held monthly. Dates will be published on the Corporation's website. Board of Director meetings may be canceled, with reasonable cause, with notice by email to Board members and by posting the notice of cancellation on the Corporation's website. The Board of Directors will decide at the annual meeting each year the day and time that each regular meeting will be held throughout the year. At any Board meeting, the Board of Directors may vote on a change to the regular meeting time.

### **Section 4. Special Meetings**

Special meetings of the Board of Directors may be called at any time and place for any purpose by the Board Chair. The Board Chair shall call a special meeting of the Board of Directors upon the written request of at least one-half (½) of the Board members. Special meetings will be compliant with open meeting law and must be advertised at least seventy-two (72) hours in advance.

### **Section 5. Meeting by Interactive Technology**

A Board meeting may be conducted by interactive technology so long as:

- (1) all members of the body participating in the meeting, wherever their physical location, can hear and see one another and can hear and see all discussion and testimony presented at any location at which at least one member is present; this means board members are not allowed to take part in a meeting via phone.
- (2) members of the public present at the regular meeting location of the body can hear and see all discussions and testimony and all votes of members of the body;

- (3) at least one member of the body is physically present at the regular meeting location;
- (4) all votes are conducted by roll call so each member's vote on each issue can be identified and recorded; and
- (5) each location at which a member of the body is present is open and accessible to the public.

A meeting satisfies the requirements above, although a member of the public body participates from a location that is not open or accessible to the public, if the member has not participated more than three times in a calendar year from a location that is not open or accessible to the public, and:

- (1) the member is serving in the military and is at a required drill, deployed, or on active duty; or
  - (2) the member has been advised by a health care professional against being in a public place for personal or family medical reasons. This clause only applies when a state of emergency has been declared under section 12.31, and expires 60 days after the removal of the state of emergency.
- A. If interactive technology is used to conduct a regular, special, or emergency meeting, the public body shall provide notice of the regular meeting location and notice of any location where a member of the public body will be participating in the meeting by interactive technology.
  - B. Each member of a body participating in a meeting by interactive technology is considered present at the meeting for purposes of determining a quorum and participating in all proceedings.

#### **Section 6. Notice and Waiver of Notice**

- A. Notice of meetings of the Board of Directors shall be given as follows:
  - a. Regular Meetings. A schedule and the location of regular meetings of the Board of Directors shall be provided to each Board member, shall be posted on the School website, and shall be kept on file at the Corporation's office. If the Board of Directors holds a regular meeting at a time or place different from the time and place stated in its schedule of regular meetings, the same notice shall be given as if the meeting were a special meeting pursuant to paragraph "b" below.
  - b. Special Meetings. Written notice of the date, time, place, and purpose of a special meeting shall be shared with each Board member, posted on the website, and emailed or otherwise delivered to each person who has filed a written request of notice of special meetings with the Board Recorder. This notice shall be posted and mailed or delivered at least three (3) days before the day on which the meeting is to be held, or such other period specified by applicable law if the special meeting is being called by a Board member in accordance with Minnesota Statute Section 317A.231 (or successor statute.)
  - c. Annual Meeting. In addition to the schedule required by paragraph, "a" above, written notice of the date, time, place, and purpose of the annual meeting shall be delivered to each eligible voter, as defined in Article III, Section 3B, and posted on the website of the Corporation at least thirty (30) days (or another period if by

applicable law) in advance of the annual meeting. The Board of Directors shall determine the method of delivering such notice from time to time.

- d. Other Methods. Notice to Board of Directors shall be sent personally by facsimile communication, sent by electronic mail, and posted on an electronic network. Whenever written notice to the Board of Directors provides less than five (5) days prior to written notice of the meeting, excluding the date of the meeting, reasonable effort shall be made to notify the Board of Directors by telephone, text, or other electronic means, of the meeting at the time of giving written notice, but the failure to contact any Board of Director by such means shall not affect the validity of the meeting or any action taken at such meeting. The Corporation may provide such other notices of meetings to parents or legal guardians of students enrolled at the Corporation, employees of the Corporation, and other members of the public, as the Board Recorder or the Board of Directors may from time to time determine.
- B. Actual Notice. If a person receives actual notice of a meeting of the Board of Directors at least twenty-four (24) hours before the meeting, all notice requirements of this Article are satisfied with respect to that person, regardless of the method of receipt of the notice.
  - C. Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of the Articles of Incorporation or Bylaws of the corporation, a waiver thereof in writing, signed at the time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of the Board member at a meeting shall constitute a waiver of notice of such meeting, except where a Board member attends the meeting for the express purpose of objecting to the transaction of any business the meeting is not lawfully called or convened.

#### **Section 7. Agendas for Meetings.**

- A. The Board Chair shall set the agendas for regular meetings of the Board of Directors. Any Board member, the parent or legal guardian of a student enrolled in the Corporation, employee of the Corporation, or a student enrolled in the Corporation may request that an item be placed on the agenda of the next regular Board of Directors meeting by contacting the Board Chair or Vice-Chair in writing, by phone, or via email with such request not less than five (5) days prior to the scheduled meeting, provided that the Board Chair will not be required to place any item on the agenda that was not requested by another Board member. The person calling a special meeting may prepare an agenda, provided, however, that the notice of a special meeting is not required to state the agenda, and any business of the Corporation within the scope of the purpose of such special meeting stated in the notice of such special meeting may be discussed or conducted at a special meeting.

#### **Section 8. Public Comment at Meetings.**

- A. The Board of Directors may elect to reserve a reasonable time at any regular meeting for comments and requests for business to be brought before the Board of Directors by parents or legal guardians of students enrolled in the Corporation, employees of the Corporation, students enrolled in the Corporation, and interested community members. The Board Chair may reasonably limit individual speaking times. The Board of

Directors may, but is not required to, reserve time for public comment at a special meeting.

### **Section 9. Closed Meetings.**

- A. The Board of Directors may close a meeting pursuant to MN 13D.05 (or successor statute). A meeting can be closed to evaluate the performance of an individual who is subject to its authority, including but not limited to employees of the Corporation, or as otherwise permitted by law or the attorney-client privilege. If a Board meeting is closed to evaluate the performance of an individual, prior to closing the Board meeting, the Board Chair shall identify the individual to be evaluated and at the next open meeting, the Board Chair shall summarize the Board of Director's conclusions regarding the evaluation; provided, however, that the meeting must be open at the request of the individual who is the subject of the meeting. The Board of Directors shall close a meeting as expressly required by law or to discuss information that would identify alleged victims or reporters of criminal sexual conduct, domestic abuse, or maltreatment of minors or vulnerable adults, active investigation data as defined in Minnesota Statute Section 13.82 (or successor statute), or educational data that is not public under Minnesota Statute Section 13.32 (or successor statute). The Board of Directors shall also close a meeting for preliminary consideration of allegations or charges against an individual subject to its authority; provided, however, that if the Board of Directors determines discipline may be warranted as a result of such allegations or charges, further meetings related to such allegations or charges shall be open at the request of the person who is the subject of such allegations or charges. Before closing a meeting, the Board of Directors shall state on the record the specific grounds permitting the meeting to be closed and describe the subject to be discussed.

### **Section 10. Minutes.**

- A. The minutes of meetings of the Board of Directors shall record all votes taken at the meeting. The minutes shall record the vote of each Board member on appropriations of money, except for payment of judgments and amounts fixed by statute. After the minutes have been reviewed and approved by the Board of Directors, minutes of the Board meetings shall be open to the public during all normal business hours where records of the Corporation are kept and will be posted on the Corporation's website for at least 365 days from the date of publication.

### **Section 11. Public Copies of Board of Directors' Materials.**

- A. Unless a meeting is closed pursuant to Section 9 in this Article, at least one copy of any printed materials relating to the agenda items of the meeting prepared or distributed by or at the direction of the Board of Directors or its employees and distributed at, before or available during the meeting to all Board members shall be available in the meeting room for inspection by the public while the Board of Directors considers their subject matter. This section does not apply to materials classified by law as other than public, or to materials relating to the agenda items of a closed meeting.



**ARTICLE V**  
**Action by the Board of Directors**

**Section 1. Quorum**

- A. A majority of the number of Board members then in office shall constitute a quorum (1 over half the amount of board members) for the transaction of business at any meeting of the Board of Directors, but if less than such majority is presented at a meeting, a majority of the Board members present may adjourn the meeting from time to time without further notice.

**Section 2. Action by the Board of Directors.**

- A. The actions done and decisions made by a majority vote of the Board of Directors present and entitled to vote at a meeting duly held at which a quorum is present are the actions and decisions of the Board of Directors unless a greater or lesser vote is required for the specific action as set forth in these Bylaws or the Articles of Incorporation.
- B. The Board of Directors may continue to transact business at a meeting at which a quorum was originally present, even though Board members withdraw or are removed, provided that any action taken is approved by a majority of the then-remaining Board members.
- C. Each Board member shall have the power to exercise one (1) vote on all matters to be decided by resolution of the Board of Directors.
- D. Voting by proxy shall not be allowed.

**Section 3. Presumption of Assent**

- A. A Board member of the Corporation who is present at a meeting of the Board of Directors or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Board member dissent shall be entered in the minutes of the Board meeting; such Board member shall file a written dissent to such action with the person acting as the Board Recorder of the meeting before the adjournment thereof: or shall forward such dissent by registered mail to the Board Recorder of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Board member who voted in favor of such action.

**ARTICLE VI**  
**Committees and Purpose**

**Section 1. Committees**

- A. Executive and Other Committees. The Board of Directors by resolution may create an executive committee or one or more other committees, each consisting of two or more members designated by the Board of Directors, having such powers and duties, hereof or any existing delegation of powers to a committee of members, as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by a further resolution adopted by a similar vote. The Board of Directors may also designate persons who are not Board members to serve as members of any such committee with the exception of the Executive Committee. Ad Hoc Committees. The Board of Directors may, at its discretion, create Ad Hoc committees to address specific

subjects of concern to the Board. The resolution creating a committee shall specify the purpose, duration, powers, and responsibilities of the committee. The Board of Directors shall appoint a chair, who may, but need not be a Board member. The Board of Directors may remove an Ad Hoc committee chair at its discretion.

- B. Advisory Committees. The Board of Directors may, at its discretion, create Advisory Committees to keep the Board of Directors informed and to make recommendations on an ongoing basis in any area of the operation and management of the Corporation that it deems desirable. The resolution creating the committee shall specify the purpose, duration, powers, and responsibilities of the committee. The Board of Directors shall appoint a chair, who may, but need not be a Board member. The Board of Directors may remove an Advisory Committee Chair at its discretion.
- C. Committee Membership. Committee chairs shall be elected and removed in the same manner as officers of the Corporation. Except as otherwise specified in these Bylaws, the chair of any Standing, Ad Hoc, or Advisory Committee of the Board of Directors may determine the membership of such committee with the advice and consent of the Board of Directors. Each committee chair shall maintain a record of the voting members of the committee and shall submit such records to the Board Recorder of the Corporation.
- D. Action by Committees. Unless otherwise stated in the resolutions creating it, or in these Bylaws, 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. Committee actions are recommendations until approved by the full Board of Directors.
- E. Committee Meetings. The activities of all committees of the Corporation shall be conducted in such a manner as will advance the best interests of the Corporation. Except as specifically set forth herein, the provisions of these Bylaws shall apply to committees and members thereof to the same extent they apply to the Board of Directors. Each committee shall meet at such times and places as agreed by all the members of the committee, or otherwise as provided by its rules or by resolution of the Board of Directors. Notice of committee meeting shall be given to each committee member a reasonable time in advance of such meeting, except that (a) if the time, date, and location of the committee meeting were announced at a previous meeting, no notice is required, and (b) if all committee members attend the meeting, notice is deemed to have been waived by all members. The calendar of committee meetings will be posted on the Corporation's website. The meetings of all committees shall be open to attendance and participation by all Board of Directors, but only members of the committee may vote. Committee chairs shall submit minutes of all committee meetings to the Board Secretary of the Corporation.
- F. Quorum. A quorum for any committee meeting shall be a majority of the voting members of the committee of record. (one more than half)
- G. Control by the Board of Directors. Each committee shall be under the direction and control of the Board of Directors and shall keep regular minutes of their proceedings, and all actions of each committee shall be reported to the Board of Directors and shall not be effective until approved by the Board of Directors, subject to revision and alteration by the Board of Directors.

## **ARTICLE VII Officers**

### **Section 1. Number of Officers**

- A. The corporation's principal officers shall be a Board Chair, Vice-Chair, Recorder, and Treasurer, each of whom shall be elected by the Board of Directors. The same individual may simultaneously hold more than one office. Officers must be members of the Board of Directors.

### **Section 2. Election and Term of Office**

- A. The officers of the Corporation shall be elected by the Board of Directors at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each Board officer shall hold office from the close of the annual meeting for a term of one (1) year, or until their successors have been elected and qualified or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner hereinafter provided.

### **Section 3. Removal**

- A. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

### **Section 4. Vacancies**

- A. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

### **Section 5. The Board Chair**

- A. The Board Chair shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general oversee, supervise, and control all of the business and affairs of the Corporation. The Board Chair shall, when present, preside at all meetings of the Board of Directors or arrange for another officer to preside in the following order: Vice Board Chair, Board Recorder, Board Treasurer. The Board Chair shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Corporation as they deem necessary, to prescribe their powers, duties, and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the Board Chair. In general, the Board Chair shall perform all duties incident to that office, and such other duties as may be prescribed by the Minnesota Statute Section 317A.305. Subd. 2 (or successor statute) and as the Board of Directors may from time to time prescribe.

### **Section 6. The Vice Board Chair**

- A. In the absence of the Board Chair, or in the event of the Board Chair's death, termination from office, or inability or refusal to act, the Vice Board Chair shall perform the duties of

the Board Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Board Chair. Any Vice Board Chair shall perform such other duties as from time to time may be assigned by the Board Chair or by the Board of Directors. Vice-Board Chair may by their election have charge and supervision of designated portions of the Corporation's affairs.

#### **Section 7. The Recorder**

- A. The Board Recorder shall (a) keep the minutes of the Board of Directors' meetings electronically provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of Bylaws or as required by law; (c) be the custodian of the Corporation records, and (d) in general perform all duties incidents to the office of Board Recorder and such other duties as from time to time may be assigned by the Board Chair or the Board of Directors.

#### **Section 8. The Treasurer**

- A. The Board Treasurer shall: (a) have the oversight responsibility for all funds and securities of the Corporation, and for money due and payable to the Corporation from any source whatsoever, including the deposit of such money in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; (b) disperse funds of the Corporation as ordered by the Board of Directors; (c) work in cooperation with contracted agency hired for the purpose of financial management; and (d) in general perform all of the duties to the office of Board Treasurer and such other duties as from time to time may be assigned by the Board Chair or by the Board of Directors.

#### **Section 9. Other Assistants and Acting Officers.**

- A. The Board of Directors shall have the power to appoint any person to act as an assistant to any officer or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or the acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which such a person is so appointed, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

#### **Section 10. Additional Officers.**

- A. Any additional officer not specified above shall have only such authority, duties, and responsibilities as shall be specifically authorized and designated by the Board of Directors.

#### **Section 11. Compensation.**

- A. Officers of the Corporation shall not receive compensation for serving as officers but may receive reasonable reimbursement for other personal services rendered which are necessary to carry out the exempt purposes of the Corporation. In addition, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters provided that such reimbursement is authorized by the Board of Directors.

**Section 12. Election.**

- A. The Board of Directors shall elect a Board Chair, Vice Board Chair, Board Recorder, and Board Treasurer once a year at the annual meeting or at a special meeting for that purpose, except that officers elected to fill vacancies shall be elected as vacancies occur.

**Section 13. Eligibility.**

- A. An officer shall be a Board member unless this requirement is waived by a vote of a majority of Board members then in office.

**Section 14. Term of Office.**

- A. Terms of office shall be for one (1) year from the date of the election. Any officer may serve consecutive terms as determined by the Board of Directors.

**ARTICLE VIII  
Responsibilities of Board Members**

**Section 1. Duty of Care.**

- A. Performance of Duties. Each Board member shall perform all duties of a Board member, including duties of any Board committee, in good faith, in accordance with the mission of the Corporation, in the manner the Board member believes to be in the Corporation's best interest and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.
- B. Reliance on Others. In performing the duties of a Board member, a Board member 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 Board member believes to be reliable and competent in the matters presented;
  - b. Legal counsel, independent accountants, or other persons as to matters that the Board member believes are within the person's professional or expert competence; and
  - c. A Board committee on which the Board member does not serve, as to matters within its designated authority, provided the Board member believes the committee merits confidence and the Board member acts in good faith, after reasonable inquiry when the need is indicated by the circumstances, and without the 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 of Directors shall exercise the standard of care described above and avoid speculation, looking instead to the permanent disposition of funds, considering the probable income, as well as the probable safety of the Corporation's capital. The powers are exercised with the ultimate direction of the Board of Directors. 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.
- D. Rights of Inspection. Every Board member has the right to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation, 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.

- E. Participation in Voting. Every Board member has the right to participate in the discussion and vote on all issues before the Board of Directors, except as provided in a Conflicts of Interest Policy adopted by the Board of Directors
- F. Responsibilities of a Board Member.
  - a. Uphold the mission of the Corporation;
  - b. Come to the meeting well-prepared and informed;
  - c. Support the Corporation by attending Corporation events and participating in Corporation activities;
  - d. Respect confidentiality;
  - e. Understand long-range effects of decisions;
  - f. Maintain up-to-date knowledge of activities;
  - g. Visit the Corporations to see its impact first-hand;
  - h. Act in the best interests of the Corporation as a whole; and
  - i. Positively promote the Corporation within the community.

## **ARTICLE IX**

### **Non-Liability of Board of Directors**

The Board of Directors shall not be personally liable for the Corporation's debts, liabilities, or other obligations. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due to them from the Corporation.

## **ARTICLE X**

### **Indemnification**

#### **Section 1. Mandatory Indemnification**

- A. The Corporation shall indemnify its officers, Board members, committee members, and employees in the manner set forth in Minnesota Statute Section 317A.521 (or successor statute), provided the Corporation has made such determination or determinations if any, as it may reasonably require to establish that the standards set forth in Minnesota Statute Section 317A.521, subdivision. 2, (or successor statute) have been met. Notwithstanding the foregoing, nothing in these Bylaws shall limit the liability of a director of the Corporation under Minn. Stat. 124E.07, Subd. 3(c).

#### **Section 2. Permissive Supplementary Benefits**

- A. The Corporation may, but shall not be required to supplement the foregoing right to indemnification against liabilities and advancement of expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Board members, officers, or employees of the Corporation, whether or not the Corporation would be obligated to indemnify or advancement expenses to such Board members,

officers, or employees of the Corporation under Section I of this Article, and (b) entering into individual or group indemnification agreement with any one or more of such Board members, officers or employees of the Corporation.

### **Section 3. Private Foundations**

- A. Notwithstanding the foregoing, whenever the Corporation is a private foundation defined in Internal Revenue Service Section 509(a), it shall not make any indemnification that would give rise to a penalty excise tax under Internal Revenue Service Chapter 42.

## **ARTICLE XI**

### **Insurance**

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Board member, officer, or employee of the Corporation, against any liability asserted against and incurred by such person in their official capacity, or arising out of their status as such, whether or not the Corporation would have the power to indemnify such person against liability under Minnesota Statute Section 317A.521 (or successor statute), the Articles of Incorporation, or these Bylaws.

## **ARTICLE XII**

### **Financial Matters**

- A. Fiscal Year. The fiscal year of the corporation shall end on the last day of June each year and begin on the first day of July each year.
- B. Execution of Instruments. Except as otherwise provided in these Bylaws, the Board of Directors may adopt a resolution authorizing any officer of the Corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of, the Corporation. Such authority may be general or confined to specific instances. Unless so authorized, no officer or employee shall have any power to bind the Corporation by any contract or engagement, to pledge the Corporation's credit, or to render it liable monetarily for any purposes or any amount.
- C. Checks and Notes. Except as otherwise specifically provided by the Board of Directors resolution, checks, drafts, promissory notes, orders of the payment of money, and other evidence of indebtedness of the Corporation may be signed by the Board Chair, Vice-Chair, Recorder or Treasurer, or a designated member of the finance committee at each School.
- D. 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.
- E. Corporate Seal. The Corporation shall not have a corporate seal.
- F. Documents Kept at the Registered Office. The Board of Directors shall cause to be kept at the registered office of the Corporation, and posted on the Corporation's website, originals or copies of:
- a. Records of all proceedings of the Board of Directors and all Board committees;

- b. Records of all votes and actions of the Board of Directors;
- c. All financial statements of the Corporation; and
- d. Articles of Incorporation and Bylaws of the Corporation and all amendments and restatements thereof.

**ARTICLE XIII**  
**Adoption and Amendment of Bylaws**

- A. The Corporation’s governance model as set forth in these bylaws and/or otherwise required by law may be changed only by a majority vote of the Board of Directors and otherwise in accordance with applicable law at any regular or special meeting thereof.
- B. Any change in Board governance shall conform to the Board structure set forth in Minnesota Statute Section 317A. 181 Subd.1a. (or successor statute).

**ARTICLE XIV**  
**Miscellaneous Provisions**

**Section 1. Construction and Definitions.**

- A. These Bylaws shall be construed to conform to the laws of the State of Minnesota.

**Section 2. Interpretation.**

- A. Any provision of these Bylaws which turns out to be prohibited or unenforceable under Minnesota law shall be ineffective to the extent of such prohibition or unenforceability without invalidating any other provision of the Bylaws. These Bylaws shall also be construed in a manner that renders their provisions valid and enforceable to the maximum extent (not exceeding their express terms), under applicable law.

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Supersedes:                           WD:200.3(2019)WD:200.2 (2018) and WD:200.1 (2012)

Certified a true and correct copy of the Bylaws adopted on the 23rd of January, 2024, by the  
Board of Directors of Technical Academies of Minnesota.

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Jim Barnes  
Board Chair