

**BYLAWS
OF
GREAT OAKS ACADEMY
“The Corporation”**

ARTICLE I
PURPOSE

SECTION I. COMPLIANCE WITH MINNESOTA LAW

The purposes of the Corporation are as stated in its Articles of Incorporation. In the event that Minnesota law limits or enhances the powers of the Corporation Board set out herein, the law provisions shall prevail except to the extent that the Board of Directors exercises any options it may have to accept the law provisions or choose other options.

SECTION II. MISSION STATEMENT

The Mission of Great Oaks Academy is to cultivate the hearts and minds of our students through a classical, liberal arts education, with instruction that is rigorous, literature-rich, wondrous, and virtuous in an engaging and disciplined environment.

ARTICLE II
OFFICES

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

ARTICLE III
MEMBERSHIP

The Corporation shall have no members.

ARTICLE IV
BOARD OF DIRECTORS

SECTION I. GENERAL POWERS

The affairs of the Corporation shall be managed by its Board of Directors.

SECTION II. DUTIES

The Board of Directors is charged with four (4) primary duties:

1. To act in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in the Corporation's best interests.
2. To pursue the Corporation's best interest, placing the school's mission and interests above self-interest.
3. To act in accordance with the policies and bylaws of the school, policies of the authorizer, and all applicable laws.
4. To refrain from disclosing any information that is deemed non-public in accordance with the law, including but not limited to confidential attorney-client communications and private and confidential data under the Minnesota Government Data Practices Act.

SECTION III. NUMBER, TENURE, QUALIFICATIONS, AND NOMINATION

3.1 Number. The Board of Directors shall be composed of seven (7) members, unless otherwise determined by the Board. The Board's composition shall be consistent with Minnesota Statute 124E. The Board shall be composed of at least one licensed teacher providing instruction at the school, at least one parent or legal guardian of a student enrolled at the school, and at least one interested community member who resides in Minnesota and is not employed by the charter school and does not have a child enrolled at the school. The Executive Director shall serve as an ex-officio, non-voting Board member. No charter school employees shall serve on the board other than teachers, as described above. Contractors providing facilities, goods, or services to the school shall not serve on the Board of Directors of the school.

3.2 As authorized by 2018 Minnesota Statutes, Section 317A.207, Subdivision 2, the Board of Directors shall be divided into three (3) classes of Directors so that the terms of office of approximately one-third (1/3) of the Directors shall expire each year. The Secretary shall maintain a schedule of the classifications and terms of office for all seats on the Board of Directors.

3.3 Qualifications. All new Board members shall attend initial training on the Board's role and responsibilities, employment policies and practices, and financial management in accordance with Minnesota Statute 124E.07, subd. 7. A Board member who does not begin the required training within six months after being seated and complete that training within 12 months of being seated on the Board is automatically ineligible to continue to serve as a Board member. Every Board member shall attend annual training throughout the member's term on the Board, in accordance with Minnesota Statute 124.07, subd. 7. The school shall

include in its annual report the training attended by each Board member during the previous year. Board members must comply with applicable statutory conflict of interest provisions as stated in Minnesota Statute 124E.07, subd. 2 and 5.

3.4 Nomination Process and Election. By the first school day of March of each calendar year, the Board of Directors will establish an Election Committee which will solicit nominations and applications for all of the Board Member positions that will be filled. By a majority, the Election Committee may deem an applicant qualified and nominate them for election. If there are sufficient applicants deemed qualified by the Election Committee, the Election Committee MAY nominate two or three candidates for each position. If there is only one qualified applicant, the Election Committee MAY nominate this person as the single candidate. The Board of Directors will compile the list of nominees and notify all eligible voters of the nominees for each position(s) to be elected, and the election date, at least thirty (30) days prior to the election. The election of the Board of Directors shall be in compliance with Minnesota Statute 124E.07, subd. 2 and 5.

SECTION IV. REGULAR MEETINGS OF THE BOARD OF DIRECTORS

Regular meetings of the Board of Directors shall be held monthly during the school year. A schedule of the regular meetings of the Board of Directors shall be kept on file at the Corporation's primary office and posted to the school's website. The schedule shall designate the time, place, date and purpose of such meetings. If the Board of Directors changes the time and/or place of a regular meeting, the Board will provide the same notice for such meetings as is required for Special meetings of the Board of Directors in accordance with the Open Meeting Law, Minnesota Statute 12D.04 subd. 1 and 2.

SECTION V. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

Special meetings of the Board of Directors may be called at any time, for any purpose, by the Board Chair. The Board Chair shall also call a special meeting of the Board of Directors upon the written request of at least one-third ($\frac{1}{3}$) of sitting members of the Board. Notice of every special meeting of the Board of Directors shall be e-mailed to each Board Member and posted on the Great Oaks website at least three (3) days before the day on which the meeting is to be held in accordance with Open Meeting Law, Minnesota Statute 12.D.04, subd. 2.

SECTION VI. EMERGENCY MEETINGS OF THE BOARD OF DIRECTORS

When circumstances require the immediate consideration of an issue by the Board of Directors, such as an emergency situation involving health, safety, and/or security, the Board may

call an emergency meeting in accordance with the procedures set forth in the Open Meeting Law, Minnesota Statute 13D.04, subd. 3.

SECTION VII. QUORUM

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 Board Member or Members present thereat shall have the power to adjourn the meeting and establish the time and place at which the meeting shall be continued when a quorum shall be present. Notification of the meeting shall be in accordance with the Open Meeting Law.

In the event that the Board of Directors elects to increase the number of seats on the Board, the language of this section will be changed in order to assure a majority quorum.

SECTION VIII. VOTING

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

SECTION IX. RESIGNATION AND REMOVAL

Board Members may resign at any time, effective immediately or at a specified later date, by giving written notice to the Board Chair or the Secretary of the Corporation. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A Board Member may be removed at any time, with cause, by a majority vote of all Board Members of the Corporation based upon evidence of a violation of the duties set forth in Article IV, section 2 of these Bylaws. A Board Member who misses three (3) of the regularly scheduled Board Meetings during an academic year will be subject to consideration for removal by the Board.

SECTION X. FILLING VACANCIES

Mid-term vacancies on the Board of Directors shall be filled in a timely manner by appointment of a new Board Member by the affirmative vote of a majority of the remaining Board Members present and voting, even if less than a quorum as per Minnesota Statute 317A.227. A Board Member filling a vacancy shall hold office for the unexpired portion of the term.

SECTION XI. COMPENSATION

Board Members shall not receive compensation for their services as a Board Member. Board Members may be reimbursed for actual, necessary, and reasonable out-of-pocket expenses incurred in rendering services to this Corporation.

SECTION XII. COMMITTEES OF THE BOARD

The Board of Directors may, by resolution passed by a majority of the Board of Directors, designate, define the authority of, set the number and determine the identity of, members of one or more committees. Committee members need not be members of the Board of Directors. All committees shall have at least one Board member serving as a member and liaison between the committee and the Board.

13.1 Authority of the Committee Any committee shall have and may exercise all of the powers and authority granted by the Board of Directors in the management and business affairs of the Corporation; provided that no committee shall be granted any powers or authority exceeding that granted to the Board of Directors. Unless otherwise stated in the resolutions creating it, or in these Bylaws, 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.

13.2 Procedures for Conducting Meetings The activities of all committees of this Corporation shall be conducted in such manner as will advance the best interest of the Corporation. Each committee shall fix its own rules of procedure and other regulations which shall be consistent with the Articles of Incorporation, these Bylaws, and the policies of the Corporation. The meetings of all committees shall be open to attendance by all Board Members, which Board Members may not participate in any such meeting's discussion or deliberations unless such Board Member is a member of the committee.

13.3 Limitation on Authority of Committees Each committee shall be under the direction and control of the Board and shall keep regular minutes of their proceedings, and all actions of each committee shall be reported to the Board of Directors. Each committee shall meet as provided by its rules or by resolution of the Board of Directors. Notice of all meetings of any committee shall be given to all members of that committee as determined by the committee, or pursuant to Article IV, Section 4 of these Bylaws.

SECTION XIII. WORKING GROUPS

The Board of Directors may, by resolution passed by a majority of the Board of Directors, designate, define the authority of, set the number and determine the identity of, members of one or more working groups. Working Groups will function to collect and submit information to the Board for any consideration of action. Working Groups have no authority for action.

ARTICLE V
OFFICERS AND EMPLOYEES

SECTION I. TERM, NUMBER, ELECTION

The officers of the Corporation shall be elected for one (1) year terms by the Board of Directors and shall consist of a Board Chair (and President), Vice Board Chair (and Vice President), Treasurer, and Secretary. The election of Board Officers shall occur at the first meeting at which the newly elected members of the Board of Directors begin serving.

SECTION II. VACANCIES

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

SECTION III. BOARD CHAIR AND PRESIDENT

The Board Chair and President shall have the general responsibilities and duties usually vested in the office of the President, as prescribed in Minnesota Statute 317A.305, subd. 2:

3.1 Have general active management of the business of the corporation;

3.2 Preside at all meetings of the Board of Directors, if present;

3.3 See that orders and resolutions of the Board are carried into effect;

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

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

3.6 Have such other responsibilities and perform such other duties as are prescribed by the Board of Directors.

SECTION IV. VICE BOARD CHAIR AND VICE PRESIDENT

The Vice President shall:

4.1 Act as the Chair of the Board in the absence of the President (Board Chair); and

4.2 Have such other responsibilities and perform such other duties as may from time to time be prescribed by the Board of Directors or the Board Chair.

SECTION V. TREASURER

The Treasurer shall:

5.1 Keep accurate financial records for the Corporation and accurate accounts of all monies of the Corporation received or disbursed;

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

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

5.4 Disburse the funds of the Corporation as ordered by the Board of Directors, making proper vouchers therefore;

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

5.6 Perform such other duties and have such other responsibilities as may from time to time be prescribed by the Board of Directors, or the Board Chair; and

5.7 Act as Board Chair in the absence of both the President and Vice President .

SECTION VI. SECRETARY

The Secretary shall maintain records of the office of the Corporation and shall:

6.1 Attend all meetings of the Board of Directors and all committee meetings (when requested) or appoint an alternate member of the Board;

6.2 Record all proceedings of the minutes of meetings of the Board of Directors;

6.3 Maintain and preserve all records and documents of the Board of Directors, committees, and the corporation;

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

6.5 Perform such other duties and have such other responsibilities as may from time to time be prescribed by the Board of Directors or the Board Chair; and

6.6 Act as board Chair in the absence of the President, Vice President and Treasurer.

SECTION VII MANAGEMENT AND ADMINISTRATIVE EMPLOYEES

The corporation may have such management and administrative employees as the Board of Directors deems necessary. Such employees shall be appointed in a manner, have the duties and responsibilities, and hold their positions for the time prescribed by the Board of Directors.

SECTION VIII. COMPENSATION

The officers and employees of the Corporation may be paid such reasonable compensation, if any, or their services rendered to the Corporation in such capacity, unless prohibited in Minnesota Statute 124E.14, and may be reimbursed for actual, necessary, and reasonable out-of-pocket expenses.

SECTION XI. BOND

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

SECTION X. REMOVAL OF OFFICER

Any officer may be removed at any time, with cause, by a vote of a majority of a quorum of the Board of Directors at any regular meeting, or at a special meeting called for that purpose, based on a violation of the duties set for in Article IV, Section 2 of these Bylaws.

SECTION XI. RESIGNATION

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

ARTICLE VI DISTRIBUTION OF ASSETS

SECTION I. RIGHT TO CEASE OPERATION AND DISTRIBUTE ASSETS

By a two-thirds ($\frac{2}{3}$) vote of all Board Members, the Board of Directors may resolve that the Corporation cease operations and voluntarily dissolve. Such resolution shall set forth the proposed dissolution and direct designated officers of the Corporation to perform all acts necessary to effect a dissolution.

SECTION II. CESSATION AND DISTRIBUTION

When cessation of operations and distribution of assets has been called for, the Board of Directors and the designated officers shall cause the Corporation to discontinue its regular business activities and operations as soon as practicable, and shall liquidate and distribute all the Corporation's assets to other entities in accordance with Minnesota Statute 317A.735 and in accordance with the Articles of Incorporation. Notice of intent to dissolve shall be filed with the Secretary of State pursuant to Minnesota Statute 317A.723.

ARTICLE VII INDEMNIFICATION

SECTION I. INDEMNIFICATION

Each Board Member, officer and employee of the Corporation, past or present, shall be indemnified by the Corporation in accordance with, and to the fullest extent permitted by, Minnesota Statute 317A.161, subd. 21, 317A.521 and any amendments to those statutes. The

Corporation shall not be obligated to indemnify any other person or entity, except to the extent such obligation shall be specifically approved by resolution of the Board of Directors. The Corporation shall have the power to advance such person's expenses incurred in defending any such proceeding to the maximum extent permitted by law. This Section is and shall be for the sole and exclusive benefit of the individuals designated herein and no individual, firm, or entity shall have any rights under this Section by way of assignment, subrogation, or otherwise, whether voluntarily, involuntarily, or by operation of law.

This duty to indemnify applies provided that the Board Member, Officer, or Employee was acting in the performance of the duties of the position and was not guilty of malfeasance in office, willful neglect of duty, or bad faith.

The duty to indemnify shall neither apply nor be granted by the Board of Directors to anyone for whom the related cause of action giving rise to the duty or grant of indemnification was caused in whole or in part by the indemnitee's violation of Minnesota Statute Section 124E.07, subdivision 3(c).

SECTION II. INSURANCE

The Corporation may, but shall not be required to, purchase and maintain insurance on behalf of any person who is or was a Board Member, Officer, or Employee or Agent of the Corporation, against any liability asserted against and incurred by such person in his or her official capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against liability under Minnesota Statute 317A.521, the Articles of Incorporation, or these Bylaws.

ARTICLE VIII AMENDMENTS

The power to alter, change, amend, or repeal these Bylaws, or to adopt new Bylaws, is vested in the Board of Directors, with the exception that alterations to the Board of Directors' composition and governance structure must also meet with the approval of the authorizer.

ARTICLE IX FINANCIAL MATTERS

SECTION I. CONTRACTS

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

SECTION II. 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 III. AUTHORIZED SIGNATURES

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

SECTION IV. DEPOSITS

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

SECTION V. CORPORATE SEAL

The Corporation shall not have a corporate seal.

SECTION VI. DOCUMENTS KEPT AT REGISTERED OFFICE

The Board of Directors shall cause to be kept at the registered office of this Corporation originals or copies of any document required by law, including, but not limited to:

6.1 Records of all proceedings of the Board of Directors and all committees

6.2 Records of all votes and actions of the members;

6.3 All financial statements of this Corporation; and

6.4 Articles of Incorporation and Bylaws of this Corporation and all amendments and restatements thereof.

SECTION VII. ACCOUNTING SYSTEM AND AUDIT

The Board of Directors shall cause to be established and maintained, in accordance with provisions of Minnesota law, in particular with Minnesota Statute 124E.1, subd. 2 and, to the extent not in conflict with the law, with generally accepted governmental accounting standards applied on a consistent basis, an appropriate accounting and financial reporting system for the Corporation. Audits must be conducted in accordance with Minnesota Statute 124E.1, subd. 1. The Corporation must submit an audit report to the Commissioner of the Minnesota Department of Education and the Corporation's authorizer by December 31 of each year in accordance with Minnesota Statute 124E.1, subd. 1(b). The Board is required by law to and shall cause the records and books of account of the Corporation to be audited at least once each fiscal year as of June 30 of any year (or such other date as the law may require) and at such other times as it may deem necessary or appropriate, and may retain such person or firm for such purposes as it may deem appropriate.

ARTICLE X MISCELLANEOUS

SECTION I. GENDER REFERENCES

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

SECTION II. PLURALS

All references in the plural shall, where appropriate, include the singular and all references in the singular shall, where appropriate, be deemed to include the plural.

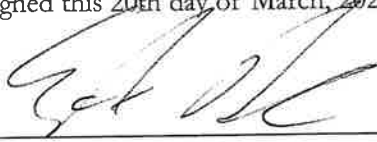
SECTION III. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Corporation may adopt.

CERTIFICATE

The undersigned members of the 2022-2023 Board of Directors of Great Oaks Academy, a Minnesota nonprofit corporation, do hereby certify that the foregoing pages constituting the bylaws are the bylaws adopted for the Corporation.

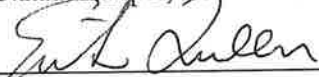
Signed this 20th day of March, 2022:



Eric Rice, Board Chair



Natalie Kasper, Board Vice Chair

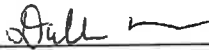


Erik Queen, Board Treasurer

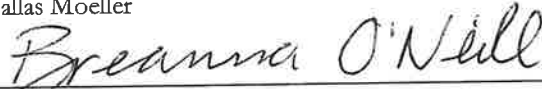


Cinta Schmitz, Board Secretary

Zac Holm



Dallas Moeller



Breanna O'Neill