

**AMENDED AND RESTATED BYLAWS
OF
GREAT OAKS ACADEMY**
(Referred to herein as “the School”)

ARTICLE I
PURPOSE AND MISSION STATEMENT

SECTION I. PURPOSE

The School is a nonprofit corporation duly formed under Minnesota Statutes Chapter 317A, as amended. The purposes of the School are as stated in its Articles of Incorporation, as amended from time to time.

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 School in the State of Minnesota is as stated in the Articles of Incorporation, as amended from time to time. The School may have such other offices within the State of Minnesota as the Board of Directors may determine or as the affairs of the School 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 School shall have no members.

ARTICLE IV
BOARD OF DIRECTORS

SECTION I. AUTHORITY AND GENERAL POWERS

The affairs of the School shall be managed by or at the direction of its Board of Directors. The Board of Directors shall have the power to conduct or direct the affairs of the School and perform acts for the benefit of the School, in accordance with and subject to the limitations set forth in Minnesota Statutes, Chapters 317A and 124E and other applicable law, the Articles of Incorporation and these Bylaws, including having the authority to determine policy matters related to operating the school, including budgeting, curriculum programming, personnel, and operating procedures. The Board of Directors shall delegate the day-to-day management of the affairs of the School in the manner set forth in these Bylaws.

SECTION II. DUTIES

In its performance of acts pursuant to these Bylaws, the Board of Directors and its members shall: (a) act in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances; (b) pursue the School's best interests while placing the School's mission and interests above self-interest; (c) act in accordance with Minnesota Statutes, Chapter 317A and 124E and other applicable law, the Articles of Incorporation, these Bylaws and the policies and procedures adopted from time to time by the Board of Directors and/or Novation Education Opportunities, the School's authorizer (referred to herein as the "**Authorizer**"); and (d) abide by the Board of Directors' Code of Ethics, as adopted by the Board of Directors from time to time.

SECTION III. NUMBER; STRUCTURE AND COMPOSITION

3.1 Number. The Board of Directors shall be composed of least five (5) and no more than seven (7) members, unless otherwise determined by the Board. At least five (5) of the members of the Board shall not be related. The Executive Director of the School shall serve as an ex-officio, non-voting member of the Board of Directors.

3.2 Structure and Composition. Membership of the Board of Directors shall reflect ONE (1) of the following four basic governance structures: (i) a parent majority, (ii) a teacher majority, (iii) a community member majority, or (iv) non-majority. The governance structure of the Board of Directors in effect from time to time shall be referred to in these Bylaws as the "**adopted governance structure.**" The "**adopted governance structure**" shall be non-majority; provided that, the Board of Directors may recommend an alternative

governance structure which may be adopted in accordance with applicable provisions of Minnesota Statutes Chapter 124E.

Each election cycle, the Board of Directors shall determine a specific composition of the members of the upcoming Board of Directors that is (a) consistent with the adopted governance structure, and (b) includes 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, is not employed by the School, and is not the parent or legal guardian of a student enrolled at the School, all in accordance with applicable provisions of Minnesota Statutes Chapter 124E.

SECTION IV. BOARD ELECTIONS AND ELIGIBILITY; TERM LENGTH

4.1 Board Elections and Eligibility. Board elections shall be held annually prior to the end of each school year. In preparation for each election, the Board of Directors may establish criteria for candidate recruitment based on the talent needs of the Board and the nature of the open Board seats. The Board of Directors shall establish an Election Committee to recruit candidates and administer the election process in accordance with applicable provisions of Minnesota Statutes Chapter 124E, these Bylaws and any election policy and/or procedures adopted by the Board from time to time.

4.2 Term Length. Each member of the Board Directors shall hold office for a term of three (3) years, commencing on July 1st of the calendar year in which such member is elected. As authorized pursuant to Minnesota Statutes Section 317A.207, Subdivision 2, the Board of Directors shall be divided into three (3) groups of members so that the terms of office of approximately one-third (1/3) of the members shall expire each year. The Secretary of the Board shall maintain a schedule of the group designation and terms of office for all seats on the Board of Directors.

SECTION V. BOARD TRAINING

All elected Board members shall complete training on the Board's roles and responsibilities, open meeting law and data practices law prior to the start of their term. All new Board members shall also attend initial training on employment policies and practices, school funding and financial management, the Board's roles and responsibilities regarding student success, achievement and performance and other topics, and thereafter, annual training, 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, and will be removed from the

Board. The school shall include in its annual report the training attended by each Board member during the previous year.

SECTION VI. RESIGNATION; REMOVAL; VACANCIES

6.1 Resignation. Board Members may resign at any time, effective immediately or at a specified later date, by delivering written notice to the Board Chair and the Executive Director of the School. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.2 Removal. In addition to removal under Section V, a Board Member may be removed at any time, with cause, by a majority vote of all Board Members based upon evidence of a violation of any of the duties set forth in Article IV, Section II of these Bylaws.

6.3 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. The Board may exercise its powers and carry out its obligations notwithstanding any vacancy or vacancies in its membership.

SECTION VII. 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 School'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 VIII. 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 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 School's 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 IX. 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 X. 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.

SECTION XI. 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, unless otherwise specified in these Bylaws.

SECTION XII. COMPENSATION

Board members shall not receive compensation for their service as a member of the Board. Board Members may be reimbursed for actual, necessary, and reasonable out-of-pocket expenses incurred in rendering services to the School.

SECTION XIII. 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. Board committees shall have the authority granted to it by the Board of Directors; provided that no committee shall be granted any 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 School shall be conducted in such manner as will advance the best interest of the School. 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 School. 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.

SECTION XIV. 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 OF THE BOARD OF DIRECTORS

SECTION I. TERM; TITLES; ELECTION

The officers of the Board of Directors shall be elected for one (1) year terms by a majority vote of the Board of Directors. Officers shall consist of a Board Chair, Vice Board Chair, Treasurer, and Secretary. The annual 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. BOARD CHAIR

The Board Chair shall have the general responsibilities and duties usually vested in such office, including but not limited to: (i) the general management of, and the performance of duties and exercise of responsibilities as are necessary or incident to, the business of the Board of Directors, (ii) presiding at all meetings of the Board of Directors, (iii) ensuring that orders and resolutions of the Board of Directors are carried into effect, (iv) signing and delivering, or delegating

the signing and delivering of, in the name of the Board of Directors, all instruments requiring signature on behalf of the Board, and (v) such other responsibilities or duties as are prescribed by the Board of Directors.

SECTION III. VICE BOARD CHAIR

The Vice Board Chair shall: (i) act as the Chair of the Board in the absence of the Board Chair, and (ii) 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 IV. BOARD TREASURER

The Board Treasurer shall (i) support the Executive Director of the School and other school administrators in the keeping of accurate financial records for the School and accurate accounts of all monies of the School received or disbursed, (ii) render to the Board Chair and the Board of Directors, whenever required, an account of the financial condition of the School, (iii) act as Board Chair in the absence of both the Board Chair and the Vice Board Chair, and (iv) 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.

SECTION V. BOARD SECRETARY

The Board Secretary shall: (i) attend all meetings of the Board of Directors and all committee meetings (when requested) or appoint an alternate member of the Board and record all proceedings of the minutes of meetings of the Board of Directors; (ii) maintain and preserve all records and documents of the Board of Directors and its committees, (iii) give or cause to be given notice of all meetings of the Board of Directors and committees, (iv) act as Board Chair in the absence of the Board Chair, Vice Board Chair and Board Treasurer, and (v) 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.

SECTION VI. BOND

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

SECTION VII. RESIGNATION AND REMOVAL

7.1 Resignation. Any officer of the Board of Directors may resign at any time. Such resignation shall be made in writing to the 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 Board Chair or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

7.2 Removal. 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 or failure to carry out the responsibilities of such office as set forth in these Bylaws.

SECTION VIII. VACANCIES

A vacancy in any office of this 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.

ARTICLE VI EXECUTIVE DIRECTOR

The Board of Directors shall designate an Executive Director to oversee and manage the day-to-day operations of the School. The Executive Director shall perform such duties in accordance with and subject to the limitations set forth in Minnesota Statutes, Chapters 317A and 124E and other applicable law, the Articles of Incorporation, these Bylaws, School policies and procedures and the terms of any employment agreement among the Board of Directors, the School and the Executive Director. The duties and responsibilities of the Executive Director may include, without limitation: (i) negotiating, executing and delivering contracts or other instruments in the name and on behalf of the School, (ii) acquiring 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 on behalf of the School, (iii) borrowing money, incurring debt, and executing evidences of debt and securities, (iv) oversee and manage School finances and deposit accounts, and (v) selecting and removing employees of the School, to prescribe powers and duties for them, and to fix their compensation.

ARTICLE VII
VOLUNTARY DISSOLUTION

By a two-thirds ($\frac{2}{3}$) vote of all Board Members, 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 a dissolution, including filing a notice of intent to dissolve and winding up the affairs of the School in accordance with applicable provisions set forth in Minnesota Statutes Chapters 124E and 317A.

ARTICLE VIII
INDEMNIFICATION AND INSURANCE

SECTION I. INDEMNIFICATION

Each Board member and each employee of the School, past or present, shall be indemnified by the School 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 School 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 School shall have the power to advance such a 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 or employee of the School was acting in scope and performance of the duties of the position and was not guilty of malfeasance in office, willful neglect of duty, or bad faith. This 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 School may, but shall not be required to, purchase and maintain insurance on behalf of any person who is or was a Board member or employee of the School, 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 School would have the power to indemnify such person against liability under Minnesota Statute 317A.521, the Articles of Incorporation, or these Bylaws.

ARTICLE IX
AMENDMENTS

The power to alter, change, amend, or repeal these Bylaws, or to adopt new Bylaws, is vested in the Board of Directors, except that a change or amendment to the adopted governance structure of the Board of Directors shall conform with applicable provisions of Minnesota Statutes Chapter 124E.

ARTICLE X
CORPORATE SEAL

The School shall not have a corporate seal.

ARTICLE XI
BOOKS AND RECORDS

The School shall keep at its registered office originals or copies of any document required by law, including, but not limited to: (i) records of all proceedings of the Board of Directors and all committees, (ii) financial statements of the School; and (iii) the Articles of Incorporation, these Bylaws and all amendments and restatements thereof.

ARTICLE XII
FINANCIAL AUDITS AND REPORTS

The Board of Directors shall cause to be established and maintained, in accordance with provisions set forth in Minnesota Statutes Chapter 124E, 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 School. Audits must be conducted in accordance with applicable provisions set forth in Minnesota Statutes Chapter 124E, and further in compliance with such applicable provisions, the School must submit an audit report to the Commissioner of the Minnesota Department of Education and the Authorizer by December 31 of each year. The Board is required by law to and shall cause the records and books of account of the School 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 XIII
MISCELLANEOUS

All references in these Bylaws to a party in the masculine shall include the feminine and the neuter. 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. In the event that Minnesota law limits or enhances the powers of the Board of Directors 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.

CERTIFICATE

The undersigned members of the 2024-2025 Board of Directors of Great Oaks Academy, a Minnesota nonprofit corporation, do hereby certify that the foregoing pages constituting the bylaws are the Amended and Restated Bylaws adopted for the School.

Signed this day of :

Erik Queen, Board Chair

Eric Rice, Board Vice Chair

Mollie Warren, Board Treasurer

Robert Carpentier, Board Secretary

Breanna O'Neill

Abigail Bollig

John Guist