## AGAMIM CLASSICAL ACADEMY

## BYLAWS

## ARTICLE I OFFICES

The registered office of the corporation in the State of Minnesota is 5300 France Avenue South, Edina, MN 55410 or such other location as may be on file from time to time with the Office of the Minnesota Secretary of State. 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 notbe, identical with the principal office in the State of Minnesota.

## ARTICLE II <br> PURPOSE

Agamim Classical Academy f/k/a Agamim Hebrew Language Charter School, a Minnesota nonprofit corporation, ("Agamim" or the "School") has as its purpose the establishment and operation of a charter school under the laws of the State of Minnesota.

## ARTICLE III BOARD OF DIRECTORS

1. Board of Directors. The ongoing board must be elected before the school completes its third year of operation, and then conduct elections annually to fill member vacancies.
2. Number of Directors. Agamim's Board of Directors shall have at least five (5) non-related members and include: (a) at least one licensed teacher who is employed as a teacher at the School or who provides instruction under contract with the School. (b) at least one parent or legal guardian of a student enrolled in the School who is not an employee of the School; and (3) at least one community member who resides in Minnesota, who is not employed by the School, and who does not have a child enrolled in the School. The number of Directors who are parents/legal guardians of students enrolled at the School shall at all times be at least one more than the greater of: (i) the number of Directors who are licensed teachers employed at the School; or (ii) the number of Directors who are interested community members. A licensed teacher employed at the School who, is simultaneously the parent/legal guardian of a student enrolled in the School shall only be eligible to serve as a Director in the licensed teacher category. No School employees shall serve on the board other than teachers under clause (a). Contractors providing facilities, goods, or services to a School shall not serve on the School's Board of Directors.
3. Ex. Officio Nonvoting Board Members. Ex officio nonvoting seats on the Board shall include those individuals serving in the roles noted below, or who are created and filled by law, or by action of the Board of Directors, and are otherwise exempt from the School's election process for voting Board seats. The following shall sit as ex officio nonvoting members of the Board of Directors:
A. The school leader and chief financial officer; and
B. A representative of the School's parent organization.
4. Powers. The Board of Directors shall conduct or direct the affairs of the School and exercise its powers, subject to the limitations of Minnesota Statutes, Chapter' 317A and Section 24E, the Articles of Incorporation, these Bylaws, and by any other controlling law. The Board of Directors may delegate the management of the activities of the School to others. The Board may exercise all powers and perform any 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 School, to prescribe powers and duties for them, and to fix their compensation;
B. To govern and oversee the affairs and activities of the School, and to make rules and regulations;
C. To enter into contracts, leases, and other agreements which are, in the judgmentof the Board of Directors, necessary or desirable in obtaining the purposes of promoting the interests of the School;
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 to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;
F. To indemnify and maintain insurance on behalf of any of its 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 the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Section 124E. 09 and the limitations noted in these bylaws; and
G. To remove Directors
5. Election of Board of Directors
A. Eligible Voters. Staff members employed at the school, and all parents or legal guardians of children enrolled in the School are eligible to vote to elect the members of the School's Board of Directors.
B. Selecting Possible Candidates
i. The Governance Committee should recruit for talent needs on the Board regularly, in preparation for Board elections.
ii. The Board will solicit nominations for Board members through the School bulletin at least 30 days prior to the election.
iii. Interested Board candidates must complete an application form.
iv. The Governance Committee shall present the prospective candidates to the Board, either by sharing candidate applications or by hosting a live or virtual candidate forum.
C. Elections. Board elections must be held during the school year on a day when the school is open, and must be advertised to eligible voters at least 30 days prior to the election day by announcement in the School's bulletin. The election process will be outlined by the Governance Committee. Each eligible voter may only vote one time. Once all votes are tabulated, the new appointed Directors will be notified and announced in the School's bulletin to take their place on the Board of Directors on July $1^{\text {st }}$.
6. Term of Office
A. Commencement Terms of office for elected Directors shall begin on July $1^{\text {st }}$ in the year of election.
B. Staggered Terms. The Board of Directors shall be staggered so that the terms of office of approximately one-third ( $1 / 3$ ) of the Directors shall expire each year. The Secretary of the Board shall maintain a schedule of the classifications and terms of office for all seats on the Board of Directors.
C. Length of Term. All Directors shall hold office for three (3) years, or until their earlier death, resignation, or removal from office, provided, however that:
i. A parent/legal guardian may serve as a Director only so long as theparent/legal guardian has a child enrolled at the School;
ii. A licensed teacher employed by the School may serve as a Director only so long as he/she is so-licensed and employed;
iii. An interested community member may serve as a Director only so long as he/she meets the statutory qualifications for such category;
iv. A Director appointed to fill a vacancy shall hold office through June 30 of the School term in which their appointment occurs.
D. Directors may be re-elected to successive terms and may serve simultaneously as officers. The Board of Directors may exercise all its powers notwithstanding any vacancy or vacancies in its number.
7. Resignation of a Director. Directors may resign at any time, effective immediately or at a specified later date, by giving written notice, to the Board Chair. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
8. Removal of Directors. A Director may be removed with cause by an affirmative vote of two-thirds $(2 / 3)$ of the Directors then in office, excluding the Director proposed for removal. In addition, the Board of Directors shall remove any Director who has failed to attend three or more of the Board's regular meetings in any one-year period regardless of the reason.
9. Vacancies. A Board vacancy shall be deemed to exist if any Director dies, resigns, is removed, is ineligible to serve, or if the authorized number of Directors is increased. Any vacancy on the Board of Directors shall be filled by the appointment of a new Director by the affirmative vote of a majority of the remaining Directors, even if less than a quorum. The Governance Committee shall nominate candidates and make recommendations to the Board to fill vacancies on the Board; provided, however that the Board may also consider candidates other than those nominated and/or recommended by the Governance Committee to fill a vacancy. A Director filling a vacancy shall hold office for the term as set forth in Subdivision 6 above.
10. Compensation. Directors shall not receive compensation for their services; however, the Directors of the School may be reimbursed for reasonable out-of-pocket expenses incurred by them in rendering services to the School as the Board of Directors from time to time determines such services to be directly in furtherance of the purposes and in the best interests of the School. Notwithstanding the foregoing, Directors who are also employees of the School shall be entitled to reasonable compensation for services rendered to the School as employees, provided that no part of the compensation of an employee of the School shall be compensation for services as a Director.
11. Open Meeting Law. Meetings of the Board of Directors and all standing and ad hoc committees shall comply with 2018 Minnesota Statutes, Chapter 13D (the "Minnesota Open Meeting Law").
12. Place of Meetings. Board meetings may be held at the School building or at any other reasonably convenient place as the Board may designate.
13. Regular Meetings. Regular meetings shall be held at such times as are set on the school calendar adopted annually by the Board of Directors. The Board of Directors shall meet no lessthan ten (10) times per fiscal year.
14. Annual Meeting. An annual meeting shall be held in August for the purpose of electing Officers of the Board of Directors and transacting such other business as comes before the Board.
15. Special Meetings. Special meetings of the Board. of Directors may be called at any time 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 a majority of the Directors.
6. Cancellation of Meetings. The Board Chair may cancel a meeting with reasonable cause.
7. Adjournment. A majority of the Directors present at a meeting, whether or not a quorum, may adjourn the meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given if the time and place be fixed at the meeting adjourned and recorded in the minutes of that meeting, except, if the meeting is adjourned for longer than 24 hours, notice of the adjournment shall be given in the same manner as for special meetings.
8. Notices of Meetings. Notices of meetings of all Board meetings shall be given as follows:
A. Regular Meetings. A schedule and the location of regular meetings of the Board shall be provided to each Director and shall be kept on file at the School's register. If the Board decides to hold a regular meeting at a time or place different from the time or 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. For a special meeting, except an emergency meeting or a special meeting for which a notice requirement is otherwise expressly established by statute, the Board shall provide written notice of the date, time, place, and purpose of the meeting on the School website or in the School bulletin or via School email or School text message. Notice to Directors, parents/guardians, School employees may be provided in any manner or by such other methods as are fair and reasonable
under the circumstances, or as otherwise required or allowed by law, including without limitation by posting on the School's website, by email, and/or other digitally-transmitted technologies.
9. Agendas for Meetings. The Board Chair shall set the agendas for meeting of the Board of Directors. Any Director, parent/legal guardian of a student enrolled in the School, employee of the School, or student enrolled in the School 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 or other electronic technologies with such request not less than five (5) days prior to the scheduled meeting. It is within the discretion of the Board Chair to decide whether to include requested topics in the Agenda, where operational matters will be directed to the school to respond.
10. Waiver of Notice. A director may waive notice of a meeting of the Board. A waiver of notice by a director entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, by authenticated electronic communication. or by attendance. Attendance by a director at a meeting is a waiver of notice of that meeting. unless the director objects at the beginning of the meeting to the transaction of business because the meting is not lawfully called or convened and does not participate in the meeting.
11. Public Comment at Meetings. A minimum of fifteen (15) minutes shall be reserved at each regular meeting for comments before the Board by parents/legal guardians of students enrolled in the School, employees of the School, students enrolled in the School, and interested community members. The Board Chair may limit individual speaking times.
12. Closed Meetings. The Board may close a meeting only under circumstances allowed or required by the Minnesota Open Meeting Law.
13. Minutes. The minutes of meetingsof the Board shall record all votes taken at the meeting and, with respect to votes on appropriations of money, the minutes shall record the vote of each Director, except for payment of judgements and amounts fixed by statute. Minutes of Board meetings shall be open to the public during normal business hours where records of the School are kept.
14. Public Copies of Directors' Materials. 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 or its employees and distributed at, before, or available during the meeting to all Directors shall be available in the meeting room for inspection by the public while the Board 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

1. Quorum. A quorum consists of a majority of the Directors currently in office.
2. Action by the Board. The actions done and decisions made by a majority vote of the Directors present and entitled to a 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 set forth in these Bylaws, the Articles of Incorporation, or by law. The Board of Directors may continue to transact business at which a quorum was originally present, even though Directors withdraw, provided that any action taken is approved by at least a majority of the quorum required. Each Director shall have the power to exercise one vote on all matters to be decided by the resolution of the Board of Directors. Voting by proxy shall not be allowed.

## ARTICLE VI

## COMMITTEES AND PURPOSE

1. Standing Committees. The Board of Directors shall establish such standing committees as it deems necessary.
2. Election and Removal of Standing Committee Chairs. Standing committee chairs shall be elected and removed inthe same manner as officers of the School.
3. Ad Hoc Committees. The Board of Directors may at its discretion create ad hoc committees to address specific subjects of concern. The resolution creating an add hoc 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 Director. The Board of Directors may remove an ad hoc committee chair at its discretion. Unless otherwise specified in the resolution authorizing or amending the creation of an ad hoc committee, an ad hoc committee shall be dissolved without the necessity of further Board action upon the expiration of the school term in which it is created.
4. Committee Membership. Except as otherwise specified in these Bylaws, the chair of any standing, ad hoc, or other committee of the Board may determine the membership of such committee with the advice and consent of the Board of Directors. Each Board member must serve as a member of at least one committee. Each committee chair shall maintain a record of the voting members of the committee and shall submit such records to the Secretary of the School.
5. 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.
6. Committee Meetings. The activities of all committees of the School shall be conducted in such manner as will advance the best interests of the School. Except as otherwise 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 and Directors. Each committee shall meet at such times and places as provided by its rules or by resolution of the Board of Directors. Notice of committee meetings shall be given to each committee member at least three (3) days in advance of the meeting. The meetings of all committees shall be open to attendance and participation by all Directors but only members of the committee may vote. Committee chairs shall submit minutes of all committee meetings to the Secretary of the School, which minutes shall be open to inspection as set forth in Article IV, Section 12.
7. Quorum. A quorum for any committee meeting shall be a majority of the voting members of the committee of record.
8. 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, subject to revision and alteration by the Board of Directors.

## ARTICLE VII

 PARLIAMENTARY AUTHORITYIn the interpretation of matters of parliamentary practice, the rules contained in the then-current edition of Robert's Rules of Order Newly Revised shall govern meetings of the Board and its Committees.

## ARTICLE VIII OFFICERS AND DUTIES

1. Officers. The officers of the School shall consist of a Chair, Vice-Chair, Secretary and Treasurer.
A. Duties of Chair. The Chair shall. have general active management of the business of the School, preside at meetings of the Board of Directors, develop the agenda for Board meetings, and have the powers and duties of office of president as set forth in

Minnesota Statutes, Section 317A.3O5, Subd. 2, and shall perform such other duties as the Board of Directors may from time to time prescribe.
B. Duties of Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the event the Chair is unavailable and shall perform such other duties as the Chair or Board of Directors may from time to time prescribe.
C. Duties of Secretary. The Secretary shall be responsible for keeping board actions, including overseeing the taking of minutes at all board meetings, meeting announcements and assuring that corporate records are maintained, and shall perform such other duties as the Chair or Board of Directors may from time to time prescribe. The Board Secretary shall also monitor the compliance of all board Standing and Ad Hoc Committees with their obligation to post minutes to, and. maintain accurate and current updates to their online webpages on the School website.
D. Duties of Treasurer. The Treasurer oversees all matters related to the school's finances, property, and budget. The terms Treasurer and finance committee chair are used interchangeably. The Treasurer also oversees the school's leadership in the areas of money management and compliance. The Treasurer directs the board's financial work so that the board can achieve its goals and operate in accordance with its bylaws. The Treasurer also ensures that all members of the board fully comprehend the financial matters of the school and receive reliable and timely information regarding those matters.
2. Election, Eligibility and Term of Office.
A. Election. The Board of Directors elect a Chair, a Vice-Chair, a Secretary and a Treasurer each year at (i) the annual meeting, (ii) a regular meeting, or (iii) a special meeting designated for that purpose; provided, however, that such election shall occur no later than the first regular meeting of the school term. Officers elected to fill vacancies shall be elected as vacancies occur.
B. Eligibility. An officer shall be a Director unless this requirement is waived by a vote of a majority of Directors then in office. The offices of Chair and Vice Chair shall be held by parents/legal guardians of a student currently enrolled in the School or interested community members as defined by charter school law. The offices of Vice-Chair, Secretary, or Treasurer may be held simultaneously by one individual.
C. Term of Office. Term of office shall be for one (1) year beginning on the day of the August annual meeting in the year elected. Any officer of the School may serve multiple consecutive terms.
D. Officer Removal and Resignation. The Board of Directors may remove an officer either with or without cause, at any time by an. affirmative vote of two-thirds (2/3) of the Directors currently in office. An officer may resign at any time by giving written notice to the Board of Directors, the resignation taking effecton receipt of notice or at a later date as specified in the notice.

## ARTICLE IX

## NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the School's debts, liabilities, or other obligations. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the School may look only to the funds and property of the School 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 School.

Each director, officer and employee of the School, past or present, and each person who serves or may have served at the request of the School as a school leader directof, officer, partner, Director, employee, representative, or agent of another organization or employee benefit plan, and the respective heirs, administrators and executors of such persons, shall be indemnified by the School in accordance with and to the fullest extent permitted by law. 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 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 in this Article and no individual, firm, or entity shall have any rights under this Article by way of assignment, subrogation, or otherwise, whether voluntarily, involuntarily, or by operation of law.

## ARTICLE X INSURANCE

The School shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, against any liability asserted against and incurred by such 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 Statutes, Section 317A.521, the Articles of Incorporation or these Bylaws.

## ARTICLE XI <br> CONFLICTS OF INTEREST AND CONSEQUENCES OF VIOLATIONS

1. No member of the board of directors, employee, officer, or agent of a charter school shall participate in selecting, awarding, or administering a contract if a conflict of interest exists. A conflict exists when the Board member, employee, officer or agent or
the immediate family of the Board member, employee, officer, or agent or an organization that employs, or is about to employ any such individual has a financial interest in the entity with which the charter school is contracting. A violation of this prohibition renders the contract void.

This conflict of interest provision does not apply to compensation paid to a teacher employed as a teacher by the charter school (or a teacher who provides instructional services to the charter school through a cooperative formed under chapter 308A) when the teacher also serves on the charter school board of directors.
2. No board member, employee, or officer of the charter school may receive compensation from a group health insurance provider.
3. No person may serve as a member of the charter school board of directors if: (1) the individual, an immediate family member, or the individual's partner, is a full or part owner or principal with a for-profit or nonprofit entity or independent contractor with whom the charter school contracts, directly or indirectly, for professional services, goods, or facilities; or (2) an immediate family member is an employee of the school. A violation of this paragraph renders a contract voidable at the option of the commissioner or the charter school board of directors. A member of a charter school board of directors who violates this section is individually liable to the charter school for any damage caused by the violation. Nothing in these bylaws shall require or allow the corporation to indemnify a board member who violates this provision or Minnesota Statues 2021, Section 124E.07, Subdivision 3(b).

## ARTICLE XII

## FINANCIAL MATTERS

1. Fiscal Year. The fiscal year of the School begins on July 1 of each year and ends on June 30 of the following year.
2. Execution of instruments. Except as otherwise provided in these Bylaws, the Board of Directors may adopt a resolution authorizing any officer or agent of the School to enter into any contract, or execute and deliver any instrument in the name of, or on behalf of, the School. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power to bind the School by any contract or engagement, to pledge the School's credit, or to render it liable monetarily for any purposes or any amount.
3. Checks and Notes. Except as otherwise specifically provided by Board resolution, checks, drafts, promissory notes, orders of the payment of money, and other evidence of indebtedness of the School may be signed by the Chair, the Vice-Chair, the Treasurer, the Secretary, or the School's chief administrative officer.
4. Deposits. All funds of the School shall be deposited to the credit of the School 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.
5. Corporate Seal. The School shall not have a corporate seal.
6. Documents Kept at Registered Office. The Board of Directors shall cause to be kept at the registered office and/or published on the official website of the School 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 Directors;
C. All financial statements of the School; and
D. Articles of Incorporation and Bylaws of the School and all amendments and restatements thereof.

## ARTICLE XIII

## ADOPTION AND AMENDMENT OF BYLAWS

Except as otherwise required by law, these Bylaws may be adopted, amended, or repealed at any regular or special meeting of the Board by an affirmative vote of two-thirds ( $2 / 3$ ) of the Directors currently in office and entitled to vote provided, however, that notice is duly given that adoption, amendment. or repeal of the Bylaws will be on the agenda of the meeting.

## ARTICLE XIV

## MISCELLANEOUS PROVISIONS

ii. Construction and Definitions. These Bylaws shall be construed to conform to the laws of the State of Minnesota
iii.

Interpretation. 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 which renders their provisions valid and enforceable to the maximum extent (not exceeding their express terms), under applicable law.
iv. In the event that a conflict exists between a provision of Minnesota Statutes, Chapter 124E ("the Charter School Law") and a provision of Minnesota Statutes, Chapter 317A ("the Non-Profit Corporation Act"), the provision of the Charter School Law shall govern. Likewise, the Open Meeting Law takes precedence over any conflicting provision of the Non-Profit Corporation Act.

## Amendment to the Bylaws, Approved by the Board of Directors on 4/30/2018

The Board approved to amend the Bylaws for the first year of board elections, referring to the period of July 1, 2018 through June 30, 2019 to incorporate the following structure for staggered board terms:

5 Parent Members: two 3-year terms, two 2-year terms, and one 1-year term
2 Community Members: one 3-year term, one 1-year term
2 Teacher Members: one 3-year term, one 1-year term

## Amendment to the Bylaws, Approved by the Board of Directors on 12/17/2018

The board approved updates to the bylaws related to updated citation to current Minnesota law, in particular, Article XIII Conflict of interest.

## Amendment to the Bylaws, Approved by the Board of Directors on 1/31/2022.

The Board approved:
removal of founding board guidelines from Article III;
addition of Article III, Subd. 5, Elections of Board Directors;
revision to Article III, Subd. 8, Removal of Directors;
addition of Article IV, Subs. 4, Annual Meeting;
revision to Article IV, Subd. 8, Notices of Meetings;
revision to Article IV, Subd. 9, Agendas for Meetings;
revision to Article VI, Subd.4. Committee Membership;
revision to Article VIII, Subd.1, Officers;
revision to Article X, Insurance;
addition to Article XI, Conflict of Interest;
addition to Article XIV, Subd. 3, Miscellaneous Provisions.

## Amendment to the Bylaws, Approved by the Board of Directors on 5/23/2022.

The Board approved:
Revision to Article XI, Subd. 3, Conflicts of Interest and Consequences of Violations

## Amendment to the Bylaws, Approved by the Board of Directors on 8/21/2023.

The Board approved:
revision of Article III, Subd. 4, Powers; and Subd. 8, Removal of Directors;
revision to Article VIII, Subd.1, Officers; Duties of the Treasurer

Signed by Chair of the Board of Directors at Agamim Classical Academy on August 22, 2023:


