

**BYLAWS
OF
UPPER MISSISSIPPI ACADEMY**

**ARTICLE I. BOARD OF
DIRECTORS**

Section 1.01 Powers. The Directors of this corporation shall constitute its governing Board and shall have such powers and authority as shall be conferred upon them by the Articles of Incorporation, the Bylaws and the statutes of the State of Minnesota under which this corporation is organized.

Section 1.02 Number and Terms. The number of directors of this corporation shall not be less than five (5) nor more than eleven (11) and shall be set from time to time solely by resolution of the Board of Directors acting by not less than a majority of the directors then in office. The membership of the Board shall include at least one licensed teacher employed by the school, one parent of a student enrolled at the school and not employed by the school, and one interested community member who does not have a student enrolled at the school and is not an employee of the school. The composition of the board will be such that no one of these foregoing categories represents a majority of the total number of directors. A teacher employed at the school who is also a parent of a child enrolled at the school is eligible for a teacher Director position and is ineligible for a parent Director position. Directors' term shall be for three years or until the earlier death, resignation, removal or disqualification. A school employee who is a Director and who resigns his or her employment at the school or whose employment is terminated at the school is ineligible to be a Director and is removed from the Board as of the date of employment resignation or termination. A community member Director who, during his or her Board term, becomes employed at the school or becomes a parent of a child enrolled at the school is removed from the Board as of the date of such employment or enrollment.

The terms shall be staggered such that only one third of the terms expire at the end of each year. Election of directors shall be held annually for each of the open positions on the board and those elected shall hold office until his or her successor is elected and has qualified, or until his or her earlier death, resignation, removal or disqualification. Directors need not be residents of the State of Minnesota. Nothing herein contained shall be construed to prevent the election of any director to succeed himself or herself. The Executive Director shall sit on the Board as ex-officio, nonvoting members and are not subject to the election process.

Section 1.03 Resignation. A director may resign at any time by giving written notice to this corporation. The resignation shall be effective without acceptance when the notice is given to this corporation, unless a later effective time is specified in the notice.

Section 1.04 Removal. A director may be removed at any time, with or without cause, by the affirmative vote of a majority of the number of directors present and voting at a special meeting called for that purpose.

Section 1.05 Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum. Vacancies on the Board of Directors resulting from newly created directorships may be filled by the affirmative vote of a majority of the directors serving at the time of the increase. A director elected to fill a vacancy shall hold office until a qualified successor is elected at the next annual election of the Board of Directors, or until his or her earlier death, resignation, removal or disqualification. Directors elected to replace a vacancy will serve the remaining portion of the replaced Director's three (3) year term.

Section 1.06 Annual Meeting. The annual meeting of the Board of Directors shall be held for the purpose of electing officers of this corporation and for transacting such other business as may come properly before the meeting. The annual meeting shall be held at such time and place, either within or without the State of Minnesota, as may be designated from time to time by the Board of Directors.

Section 1.07 Regular Meetings. Regular meetings of the Board of Directors shall be held from time to time at such time and place, either within or without the State of Minnesota, as may be designated from time to time by the Board of Directors. All Board of Director meetings and committee meetings of the Board of Directors, and notice of all such meetings, shall comply with Minnesota's Open Meeting Law.

Section 1.08 Special Meetings. Special meetings of the Board of Directors may be held at any time or place whenever called by the Chair of the Board or any two (2) directors. Anyone entitled to call a special meeting of the directors may make written request to the Chair to call the meeting, and notice shall then be given, setting forth the time, place and purpose thereof, to be held no later than thirty (30) days after receiving the request. If notice of the meeting is not given within ten (10) days from the date on which the request is received by the Chair, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

Section 1.09 Notice. Notice of any meeting of the Board of Directors stating the time, place and purpose thereof shall be given by the Secretary at least ten (10) days before the meeting. Notice may be communicated by United States mail, school website, electronic mail, telephone, telegram, telecopy or by personal service; provided, however, that notice of a given meeting must be communicated to each director by the same means of communication. Any director may waive notice of a meeting before, at or after the meeting, in writing or by attendance. Any director who waives notice of a meeting and attends such meeting shall be counted for purposes of determining whether a quorum is present. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting, and the director does not participate in the consideration of the item at that meeting.

Section 1.10 Quorum. A majority of the directors currently holding office present at a meeting shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present and any business which might have been transacted at the adjourned meeting may be transacted at that meeting. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally present leaves less than the number otherwise required for a quorum.

Section 1.11 Adjourned Meetings. When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken. Notwithstanding the foregoing, all meetings must comply with Minnesota's Open Meeting Law.

Section 1.12 Voting. Only directors present in person at the meeting may vote. Participation in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting constitutes presence in person at the meeting. There shall be no cumulative voting nor any voting by mail. Each director shall be entitled to only one vote on any matter brought before any meeting of the Board of Directors. A majority vote of the directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by law, the Articles of Incorporation or these Bylaws. A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. A director who is present at a meeting of the Board of Directors when an action is taken is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action.

Section 1.13 Election of Board Members. The Board of Directors shall hold an annual election to fill vacant and expiring board positions. At least thirty (30) days prior to the Corporation's annual election, the Board of Directors, or its committee, will solicit nominations from teachers, parents/legal guardians, and community members, for all of the Director positions that will be filled at the next annual election. Each nominee shall identify the category of board membership - licensed teacher, parent/legal guardian, community member - for which they are seeking election. The Board of Directors will compile a list of said nominees and notify eligible voters of the nominees, the category of board membership for each nominee, and the date of the annual election, at least fifteen (15) days prior to the annual election. The Board of Directors shall prepare ballots for use by voters which shall segregate nominees by category of board membership.

Election shall be held annually on a day when school is open. Each parent and legal guardian of a child enrolled at the school and each employee of the school, and each member of the board of Directors shall have the right to cast one (1) ballot for its board candidates. A parent/legal guardian of a child enrolled at the school who is also employed at the school shall have the right to cast one (1) ballot for its board candidates.

Elections shall be decided by a majority of the eligible ballots cast. Ties shall be decided via simple coin flip or alternate means agreed to by affected candidates.

ARTICLE II. COMMITTEES

Section 2.01 General. A resolution approved by the affirmative vote of a majority of the directors currently holding office may establish committees having the authority of the Board of Directors in the management of the business of this corporation to the extent provided in the resolution. Committees shall be subject at all times to the direction and control of the Board of Directors.

Section 2.02 Membership. A committee shall consist of one or more natural persons, who need not be directors, appointed by affirmative vote of a majority of the directors present.

Section 2.03 Procedure. The provisions of Section 1.03, 1.04, 1.05 1.06, 1.07, 1.08, 1.09, 1.10, 1.11, 1.12 and 1.13 of these Bylaws shall apply to committees and members of committees to the same extent as those sections apply to the Board of Directors and directors.

Section 2.04 Minutes. Minutes, if any, of committee meetings shall be made available upon request to members of the committee and to any director.

ARTICLE III. OFFICERS

Section 3.01 General. The officers of this corporation shall be a Chair of the Board, Treasurer, Vice Chair, Secretary, and such other officers s as the Board of Directors may from time to time designate. Officers shall be elected by the Board of Directors to serve for terms of one year and until their respective successors are chosen and have qualified. Any officer may at any time be removed by the Board of Directors with or without cause. The same person may hold more than one office at the same time. The officers need not be directors of this corporation.

Section 3.02 Chair of the Board. The Chair shall be the chief executive and operating officer in charge of all normal daily operations of this corporation and shall preside at all meetings of the Board of Directors. He or she shall be responsible for the general supervision, direction and management of the affairs of this corporation. He or she may execute on behalf of this corporation all contracts, deeds, conveyances and other instruments in writing which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of this corporation. He or she shall concern himself or herself with matters of long range policy, direction, and growth, and shall perform such other duties as the Board of Directors may designate from time to time. If this corporation does not have a Secretary, or if the office is vacant, the Chair shall perform the duties of the Secretary as set forth in Section 3.04 of these Bylaws.

Section 3.03 Treasurer. The Treasurer shall keep or cause to be kept full and accurate records showing all receipts and disbursements of this corporation and shall deposit or cause to be deposited all monies and their valuable effects of this corporation in its name and to its credit in such depository or depositories as may be designated by the Board of Directors from time to time. The disbursement of all funds of this corporation shall be submitted to and approved by the Chair or by the Treasurer and proper vouchers or receipts for all such disbursements or payments shall be taken from the recipient thereof. A full written report of all receipts and disbursements of money and property of this corporation shall be rendered to the directors at their annual meetings and at such other intervals as may be requested by them, showing the financial condition of this corporation in such detail and with such supporting schedules and explanatory statements as the Board of Directors may require or request; such annual or interim reports are to be made by the Treasurer, or on the Treasurer's behalf by the accountant or auditor selected each year by the Board of Directors as hereafter specified. The Treasurer shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

Section 3.04 Vice Chair. In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. The Vice Chair shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 3.05 Secretary. The Secretary shall keep accurate minutes of all meetings of the Board of Directors and shall be custodian of the records, documents and papers of this corporation. He or she shall provide for the keeping of proper records of all transactions of this corporation. He or she shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws. He or she also shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

Section 3.06 Vacancies. If any office shall become vacant by reason of death, resignation or otherwise, the Board of Directors shall elect a successor or successors to serve for the unexpired term or terms of the office or offices in which such vacancy occurs. In the event of the absence or disability of any officer of this corporation, the Board of Directors may designate such other officer or officers who shall exercise such powers and perform such duties for the time such other officer is absent or disabled.

Section 3.07 Compensation. The directors, as such, shall not receive compensation. The compensation of all officers and other agents or representatives performing services for this corporation requiring compensation shall be fixed by the Board of Directors by the concurring vote of not less than a majority of the directors in attendance at the meeting; but nothing herein contained shall be construed to preclude any director or other officer from serving this corporation in any other capacity and receiving compensation for the fair and reasonable value of the services rendered.

ARTICLE IV. MISCELLANEOUS

Section 4.01 Amendments. The Board of Directors may amend these Bylaws by adopting a resolution setting forth the amendment.

Section 4.02 Authority to borrow, encumber assets. No director, officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

Section 4.03 Deposit of funds. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.

Section 4.04 Applicable Law. This corporation has been formed under and pursuant to the provisions of Chapter 317A of the Minnesota Statutes. All references in these Bylaws to Chapter 317A shall mean and include such chapter as currently enacted or hereafter amended.

ACKNOWLEDGMENT

The undersigned officer of this corporation, does hereby certify that the foregoing Bylaws were adopted as the complete Bylaws of this corporation by its Board of Directors by Written Action of all of the directors May 15, 2018.

Christopher Mortenson
President, Board of Directors
May 15, 2018