

AMENDED AND RESTATED BY-LAWS
OF
DULUTH PUBLIC SCHOOLS ACADEMY
(DPSA)

Article I
Offices, Corporate Seal

Section 1.01.

Registered Office The city, town, or other community in which the registered office of this corporation is located in Minnesota shall be as set forth in the Articles of Incorporation of this corporation, or in the most recent amendment or restatement of such Articles of Incorporation, or in a certificate of change of registered office filed with the Minnesota Secretary of State reflecting the adoption of a resolution by the Board of Directors of this corporation changing the registered office.

Section 1.02.

Corporate Seal This Corporation shall have no corporate seal.

Section 1.03.

Corporate Name The name of this Corporation is Duluth Public Schools Academy (DPSA).

Article II
Members: Meetings, Property Rights

Section 2.01.

Members Members of this Corporation shall include all of the staff members who are employed at the school, licensed teachers providing instruction at the school and under Contract with this corporation, and all parents and legal guardians of children enrolled in the school.

Section 2.02.

Dues Members of the Corporation shall not pay any dues.

Section 2.03.

Property Rights No member shall have any right, title, or interest in or to any property of this corporation.

Section 2.04.

Members Meeting Special and annual meetings of the members shall be held as follows:

- Special meetings may be called by the Board of Directors or the Executive Committee at their discretion. Notice for any special meeting is to be given in the same manner as for the annual meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the corporation.
- The Annual Meeting of the members of the corporation shall be held at the November meeting of the Board of Directors for only the purpose of receiving the annual reports of the officers and committee chairpersons.
- The Annual Election Meeting of the members of the corporation shall be held at the March Board Meeting. The process of voting for the open positions is through an online ballot that is

provided to the members along with the meeting notice at least thirty (30) days before the appointed meeting time. Paper Ballots can be requested.

- The board President and their designee will receive the ballots and tabulate the results. The Board President or their designee will reveal the results of the voting at the Election Annual meeting in March. In the result of a tie, a vote by the current Board members will be held to break the tie. The newly elected members of the Board of Directors will take office in July of the same year.

Section 2.05.

Voting Every member shall have voting rights only with respect to election of directors and shall be entitled to one (1) vote in the election of the Board of Directors. Members shall have no voting rights with respect to any other matters. Action at any meeting shall be by a majority vote of those present unless otherwise provided by law or specified in the By-Laws or Articles of Incorporation.

Article III Board of Directors

Section 3.01.

General Powers The property, affairs, and business of this corporation shall be managed by the Board of Directors of this corporation. The Board of Directors may exercise any and all of the powers granted it by the Minnesota Nonprofit Corporation, Minnesota Statutes Section 317A.

Section 3.02

Number, Qualification, and Term of Office The number of directors shall be no greater than nine or fewer than five (5) non related members. Notwithstanding the foregoing, a director who served as Board Chair in the last year of his or her term may be appointed by majority vote of the Board and agree to serve a one-year supplemental term, and such appointment may be made even if the number of other directors is the maximum nine (9).

Each director shall be a natural person of full age and shall hold office for three (3) years and until his or her successor shall have been elected and shall qualify, or until his or her death, resignation, or removal as hereinafter provided. Directors may fulfill three (3) consecutive terms. If there are no candidates running, a director may run for a fourth (4th) term. Provided also, the directors' term shall be staggered so that no less than 3 of the directors shall be elected each year. At all times, no less than one (1) and no more than (3) members of the Board of Directors shall be licensed teachers employed at the school, teachers providing instruction at the school under Contract, provide at least 720 hours of service under the contract and NOT serve in an administrative or supervisory capacity for more than 240 hours in a calendar year with the corporation. The Board of Directors must also include at least one parent or legal guardian of a student enrolled in the charter school who is not an employee of the charter 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 in the school. Board members may not be related parties. There is no majority on the DPSA Board.

The DPSA Board may change its governance structure only by a majority vote of the board, majority vote of licensed teachers employed by the school who provide instruction to students and the authorizers approval.

Section 3.03.

Organization At each meeting of the Board of Directors, the President of this corporation or, in their absence, the Vice-President, shall preside and in the absence of both the President and the Vice-President, a chairperson chosen by a majority of the directors present, shall preside. The Secretary of this corporation or, in their absence, any person whom the chairperson shall appoint, shall act as secretary of the meeting.

Section 3.04.

Resignation Any director of this corporation may resign at any time by giving written notice to the President or to the Secretary of this corporation. The resignation of any director shall take effect at the time, if any specified therein or, if no time is specified therein, upon receipt thereof by the officer of this corporation to whom such written notice is given; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.05.

Vacancies Any vacancy in the Board of Directors caused by death, resignation, removal, an increase in the number of directors, or any other cause, shall be filled by a vote of the remaining directors (though less than a quorum), and each director so chosen shall hold office until the next annual election and until their successor shall be duly elected and qualified.

Section 3.06.

Place of Meeting The Board of Directors may hold its meetings at such place or places, within the State of Minnesota, as it may from time to time determine.

Section 3.07.

Annual Meeting The annual meeting of the Board of Directors coincides each year with the annual meeting of the members. At this meeting, the Board receives the annual reports of the officers and committee chairpersons.

Annual Election Meeting: The Annual Election meeting of the Board of Directors certifies the results of the election of new members.

Section 3.08.

Special Meetings/Notice Special meetings of the Board of Directors shall be held whenever called by the president or by one-third (1/3) of the other directors. Notice of each such special meeting shall be mailed, addressed to them at their residence or usual place of business, or emailed to each director, at least three (3) days before the day on which the meeting is to be held., Alternatively, notice may be made by delivering a notice to each director personally or by telephone at least three (3) days before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting, but need not state the purpose thereof except as otherwise herein expressly provided.

Section 3.09.

Notices Excused Notice of any meeting of the Board of Directors need not be given to any director who shall be present at such meeting; and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given to the directors if all of the directors of this

corporation then in office shall be present thereat or waive such notice in writing before, at, or after such meeting.

Section 3.10.

Quorum and Manner of Acting Except as otherwise provided by statute or these By-Laws, a majority of the total number of directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken, provided the announcement details the time and place of the continued meeting and the details are recorded in the minutes of the adjourned meeting.

Section 3.11.

Removal of Directors Any director may be removed, either with or without cause, at any time, by a vote of a majority of the total number of directors, at a special meeting of the Board of Directors called for the purpose, and the vacancy in the Board of Directors caused by any such removal shall be filled in the manner specified in Section 3.05 hereof.

Section 3.12.

Proxies Proxies shall not be allowed or used.

Section 3.13.

Conflicts of Interest An individual shall not serve as a member of the Board of Directors if the individual, an immediate family member, or the individual's partner is a full or part owner or principal with an entity or independent contractor with whom the charter school contracts, directly or indirectly, for professional services, goods, or facilities, including, without limitations, Tischer Creek Duluth Building Company. An individual shall not serve as a member of the Board of Directors if the member has an immediate family member who is employed by the charter school, nor shall an individual who is an employee, agent, or board member of the authorizer of the charter school serve on the Board of Directors for the charter school chartered by that authorizer. No member of the Board of Directors, employee, officer, or agent of the charter school shall participate in the selection, award, or administration of a contract if there is a conflict of interest due to a financial or other interest in the entity with which the charter school is contracting. A person cannot serve on more than one charter school board at the same time in an elected capacity. Chief Financial Officers (CFO's) cannot serve as an ex-officio non voting board members-only Chief administrators can do so, A charter school administrator can only serve on more than one charter school board at the same time in an ex-officio capacity with a $\frac{2}{3}$ vote of approval of both boards and notice sent to the authorizer upon approval.

Section 3.14.

Open Meetings Board of Directors meetings shall comply with all applicable provisions of the Minnesota Statutes Chapter 13D open meeting requirements. The meetings must be open to the public unless they involve quasi-judicial disciplinary proceedings. A schedule of the regular meetings of the Board of Directors must be kept on file at its primary offices. Written notice of special meetings shall be posted on the principal bulletin board of the charter school or, if no such bulletin board exists, on the door of the Board of Directors' usual meeting room and the school's website. Additionally, the notice must also be provided to each person who has filed a written request for notice of special meetings at least three (3) days before the date of the meeting. If an emergency meeting is required, the Board of Directors shall make good faith efforts to provide notice of the meeting pursuant to Section 13D.04, subdivision 3. Notice of a Board meeting shall be considered as being provided by placing notice on the school's website.

Article IV
Officers

Section 4.01.

Number The officers of this corporation shall be a President/CEO, Vice President, Immediate Past President, Treasurer and Secretary. Any two (2) or more officers, except those of President and Vice President, may be held by the same person. The office of Secretary shall always be a Teacher Representative. Directors shall not serve in an officer position for more than 9 years.

Section 4.02.

Election, Term of Office, and Qualifications Each year after the Board Election, an Officer Nominations Task Force shall be appointed by the Board Chair to vet Board members for officer roles. This Task Force would include a member of the DPSA Board of Directors (someone who is not wanting to be considered for an officer role), a representative of Tischer Creek Duluth Building Company, the Immediate DPSA Past President, and a member of the School's Administrative Team (either the Head of School or their designee). This task force would prepare a proposed slate of officers for the coming year for the March Board meeting. It would be brought to the full Board for a vote by the Director member of the Task Force. This slate will be published to the full Board at least three days prior to the March Board meeting.

At the March Board meeting, the Officer Task Force's recommended slate of officers will be voted on one at a time. At the time of the vote, the Board Chair would ask if there are other nominations from the Board, If so, and a second is forthcoming, the additional name(s) would be added for a vote.

All officers shall be elected annually in March by the Board of Directors, and, except in the case of officers appointed in accordance with the provisions of Section 4.10 hereof, each shall hold office until the next annual election of officers and until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign, or until he or she shall have been removed in the manner hereinafter provided. The officers of this corporation shall be elected from among the directors of this corporation.

Section 4.03.

Resignations Any officer may resign at any time by giving written notice of his or her resignation to the Board of Directors, to the president, or to the Secretary of this corporation. Any such resignation shall take effect at the time, if any specified therein or, if no time is specified therein, upon receipt thereof by the Board of Directors, President, or Secretary of this corporation; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.04.

Removal Any officer may be removed, either with or without cause, by a vote of a majority of the total number of directors, at any annual or special meeting called for the purpose, and such purpose shall be stated in the notice or waiver of notice of such meeting unless all the directors of this corporation shall be present thereat.

Section 4.05.

Vacancies A vacancy in any office because of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these By-Laws for election or appointment to such office.

Section 4.06.

President/CEO The President shall be the chief executive officer of this corporation and shall have general active management of the business of this corporation; shall, when present, preside at all meetings of the members and at all meetings of the Executive Committee, if any; shall see that all orders and resolutions of the Board of Directors are carried into effect; may execute and deliver in the name of the corporation (except in cases in which such execution and delivery shall be expressly delegated by the directors or by these By-Laws to some other officer or agent of this corporation or shall be required by law to be otherwise executed and delivered) any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this corporation, including, without limitation, any instruments necessary or appropriate to enable this corporation to donate income or principal of the corporation to or for the account of such corporations, associations, trusts, foundations, and institutions as are referred to or described in the Articles of Incorporation of this corporation and as this corporation was organized to support; shall perform other duties as may from time to time be prescribed by the Board of Directors; and, in general, shall perform all duties usually incident to the office of the President. The President/CEO cannot be a teacher representative.

Section 4.07.

Vice-President The Vice-President shall be elected by the Board of Directors; and shall have such powers and perform such duties as may be prescribed by the Board of Directors or by the President. In the event of absence or disability of the President, the Vice-President shall succeed to their powers and duties in the order designated by the Board of Directors.

Section 4.08.

Immediate Past President: The Immediate Past President is a voting member of the Board. They shall provide counsel, direction and continuity to the President and Board, serve as chair of the Officer Nominations Task Force, work with Board Development to identify, cultivate, and recruit future leaders for the Board shall have other such powers and perform such duties as may be prescribed by the Board of Directors or by the President.

Section 4.09.

Secretary The Secretary shall be Secretary of, and when present, shall record proceedings of all meetings of the Board of Directors and of all meetings of the Executive Committee, if any; shall keep a register of the names and addresses of all members of this corporation; shall at all times keep on file a complete copy of the Articles of Incorporation and all amendments and restatements thereof and a complete copy of these By-Laws and all amendments and restatements thereof; shall, when directed to do so, give proper notice of meetings of the Board of Directors and meetings of the Executive Committee, if any; shall perform other duties as may from time to time be prescribed by the Board of Directors or by the President; and, in general, shall perform all duties usually incident to the office of the Secretary. The Secretary shall be a Teacher Representative.

Section 4.10.

Treasurer The Treasurer shall keep accurate accounts of all moneys of this corporation received or disbursed; shall oversee all moneys, drafts, and checks in the name of, and to the credit of, this corporation in such banks and depositories as a majority of the Board of Directors shall from time to time designate; shall have power to endorse for deposit all notes, checks, and drafts received by this corporation; shall oversee the funds of this corporation as ordered by the Board of Directors, making proper vouchers therefore; shall render to the President and the directors, whenever required, an account of all his or her transactions as Treasurer and of the financial condition of this corporation; shall perform other duties as may from time to time be prescribed by the Board of Directors or by the President; and, in general, shall perform all duties usually incident to the office of the Treasurer.

Section 4.11

Other Officers, Agents, and Employees This corporation may have other officers, agents, and employees as may be deemed necessary by the Board of Directors. Other officers, agents, and employees shall be appointed in such manner, have such duties, and hold their offices for such terms as may be determined by resolution of the Board of Directors.

Section 4.12.

Bond The Board of Directors of this corporation may from time to time determine which, if any, officers of this corporation shall be the subjects of fidelity bonds and the amount of each such bond.

Article V
Executive Committee

Section 5.01.

Number, Qualifications, Term of Office The Executive Committee is made up of the five (5) officers of this corporation. They include the President, Vice-President, Immediate Past President, Treasurer, and Secretary. When a member of the Executive Committee ceases to be an officer of this corporation, such person automatically shall cease to be a member of the Executive Committee of this corporation.

Section 5.02.

Meetings If an Executive Committee is established, it shall hold such regular or other periodic meetings, at such times and places, and upon such notice, if any, as may from time to time be fixed by resolution adopted by a majority of the members of the Executive Committee. In addition, special meetings of the Executive Committee shall be held whenever called by the President or by any one (1) other member of the Executive Committee, upon the same notice as provided for special meetings of the Board of Directors, unless excused in accordance with Section 3.09 hereof.

Section 5.03.

Quorum and Manner of Acting At least 50% of the members of the Executive Committee shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the members of the Executive Committee present at any meeting at which a quorum is present shall be the act of the Executive Committee. In the absence of a quorum, a majority of the members of the Executive Committee present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Article VI
Financial Matters

Section 6.01.

Books and Records The Board of Directors of this corporation shall cause to be kept:

- (1) records of all proceedings of the members, Board of Directors and the Executive Committee, if any; and
- (2) other records and books of account as shall be necessary and appropriate to the conduct of the corporate business

Section 6.02.

Documents Kept at Registered Office The Board of Directors shall cause to be kept at the registered office and/or website of this corporation for at least 365 days from the date of publication originals or copies of:

- (1) Monthly and annual meeting agendas
- (2) Meeting minutes of all proceedings of the Board of Directors and all Committee meetings, if any;
- (3) all financial statements of this corporation; and
- (4) Articles of Incorporation and By-Laws of this corporation and all amendments and restatements thereof.

Section 6.03.

Accounting System and Audit The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting system for this corporation. If required by statutes or regulations, the Board of Directors shall cause the records and books of account of this corporation to be audited, at least once in each fiscal year and at other times as it may deem necessary or appropriate and may retain such person or firm for such purposes as it may deem appropriate

Section 6.04.

Compensation The Board of Directors of this corporation may at any time and from time to time, by resolution adopted by two-thirds (2/3) of the total number of directors, provide for the payment of compensation to, and for the payment or reimbursement of expenses incurred by any director, officer, agent, or employee of this corporation for personal services rendered to or expenses incurred for this corporation but only if and to the extent that the performance of such service or the incurrence of such expenses is directly in furtherance of the charitable purposes of this corporation and the compensation or the amount of expenses paid or reimbursed, as the case may be, is reasonable and not excessive.

Section 6.05.

Fiscal Year The fiscal year of the corporation shall be determined by the State of Minnesota.

Section 6.06.

Checks, Drafts, and Other Matters All checks, drafts, or other orders for the payment of money and all notes, bonds, or other evidences of indebtedness issued in the name of this corporation shall be signed by such officer or officers, agent or agents, employee or employees of this corporation and in such manner as may from time to time be determined by resolution of the Board of Directors.

Article VII
Amendments of By-Laws

The Board of Directors may, in accordance with this Article, amend these By-Laws and Articles of Incorporation, as from time to time amended or restated, to include or omit any provision which could lawfully be included or omitted at the time such amendment or restatement is adopted. Any number of amendments, or an entire revision or restatement of the Articles of Incorporation or By-Laws, either

- 1) may be submitted and voted upon at a single meeting of the Board of Directors and be adopted at such meeting, a quorum being present, upon receiving the affirmative vote of not less than two-thirds (2/3) of the total number of directors of this corporation, or
- 2) may be adopted, in accordance with Article VII hereof, by a writing signed by all of the directors of this corporation.

However, these Articles of Incorporation shall not be amended except by the process provided in the Contract to establish the Charter School executed by the corporation and Authorizer. Amendments to these Articles of Incorporation take effect only after:

- 1) they have been approved by a majority of the corporation's directors then in office, and
- 2) they are filed with the Minnesota Secretary of State.

Article VIII
Nominations

Section 8.01.

Committee of Nominations It is the responsibility of the Board Development Committee in conjunction with the Board President to develop the slate of candidates for directors to be elected at the next annual election. The Board Development Committee will actively seek candidates for nomination from the school's teachers and community members starting in September. Candidates must be qualified against the requirements and/or limitations set forth in these articles of incorporation and Board Policy Manual.

Article IX
Order of Business

The proceedings of meetings of the members and Board of Directors of the corporation shall be governed by and conducted in accordance with Robert's Rules of Order.

Article X
Other Committees

Section 10.01.

Other Committees At the first meeting of the Board of Directors after their election, or as soon thereafter as practicable, the President shall, subject to its approval, appoint the other committees as the Board of Directors deems advisable, which committees shall then be standing committees.

The members of such committees shall hold office until the appointment of other successors.

Section 10.02.

Special Committees The President may, at any time, appoint other committees on any subject for which there are no standing committees.

Section 10.03.

Committee Quorum A majority of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any committee shall by a majority vote of its entire membership decide otherwise.

Section 10.04.

Committee Vacancies The Board President shall have the power to fill vacancies in their membership.

Article XI


Indemnification of Directors and Officers

Any person made a part to any action, suit, or proceeding by reason of the fact that he, his testator or intestate is or was a Director or officer of the DPSA, shall be indemnified by the DPSA against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him/her in connection with the defense of such action, suit, or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such officer or Director is liable for willful and wanton negligence or chargeable with misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which he may be entitled under any law, agreement, or otherwise. Any amount payable by way of indemnity shall be determined and paid according to law or upon advice by counsel that expenses actually and necessarily incurred were reasonable expenses and that such officer or Director was not willfully and wantonly negligent or chargeable with misconduct in the performance of his/her duties. Indemnification shall also be paid according to the provisions of this section and according to law when an action, suit or proceeding is settled or compromised at any time before final judgment.

CERTIFICATE OF ADOPTION OF AMENDED AND RESTATED BY-LAWS

I, the undersigned, being the Secretary of the Board of Directors of Duluth Public Schools Academy, a Minnesota corporation, do hereby certify that the foregoing Amended and Restated By-Laws, consisting of Articles I through XI, inclusive, were duly adopted and declared to be the Amended and Restated By-Laws governing the business and affairs as of the **12th Day of October 2024**.

Revised 6/10, 12/13, 11/18/14, 12/15/15, 8/16/16, 11/15/16, 4/27/21, 10/12/24

 (Erica Hanson)

10/12/2024

Erica Hanson, DPSA Board Secretary

Date