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ByLaws



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OFFICIAL BYLAWS of WOODBURY LEADERSHIP ACADEMY

I. PURPOSE

The objects and purposes of the Woodbury Leadership Academy (“WLA” or “School”) are as stated in its Articles of Incorporation. Further, The Board’s purpose is to promote effective education for students with attention in the areas of curriculum, staffing, policy formulation, community involvement, home-to-school communication, budget, and other appropriate matters affecting the wellbeing of the school. The Board’s decisions govern the school and the actions of its employees.

II. DEFINITIONS

A. Article of Incorporation

Also referred to as the certificate of incorporation or the corporate charter, act as a charter to establish the existence of a corporation in the United States, and are filed with the Secretary of State

B. Principal Office

Refers to the school’s address

III. MINNESOTA LAW COMPLIANCE

The governance of WLA will at all times be in accord with the provisions of the Minnesota Charter School Law, all other statutory requirements and in compliance with the Minnesota Open Meeting Law, and Minnesota Government Data Practices Act. The aforementioned statutes and any others that apply to Minnesota Charter Schools shall be available at every Board meeting either in hard copy or electronically. In the event that there are conflicts between the provisions of the Minnesota Charter School Law and the Non-Profit Corporation Act the provisions of the Minnesota Charter School Law shall govern.

IV. OFFICES

The principal office of WLA in the State of Minnesota shall be as set forth in the Articles of Incorporation or in the most recent amendment of the Articles of Incorporation or the statement of the Board of Directors filed with the Minnesota Secretary of State changing the registered office in the manner prescribed by law. WLA may have such other offices within the State of Minnesota as the Board of Directors may determine or as the affairs of WLA may require from time to time.

WLA shall have and continuously maintain a registered office in the State of Minnesota. The registered office may be, but need not be, identical with the principal office in the State of Minnesota.

V. BOARD OF DIRECTORS

Section 1. General Duties

The affairs of WLA shall be managed by its Board of Directors (“Board”), except as limited by the Articles of Incorporation, these Bylaws, Minnesota Charter School Law or other applicable law. The Board shall have the power and authority to do all acts and perform all functions WLA may do or perform.

- A. The Board shall decide and be responsible for policy matters related to the operation of the School, including budgeting, curriculum programming, personnel, and operating procedures. The Board shall adopt a policy on nepotism in employment. The Board shall adopt personnel evaluation policies and practices that, at a minimum:
1. carry out the school's mission and goals;
 2. evaluate the execution of charter contract goals and commitments;
 3. establish a teacher evaluation process; and
 4. provide professional development related to the individual's job responsibilities.

Section 2. Number, Tenure and Qualifications

The Board shall be composed of at least five non-related members and include:

1. at least one licensed teacher employed as a teacher by WLA or providing instruction under contract between WLA and a cooperative;
 2. at least one parent or legal guardian of a student enrolled in WLA who is not an employee of WLA; and
 3. at least one interested community member who resides in Minnesota and is not employed by WLA and does not have a child enrolled in WLA.
- A. A school teacher who is a Board member and who resigns their position at WLA or whose employment is terminated by WLA is ineligible to be a Board member and is removed from the Board as of the date of employment resignation or termination. A teacher employed by WLA who is also a parent of a child enrolled at the school is eligible for a teacher Board member position and is ineligible for a parent Board member position.
- B. A community Board member who, during their Board term, becomes employed by WLA or becomes a parent of a child enrolled at WLA is ineligible to be a community Board member and is removed from the Board as of the date of such employment or enrollment.
- C. A parent Board member who has unenrolled all of their children from WLA during such Board member's term is ineligible to be a parent Board member and is removed from the Board as of the date of such withdrawal.

The chief financial officer and the executive director of WLA may only serve as ex-officio nonvoting members of the Board. No employees of WLA are allowed to serve on the Board other than teachers under Section 2 (A). Contractors providing facilities, goods, or services to WLA shall not serve on the Board of Directors of WLA. No Board member may vote on any matter that could result in personal financial gain or loss. The Board additionally incorporates the content of statute pertaining to conflict of interest set forth in Minnesota Charter School Law.

WLA will have a governing board that is composed of three (3) community members, three (3) parents, and three (3) teachers, all of whom meet the qualifications in Section 2, items (A), (B) and (C).

Terms of Board members shall be three (3) years, running from July thru June, or until a successor has been elected or appointed, or until a Board member dies, resigns, is removed or the term otherwise expires as provided by the WLA By Laws. Each seat expiring seat will be up for election. New members to the Board shall take their office upon being seated at the first meeting in July, whereupon the member(s) whose term is expiring shall step down.

Section 3. Resignation and Removal

Board members may resign at any time, effective immediately or at a specified later date, by giving written notice to the Board Chair or the Board Secretary. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make the resignation effective. Resignation received verbally during a regular or special Board meeting shall constitute a binding resignation. A Board member may be removed at any time, with cause, by a majority vote.

Section 4. Filling Vacancies

Vacancies on the Board caused by death, disqualification, resignation, disability, removal or such other cause shall be filled by appointment of a new Board member by the affirmative vote of a majority of the remaining Board members, even if less than a quorum. An appointed Board member filling a vacancy shall hold that seat until the original term of the vacant Board member's expiration date. Upon taking the oath of membership, members will receive a copy of the Board of Directors performance expectations, job description, code of ethics and an agreement letter.

Section 5. Training

Every charter school board member shall attend annual training throughout the member's term on the board. All new board members shall attend initial training on the board's role and responsibilities, employment policies and practices, and financial management. A new board member who does not begin the required initial 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. The school shall include in its annual report the training attended by each board member during the previous year.

Section 6. Regular Meetings

Regular meetings of the Board shall be held in compliance with Minnesota Open Meeting Law.

Section 7. Special and Emergency Meetings

The Board Chair or upon the written request of three (3) members of the Board, may call special meetings of the Board at any time, for any purpose with a three (3) day notice. Emergency meetings do not require the three (3) day notice. Notice of every special and emergency meeting of the Board shall be held in compliance with Minnesota Open Meeting Law.

Section 8. Quorum

A Board meeting at which at least a majority of the members of the Board present shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 9. Voting

Each member of the Board shall have the power to exercise one (1) vote unless a member has declared a conflict of interest. The affirmative vote of a majority of a quorum of Board members shall constitute a duly authorized action of the Board.

Section 10. Compensation

The Board members of WLA may be reimbursed for reasonable out-of-pocket expenses incurred by them in the execution of the Board member's role as the Board from time to time determines such reimbursements to be directly in furtherance of the purposes and in the best interest of WLA.

Section 11. Presence at Meetings

Board members shall be personally present at any meeting or use alternatives that are permitted by Minnesota Open Meeting Law.

Section 12. Committees of the Board

The Board may, by resolution passed by a majority of the Board, designate, define the authority of, set the number and determine the identity of, members of one or more committees. Committee members may include non-members of the Board. The Board may, by similar vote, designate one or more alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee.

A. Authority of Committees:

Committees shall have authority to consider assigned topics and to make recommendations to the Board. No actions of a committee shall be binding on WLA absent Board ratification of any such recommendations.

B. Procedures for Conducting Meetings:

All committees of WLA shall be conducted in the best interest of WLA. Each committee shall have a charge that identifies purpose, membership, deliverable, accountability and duration, which shall be consistent with the Articles of Incorporation, WLA Bylaws, WLA policies and adhering to the Minnesota Open Meeting Law. Board members may participate in any such meeting but may not vote unless such Board member is a member of the committee.

C. Limitation on authority of committees:

Each committee shall be under the direction and control of the Board and shall keep regular minutes of their proceedings, and all actions of each committee shall be reported to the Board and shall be subject to revision and alteration by the Board. Each committee shall meet as provided by committee charge or by resolution of the Board. Notice of all meetings of any committee shall be given to all members of that committee as determined by the committee, or pursuant to Minnesota Open Meeting Law.

VI. OFFICERS

Section 1. Election

The officers of WLA shall be elected for one (1) year terms by an affirmative vote of a majority of the WLA Board, and shall consist of a Board Chair, Treasurer, Secretary, and such other officers as the Board shall determine from time to time.

Section 2. Vacancies

A vacancy in any officer (e.g. Board Chair, Treasurer and Secretary) of the Board 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.

Section 3. Board Chair

The Board Chair shall:

- A. act as the chairperson of the Board and exercise the functions of the office of Board Chair;
- B. preside at all meetings of the Board; in case Board Chair is absent, the Secretary will conduct the meeting;
- C. perform such duties that are necessary or incident to the supervision and management of the business and affairs of WLA; which includes working with the Executive Director to complete the Board agenda and the Board packet;
- D. sign and deliver, in the name of WLA, all deeds, mortgages, bonds, contracts or other instruments requiring an officer's signature, unless otherwise directed by the Board;
- E. have the general duties usually vested in the office of the Board Chair; and
- F. will conduct orientation with incoming members upon being elected or appointed.

Section 4. Secretary

The Secretary responsibilities are as follows:

- A. in the absence of the Board Chair, the Secretary shall preside all meetings and act as the chairperson of the Board and exercise the functions of the office of the Board Chair.
 - B. record all proceedings of the Board meetings in a book or electronic device to be kept for that purpose;
 - C. preserve all documents and records belonging to WLA;
 - D. maintain a list of all Board members of WLA in good standing; with updated documents in the Board binder;
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- E. provide notice of all Board meetings; and
- F. perform such other duties as may be prescribed by the Board or the Board Chair from time to time.

Section 5. Treasurer

The Treasurer shall:

- A. act as the chairperson of the WLA Finance Committee;
- B. make recommendations to the Board; and
- C. keep accurate accounts, in collaboration with business management firm, of all monies of WLA received or distributed.

Section 10. Removal of Officer

Any officer of the Board may be removed at any time, with or without cause, by the vote of a majority of a quorum of the Board at any regular meeting or at a special meeting called for that purpose.

Section 11. Resignation of Officer

Any Board officer may resign their officer position at any time without resigning as a Board member. Such resignation shall be made in writing to the Board Chair or the Secretary of the Board 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.

VI. EMPLOYEES

Section 1. Management and Administrative Employees

WLA may employ such management and administrative employees as from time to time are determined necessary by the Board. Such employees shall be appointed in a manner, have the duties and responsibilities and hold their positions for the time prescribed by the Board.

Section 2. Compensation

Administrative and other employees of WLA may be paid such reasonable compensation, if any, for their services rendered to WLA in such capacity, and may be reimbursed for reasonable out of pocket expenses, as the Board from time to time determines to be directly in furtherance of the purposes and in the best interests of WLA.

Section 3. Bond

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

VII. DISTRIBUTION OF ASSETS

Section 1. Right to Cease Operations and Distribute Assets

By a majority vote of all Board members, the Board may resolve that WLA cease operations and voluntarily dissolve. Such resolution shall set forth the proposed dissolution and direct designated officers of WLA to perform all acts necessary to effect dissolution. Written notice as required by these Bylaws shall be given to all eligible voters as defined by Minnesota Charter School Law stating that the purpose of the Board meeting shall be to vote upon the dissolution of WLA. A resolution to dissolve WLA shall be approved only upon the affirmative vote of a majority of a quorum of Board members of WLA taken at a meeting during which the resolution is considered. If such cessation and distribution is called for, the Board shall set a date for commencement of the distribution.

Section 2. Cessation and Distribution

When cessation of operations and distribution of assets has been called for, the Board and the designated officers shall cause WLA to discontinue its regular business activities and operations as soon as practicable, and shall liquidate and distribute all of WLA's assets to other entities in accordance with Minnesota Non-Profit Corporation Act and in accordance with the Articles of Incorporation. Notice of intent to dissolve shall be filed with the Secretary of State and/or the Minnesota Department of Education as required by law.

VIII. INDEMNIFICATION

Section 1. Indemnification

Each director, officer and employee of WLA, past or present, and each person who serves or may have served at the request of WLA as a director, officer, partner, trustee, 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 WLA in accordance with, and to the fullest extent permitted by, Minnesota Indemnification Statute.. WLA 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. Under Section 1 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 VIII, Section 1 by way of assignment, subrogation or otherwise, whether voluntarily, involuntarily or by operation of law.

Section 2. Insurance

WLA may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of WLA, 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 WLA would have the power to indemnify such person against liability under Minnesota Indemnification Statute the Articles of Incorporation or the WLA Bylaws.

IX. AMENDMENTS

In accordance with the Minnesota Non-Profit Corporation Act the Board members has the power to adopt, amend or repeal the Bylaws is vested in the Board.

However, the Board may amend its governance model, set forth in under V, only in accordance with Minnesota Charter School Law and with a majority vote amongst WLA teachers.

X. FINANCIAL MATTERS

Section 1. Contracts

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

Section 2. Loans and Pledges

No loans shall be contracted nor pledges or guarantees given on behalf of WLA unless specifically authorized by the Board.

Section 3. Authorized Signatures

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

Section 4. Deposits

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

Section 5. Corporate Seal

WLA shall not have a corporate seal.

Section 6. Documents Kept at Registered Office

The Board shall cause to be kept at the registered office of WLA originals or copies of:

- A. records of all proceedings of the Board and all committees;
- B. records of all votes and actions of the Board members;
- C. all financial statements of WLA; and
- D. Articles of Incorporation and Bylaws of WLA and all amendments and restatements thereof.

Section 7. Accounting System and Audit

The Board shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting and financial reporting system for WLA. The Board shall cause the records and books of account of WLA to be audited at least once each fiscal year 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, to the extent consistent with Minnesota Charter School Law and its Uniform Financial and Accounting Standards (UFARS) and audit references.
