



St. Croix Preparatory Academy
Board Meeting Agenda
February 4, 2025

1. Call to Order
2. Open Forum
3. Board Calendar 2
4. Consent Agenda (Board Minutes, Executive Director Report)
 - A. Board Minutes 5
 - B. Executive Director Report 7
 - C. Governance -- Policy Approval
5. Agenda 12
 - A. 2026-2027 School Calendar
 - B. 2025-2026 School Start Time -- Informational
 - C. Governance Committee
 1. Committee Minutes 14
 2. Board Composition - New MN Requirements 17
 3. Board Election Update 19
 4. School Bylaws - -Training and Approval 22
 - D. Succession Planning - Executive Director Search, Next Steps
6. Adjourn Meeting



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ANNUAL BOARD CALENDAR 2024-2025

July	Responsible	Notes/Status
Public Hearing on Student Fees	K. Gutierrez	Completed
Family Handbook Approval	J. Gutierrez	Completed
Employee Handbook Approval	K. Gutierrez	Completed

August	Responsible	Notes/Status
Seat New Board Members	B. Hajlo	Completed
Change Cycle Management	Rebar Leadership	Completed
MDE Assurance of Compliance	J. Gutierrez	Completed

September	Responsible	Notes/Status
Status of School Opening	Principals	Completed
Review of MCA Test Scores	J. Gutierrez	Completed
MN State Statute Training	J. Gutierrez	Completed
Emergency Operations Plan Approval	Incident Command	November

October	Responsible	Notes/Status
Board Retreat	N. Donnay	

November	Responsible	Notes/Status
Audit Acceptance	K. Gutierrez	Completed
Development Update	K. Gutierrez	Completed
Emergency Operations Plan	Safety Team	Completed
Annual Report Approval – 2022-2023	J. Gutierrez	Completed
World's Best Workforce Approval	J. Gutierrez	Completed
Activities – Fall Overview, Winter Plan	K. Seim	Completed

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December	Responsible	Notes/Status
Affiliated Building Company Training	K. Gutierrez	Completed
FSCPA and Building Overview	B. Blotske	Completed

January	Responsible	Notes/Status
Board Election Timeframe Discussion	A. Galati	
By-laws Training	J. Gutierrez	

February	Responsible	Notes/Status
Financial Statement Review	K. Gutierrez	
Board Election Timeframe Discussion	A. Galati	
Approve School Calendar	J. Gutierrez	

March	Responsible	Notes/Status
Approve Open Enrollment Period for Next Year	J. Gutierrez	
Approve Board Calendar for Next Year <ul style="list-style-type: none"> • Meetings • Election • Retreat 	Board	

April	Responsible	Notes/Status
Annual Budget Introduction		
Compensation Plan Introduction		

May	Responsible	Notes/Status
Q Comp Report Presentation/Approval	D. Thompson	
Financial Statement Review	3 K. Gutierrez	

Compensation Plan Approval	T. Smith	
Board Election Update	N. Donnay	
Approve Annual Budget	K. Gutierrez	
Approve Employee Handbook	T. Smith	
Introduction of Family Handbook	J. Gutierrez	
MSHSL Membership Resolution	J. Gutierrez	
Conflict of Interest Form Disclosure	K. Gutierrez	

June	Responsible	Notes/Status
Public Hearing on Fees - 2024	K. Gutierrez	
New Board Member Training	N. Donnay	
Read Well by Third Grade Approval	J. Karetov	
Approval of Family Handbook	J. Gutierrez	
Annual Finance Designations for Next Year <ul style="list-style-type: none"> ● Identified Official with Authority ● Official Newspaper ● Designation of Depository ● Account Signatories ● Collateralize Funds in Excess of FDIC Insurance ● Delegation of Authority to Make Electronic Funds Transfers 		

Members Present: R. Hajlo, D. Keyes, N. Donnay, T. Gulbransen, R. Thorson, J. Johnson, A. Galati, D. Smith,

Members Absent: None

Remote Board Member: M. Stiles, location: 2900 Erwin Road, Apt 327 Durham, NC 27705

Ex-officio Members Present: J. Gutierrez

Guests: K. Gutierrez, B. Blotske

1. Call to order

- a. R. Hajlo called the meeting to order at 6:03 PM.

2. Open Forum - None

3. [SCPA Board Calendar \(Updated\)](#) - December 2024

4. Consent Agenda

- a. Board Minutes
 - i. [SCPA November 19, 2024 Board Minutes](#)
- b. Executive Directors
 - i. SCPA Charter has been renewed
 - ii. [Executive Director's Report December 2024](#)
 - iii. [J. Gutierrez Professional Development 2024-2025](#)
 - iv. [EDFO Board Report Dec 2024](#)
 - v. [MDE Audit December 2024](#)
- c. Governance Policies - Final Reading and Policy Approval
 - i. [711 Social Media Policy](#)
 - ii. [401 Equal Opportunity Employment](#)
 - iii. [404 Background Checks](#)

1. Motion to Approve: A. Galati

2. Second: J. Johnson
3. Approved: All

5. Agenda

- a. **Affiliated Building Company (FSCPA) Training - J. Gutierrez**
 - i. [Building Company and School Organization Flow V2 \(October 2024\)](#)
 - ii. [Building Company and School Organization Finance Training](#)
 - iii. [Affiliated Building Company 124E](#)
 - iv. [Building Company and School Organization Flow V2 \(December 2024\)](#)
 - v. [FSCPA Financial Training - Glossary of Terms](#)
 - vi. [FSCPA Financial Training - Trivium](#)
 - vii. [FSCPA Financial Training - Cash Balance Sheets](#)
- b. **FSCPA and Building Overview - Life Cycle Replacement Plan - K. Gutierrez and B. Blotske**
 - i. [Life Cycle Cost Replacement December 2024](#)
 - ii. [Fund Balance Discussion](#)
 - iii. **SCPA Finance Committee:** Recommendation to the board to assign 2.0 million dollars from unassigned fund balance to assigned fund balance for future facility expenditures.
 - a. Motion to Approve: B. Hajlo
 - b. Second: T. Gulbransen
 - c. Approved: All
- c. **Finance Committee Report Motion for assignment of fund balance (\$2M)**
 - i. [Finance Committee Minutes November 12, 2024](#)
- d. **Friends of Education P/L**
 - i. [Friends of Education Income Statement](#)
- e. [SCPA Succession Planning Minutes December 4, 2024](#)

Adjournment: 7:29 PM

- Motion to adjourn: A. Galati
- Second: J. Johnson
- Approved: All

Respectfully Submitted by A. Galati, St. Croix Preparatory Academy Board Clerk



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Executive Director of Finance & Operations Report to the Board

Date of Report: January 2025

Report Prepared By: Kelly Gutierrez

Operational Highlights:

- Development/Foundation work – work with Bobbi Giles, development consultant on the following items:
 - Annual appeal results: 26 donors, raised \$25K
 - Development Director position posted, actively networking.
 - Donor Acknowledgment
 - Board member recruitment on going
 - Board annual meeting/retreat being planned
 - Fundraising manual in progress- collaborate with B. Giles
 - Fundraising collateral in progress- collaborate with B. Giles + Jack Wilcox
 - Planning for annual Gala
 - Website updates
- Succession Planning Committee - meetings
- SCPA Garden Committee- meeting and meeting prep including:
 - Grant Planning
 - Site Visits
- Support to direct reports: HR Director, Communications Manager, Facilities Director, Sr. Accountant, Food Service Director
- Marketing/Communications. Review of Prep weekly, coordinate design of marketing postcard to recruit Upper School students.
- Financial Management
 - FY26 Budget process kicked off
 - IRS 990 Prep
- Office of State Auditor Task Force- monthly meeting and meeting prep.
- Leadership in the Valley- Education Day Committee – monthly meeting and meeting prep.
- Administrator Consulting: 2 hours/week (Charter Source); 1 hour/week Seven Hills
- Professional Development
 - Webinar: Cultivating a Growth Mindset: Develop personalized strategies for meaningful leadership transformation.



Executive Director’s Report to the Board

Date of Report: January 2025

Report Prepared By: Jon Gutierrez

Operational Items:

- Informational Meeting. Over 100 attended; and transitioned this to the principals so they can conduct their first meeting in May 2025.
- Board/Governance Work – work on bylaws for charter agreement and election procedures/timelines given resignations.
- Friends of Education. Continued conversations with them on succession planning, charter renewal, charter school media coverage, upcoming legislation, etc.
- Charter Renewal Agreement – continued communication and work on the charter renewal agreement which needs to be approved/executed by the board prior to June 30, 2025.
- Consulting. 40 hours between Nov 5-Jan 31 with Great Oaks Academy; work is nearly completed.
- Lottery Conducted for next year. After issuing letters and receiving acceptances, the following enrollment information for 2025-2026 school year will be updated:

Grade	2024-25 Enrollment	2024-25 Waitlist	2025-2026 Applications
Kindergarten	90	179	241
1 st Grade	90	101	52
2 nd Grade	90	113	53
3 rd Grade	90	85	58
4 th Grade	90	100	47
LS Total	450	578 (+10)	451 (+115)
5 th Grade	93	84	41
6 th Grade	93	112	71
7 th Grade	93	78	37
8 th Grade	93	49	41
MS Total	372	323 (+2)	190 (+56)
9 th Grade	100	0	48
10 th Grade	102	0	4
11 th Grade	104	0	7
12 th Grade	86	0	0
US Total	392 (-1)	0	59 (+17)
School Total	1,215 (-1)	901 (+12)	700 (+188)

Comments on Enrollment

- Shared Time students
 - 5th grade – 4
 - 6th grade – 2
 - 7th grade – 1
 - 8th grade - 1
- PSEO Grade 10 – 1 Part-time
- PSEO Grade 11 – 8 Part-time; 6 Full time
- PSEO Grade 12 – 11 Part-time; 2 Full time

Professional Development: *See Attachment*



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J. Gutierrez
Professional Development Plan
2024-2025

Month	Category	Title	Description/Comments
July 2024	Videos – 6 hours	The Power of Myth, by Joseph Campbell	
	Book	The Anxious Generation: How the Great Rewiring of Childhood is Causing an Epidemic of Mental Illness, by Jonathan Haidt	Technology, smart phones, social media, gaming – created kids who have difficulty with friendships, miss rites of passage, are fearful/insecure, seeking approval in a virtual world, and being overprotected in a physical world
	Short Story	Harrison Bergeron, by Kurt Vonnegut	Story about government making everyone equal, the same, by giving “handicaps” to those more gifted and talented. – themes of democracy, government over reach, 10 meritocracy, socialism, etc.
	Lectures (3 hours)	Lectures, analysis and panel discussions on Harrison Bergeron	
	Lectures/Videos (2 hours)	Lectures, videos and analysis on Sir Gawain and the Green Knight	Arthurian fantasy, about chivalry, loyalty, honesty, and sacrifice – Middle Ages
	Book	Bad Therapy: Why the Kids Aren’t Growing Up, by Abigail Shrier	Explains aspects of the mental health crisis and how therapy can undermine the recovery/growth of kids
	Book	Sir Gawain and the Green Knight, translated by J.R.R. Tolkien	
	Movie	The Green Knight – based on Sir Gawain and the Green Knight	
September	Book	A Wrinkle in Time, by Madeleine L’Engle	Curriculum book, but reading it for its adaptation to our school play
	Conference	Law Conference – 6 hours – case law, Title IX, Free speech vs. Establishment clause, Politics in School, data retention in the electronic age, AI and implications in the school, student discipline.	
	Webinar – 1 hour	AI and Education, Jon Fila	
October	Book	Lord of the Flies, by William Goulding	
	Lecture – 1 hour	Lord of the Flies summary and analysis	
November	Book	Animal Farm, by George Orwell	
	Lecture – 1 hour	Animal Farm - -Analyzing a Revolution, by the Canvas	
	Book	The Stand, Stephen King – Book 1, 400 pages	Has themes similar to Lord of the Flies and Animal Farm – societal collapse, good vs evil, leadership, group dynamics;
January	Book	Atomic Habits: An Easy & Proven Way to Build Good Habits & Break Bad Ones, by James Clear	
	Book	Carrie, by Stephen King	

	Book	Shawshank Redemption, by Stephen King	
	Videos – 6 hours	Various videos and podcasts on Mental Models	
	Videos/Podcasts – 3 hours	Various videos/podcasts on the City-State proposed by Plato in the Republic	

2026-2027 School Calendar

MN Statute

120A.41 LENGTH OF SCHOOL YEAR; HOURS OF INSTRUCTION.

A school board's annual school calendar must include at least 425 hours of instruction for a kindergarten student without a disability, 935 hours of instruction for a student in grades 1 through 6, and 1,020 hours of instruction for a student in grades 7 through 12, not including summer school. The school calendar for all-day kindergarten must include at least 850 hours of instruction for the school year. The school calendar for a prekindergarten student under section [124D.151](#), if offered by the district, must include at least 350 hours of instruction for the school year. A school board's annual calendar must include at least 165 days of instruction for a student in grades 1 through 11 unless a four-day week schedule has been approved by the commissioner under section [124D.126](#).

Overview of St. Croix Prep Schedule and Minutes Requirements of MN Statute 120A.41

	Minutes/Day	# of days	Hours/Year	MN Statute	Hour Difference	Day Difference
Upper School (9-12)	360	170	1020.0	1020	0.0	0.00
Middle School (7-8)	360	170	1020.0	1020	0.0	0.00
Middle School (5-6)	360	170	1020.0	935	85.0	14.17
Lower School (1-4)	360	163	978	935	43.0	7.17
Lower School (K)	360	163	978	850	128.0	21.33

Days Comparison with 2025-26 and 2026-27 School Year Calendars

	2025-26	2026-27
Lower School Student Days (Yellow - Orange)	163	163
Middle & Upper School Student Days (Yellow)	170	170
Returning Staff Days (Purple + Yellow)	185	185
New Staff Days (Pink + Purple + Yellow)	189	189
No School Offices Closed (Red)	20	18
No School (Blue)	9	8
No School (Purple)	15	15
New Teacher Workshop (Pink)	4	4



st.croixprep 2026-2027 Calendar

Board Approved: TBD

July 1-3	Holiday
Aug 3-6	New Teachers Workshop
Aug 10-14	PD Day
Aug 17	First Day of School (Grades 5-12)
Aug 17-21	Prep for Success Conferences K-4
Aug 24	First Day of School (Grades K-4)
Sept 4	Teacher Non-Duty Day
Sept 7	Holiday
Sept 28	PD Day
Oct 14	End of Quarter 1
Oct 15	PD Day
Oct 15	MN Classical Conference
Oct 16	Grading Day
Oct 19-20	Teacher Non-Duty Day
Nov 5	LS/MS/US PM Conferences
Nov 6	LS Conferences
Nov 25	PD Day
Nov 26-27	Holiday
Dec 18	End of Quarter 2/Semester 1
Dec 21	PD/Grading Day
Dec 22-Jan 1	Holiday
Jan 18	Holiday
Jan 22	LS Conferences
Feb 15	PD Day
Mar 4	End of Quarter 3
Mar 5	PD/Grading Day
Mar 8-12	Spring Break - Teacher Non-Duty
March 26	PD Day
April 9	PD Day
May 21	Last Day of School/ End of Semester 2
May 23	Commencement
May 24	PD/Grading Day
May 31	Holiday
June 19	Holiday

July 2026				
M	T	W	Th	F
		1	2	3
6	7	8	9	10
13	14	15	16	17
20	21	22	23	24
27	28	29	30	31

T0/S0

August 2026				
M	T	W	Th	F
3	4	5	6	7
10	11	12	13	14
17	18	19	20	21
24	25	26	27	28
31				

T16/S11

September 2026				
M	T	W	Th	F
	1	2	3	4
7	8	9	10	11
14	15	16	17	18
21	22	23	24	25
28	29	30		

T20/S19

October 2026				
M	T	W	Th	F
			1	2
5	6	7	8	9
12	13	14*	15	16
19	20	21	22	23
26	27	28	29	30

T20/S18

November 2026				
M	T	W	Th	F
2	3	4	5	6
9	10	11	12	13
16	17	18	19	20
23	24	25	26	27
30				

T19/S18

December 2026				
M	T	W	Th	F
	1	2	3	4
7	8	9	10	11
14	15	16	17	18*
21	22	23	24	25
28	29	30	31	

T15/S14

January 2027				
M	T	W	Th	F
				1
4	5	6	7	8
11	12	13	14	15
18	19	20	21	22
25	26	27	28	29

T19/S19

February 2027				
M	T	W	Th	F
1	2	3	4	5
8	9	10	11	12
15	16	17	18	19
22	23	24	25	26

T20/S19

March 2027				
M	T	W	Th	F
1	2	3	4*	5
8	9	10	11	12
15	16	17	18	19
22	23	24	25	26
29	30	31		

T18/S16

April 2027				
M	T	W	Th	F
			1	2
5	6	7	8	9
12	13	14	15	16
19	20	21	22	23
26	27	28	29	30

T22/S21

May 2027				
M	T	W	Th	F
3	4	5	6	7
10	11	12	13	14
17	18	19	20	21*
24	25	26	27	28
31				

T16/S15

June 2027				
M	T	W	Th	F
1	2	3	4	5
8	9	10	11	12
15	16	17	18	19
22	23	24	25	26
29	30			

School Day	No School Day for LS Only
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Teacher Training	No School Day/ No Students Day/ OFFICES CLOSED
Non-Duty	
PD Day	
Holiday	

Quarter 1 = 40	Quarter 2 = 42	Semester 1 = 82	Quarter 3 = 42	Quarter 4 = 48	Semester 2 = 90
189 New Staff Days		185 Returning Staff Days		170 MS/US Student Days	163 LS Student Days



Members: A. Galati, J. Johnson, J. Gutierrez, J. Santini, T. Gulbransen
Absent:

Location: Room 288, Middle School

Agenda

1. Board Terms and Proposed Election Schedule:
 - a. Per Jon's email - Very brief comments on the Board Terms & Proposed Election Schedule:
 - i. I have reordered (from the board roster) and renumbered the seats as teachers (1-4), parents (5-8), and community member (9)
 - ii. Based on the terms of each position, there would normally be two vacant seats in May's election (M. Stiles, D. Keyes).
 - iii. Next year, there would be five vacant positions in the election. That does present some risk.
 - iv. This year, I propose putting a two year seat for the vacancy due to N. Donnay's resignation – thus 3 up for election
 - v. Next year, I propose changing one of the parent's terms to a 2 year term (no preference on the person). This means 4 would be up for election.
 - vi. Thereafter, the cycle returns to 3 seats up during an election cycle.
2. Check in: Jon - Governance "To Do" template
 - a. Do we have any policies for the upcoming meeting?
 - b. From Nov. 4, 2024 meeting:
 - i. Jon - I would suggest no meetings in June, July, and December.
 - ii. August can be the planning meeting for the year, where the policies for annual review are scheduled.
 - iii. May Meeting. As well as reviewing the year and future policy work, this meeting can focus on the board election, who will update rosters, schedule training, get Schedule K signed for our authorizer, etc.

1. Invite Nicole to Governance in January to start the election process and discussion.
 - c. Policies requiring annual review – there are only a few of them – Crisis Management, Student Discipline, Violence & Harassment, . . maybe the Anti-Bullying policy too. If there are no significant changes to these (based on legislation), I would suggest only doing a second reading/approval – since board members will have seen this in the year prior.
 - d. Bylaws & Governance Manual Training – for this year, I would like to push that to January.
 - e. **Check in:** Review of other policies. We can discuss but I would suggest that, if we agree, we put the other policies on a 3-year rotating review schedule. If we agree to that, I can start populating the document.
 - f. The only open item or caveat is if we get significant legislative changes (with deadlines) which would require us to meet in July, edit policies, get approval, etc. Friends of Education, MN Assoc. of Charter Schools and legal counsel will send updates on legislation. Also work with Terri Smith, HR.
 - g. **Check in: Jon will go through the spreadsheet and review where policies go and the year they need to be reviewed to start our review process as we go forward.**
3. **Check in:** Revisit our Bylaws due to changes made by Amy Mace.
 - a. Review these in January
4. **Follow up:** Governance will need to go through the Family Handbook and decide which handbook policies need to come out and be formalized as school policy. Timeline for this?
5. Future Meetings:
 - a. Branding of Policies Board Policy Template and Narrative Template
 - b. Should we create a Google doc/form/something for Board members to review before training, as suggested by Kristen.
 - i. Continuous board training? Is this of interest?

ii. Who would create and administer this?

6. Set the next meeting date -

Respectfully submitted by A. Galati

Subd. 3.Membership criteria.

(a) The ongoing charter school board of directors shall have at least five members. The board members must not be related parties. The ongoing board must include: (1) at least one licensed teacher; (2) 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 (3) at least one interested community member. A community member serving on the board must reside in Minnesota, must not have a child enrolled in the school, and must not be an employee of the charter school.

(b) To serve as a licensed teacher on a charter school board, an individual must:

(1) be employed by the school or provide at least 720 hours of service under a contract between the charter school and a teacher cooperative;

(2) be a qualified teacher as defined under section [122A.16](#), either serving as a teacher of record in a field in which the individual has a field license, or providing services to students the individual is licensed to provide; and

(3) not serve in an administrative or supervisory capacity for more than 240 hours in a school calendar year.

(c) The board structure must be defined in the bylaws. The board structure may (1) be a majority of teachers under paragraph (b), (2) be a majority of parents, (3) be a majority of community members, or (4) have no clear majority.

(d) The chief administrator may only serve as an ex-officio nonvoting board member. No charter school employees shall serve on the board other than teachers under paragraph (b).

(e) A contractor providing facilities, goods, or services to a charter school must not serve on the board of directors. In addition, an individual is prohibited from serving 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. An individual may serve as a member of the board of directors if no conflict of interest exists under this paragraph, consistent with this section.

(f) A violation of paragraph (e) 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 paragraph (e) is individually liable to the charter school for any damage caused by the violation.

(g) Any employee, agent, contractor, or board member of the authorizer who participates in initially reviewing, approving, overseeing, evaluating, renewing, or not

renewing the charter school is ineligible to serve on the board of directors of a school chartered by that authorizer.

(h) An individual is prohibited from serving on more than one charter school board at the same time in either an elected or ex-officio capacity, except that an individual serving as an administrator serving more than one school under section [124E.12, subdivision 2](#), paragraph (f), may serve on each board as an ex-officio member.

§

Subd. 4. Board structure.

Board bylaws shall outline the process and procedures for changing the board's governance structure, consistent with chapter 317A. A board may change its governance structure only:

(1) by a majority vote of the board of directors;

(2) by a majority vote of the licensed teachers employed by the school as teachers who provide instruction to students, including licensed teachers providing instruction under a contract between the school and a cooperative; and

(3) with the authorizer's approval.

Any change in board governance structure must conform with the board composition established under this section.

Name of School: ST CROIX PREPARATORY ACADEMY

District #: 4120

Date of Report: January 2025

BOARD MEMBER ROSTER

	Director Name	Check One		E or A	Terms	Term		Officer	Director Contact Information	Affiliation - Check One			Date Obtained Required Training		
		Current Director	Director Elect			Date Seated	Date Term Expires			Identify Officer Position (if any)	Email Address and Phone Number	Teacher *	Parent *	Community Member *	Finance
P4	Jeff Johnson		X	A	1	8/15/2023	8/19/2026		jeffjohnson@stcroixprep.org		X		1/10/2024	1/10/2024	1/10/2024
P3	OPEN	X		E	1	8/16/2022	8/19/2025		matthewstiles@stcroixprep.org		X		1/17/2023	2/27/2023	1/17/2023
T2	OPEN	X		E	4	3/25/2014	8/18/2026	Vchair	ndonnay@stcroixprep.org	X			8/12/2014	8/12/2014	8/12/2014
T3	Angela Galati			E		10/19/2021	8/18/2026		angelagalati@stcroixprep.org	X			8/9/2016	8/10/2016	8/11/2016
P1	Danielle Smith	X		E	1	8/20/2024	8/17/2027		daniellesmith@stcroixprep.org		X		8/9/2024	8/9/2024	8/9/2024
T1	Deb Keyes	X		E	4	8/18/2012	8/19/2025		dkeyes@stcroixprep.org	X			4/21/2012	4/21/2012	4/21/2012
C	Bob Hajlo	X		A	3	9/20/2016	8/15/2026	Chair	bobhajlo@stcroixprep.org			X	4/1/2015	4/1/2015	4/1/2015
P2	Terri Gulbransen		X	E	1	8/15/2023	8/15/2026		terrigulbransen@stcroixprep.org		X		1/26/2024	6/24/2024	1/26/2024
T4	Rita Thorson	X		A	1	3/28/2023	8/17/2027		ritathorson@stcroixprep.org	X			1/10/2024	9/5/2023	1/10/2024
*Teacher = Licensed Teacher Employed at the School															
*Parent = Parent of Student Enrolled at the School															
*Community Member = Individual who is neither a teacher employed at school nor a parent of student enrolled in the school															

BOARD TERMS

#	Name	Membership	8/2025	8/2026	8/2027	8/2028	8/2029
1	Deb Keyes	Teacher	X				
2	Nicole Donnay - OPEN	Teacher		X			
3	Angela Galati	Teacher		X			
4	Rita Thorson	Teacher			X		
5	Matt Stiles - OPEN	Parent	X				
6	Jeff Johnson	Parent		X			
7	Terri Gulbransen	Parent		X			
8	Danielle Smith	Parent			X		
9	Bob Hajlo	Community		X			
	Up for Election		2	5	2		

BOARD ELECTIONS (PROPOSED)

20

#	Name	Membership	5/2025	5/2026	5/2027	5/2028	5/2029
1	Deb Keyes	Teacher	X – 3 Year			X	
2	Nicole Donnay - OPEN	Teacher	X – 2 Year		X		
3	Angela Galati	Teacher		X – 3 Year			X
4	Rita Thorson	Teacher			X		
5	Matt Stiles - OPEN	Parent	X – 3 Year			X	
6	Jeff Johnson	Parent		X – 3 Year			X
7	Terri Gulbransen	Parent		X – 2 Year		X	
8	Danielle Smith	Parent			X		
9	Bob Hajlo	Community		X – 3 Year			X
	Up for Election		3 2 Teachers 1 Parent	4 1 Teacher 2 Parents 1 Community	3 2 Teachers 1 Parent	3 1 Teacher 2 Parents	3 1 Teacher 1 Parent 1 Community



st.croixprep

ST. CROIX PREPARATORY ACADEMY BOARD ELECTIONS PROCEDURE 2024-2025

The following is a summary of the board election update:

- The online Board Election will be held on May 12-13, 2025.
- The Board Nomination Form will be included in the Prep Weekly on February 7, 2025.
- Candidates must submit a Board Nomination Form by April 2, 2025.
- Board Candidate Questions will be sent to board candidates on April 3, 2025.
- The candidates' names will be published in the Prep Weekly on April 11, 2025. In addition, a blurb will be included regarding two household emails in the student information system in order to receive 2 ballots due May 1, 2025.
- Candidates will complete Voter's Guide questions by April 17, 2025.
- The Executive Committee will request a meeting with all candidates to review expectations, responsibilities, etc.
- The Voter's Guide will be included in the Prep Weekly on April 25, 2025.
- A Voter's Forum will only be held if the number of candidates warrants it.
- Deadline to update email addresses with the school is May 1, 2025.
- Upload parent and employee emails to SimplyVoting by May 8, 2025.
- All of the above dates will make St. Croix Prep in compliance with state statutes and its bylaws.

“Board elections must be held during the school year but may not be conducted on days when the school is closed.” (Minn. Stat. 124E.07 Subd. 2). “At least sixty (60) days prior to the Corporation’s School Board 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 election.” (SCPA Bylaws – Article IV, Section 4). “The board of directors must notify eligible voters of the school board election dates and voting procedures at least 30 calendar days before the election and post this information on the school’s website” (Minn. Stat. 124E.07 Subd. 5). “The board of directors must notify eligible voters of the candidates’ names, biographies, and candidate statements at least ten calendar days before the election and post this information on the school’s website” (Minn. Stat. 124E.07 Subd. 5).

Seats up for re-election in 2025:

Parent seat: 1 parent (3 year term)

Teacher seat: 2 teachers (2 year term; 3 year term)



Squires
Waldspurger
& Mace, P.A.

Jay T. Squires*†
Michael J. Waldspurger*
Amy E. Mace
Trevor S. Helmers*
John P. Edison*
Liz J. Vieira*
Kristin C. Nierengarten
Zachary J. Cronen
Michael J. Ervin*
Abigail R. Kelzer

Tessa S. Wagner
Marcus B. Jardine
William M. Seiler
Dalia N. Istephanous
Molly M. Fischl
Thomas M. Jorgensen
Craig W. Hardie

**Also Admitted in Wisconsin*

†Real Property Specialist Certified - MN State Bar Association

August 2, 2024

Via email

Jon Gutierrez
Executive Director
St. Croix Preparatory Academy
4260 Stagecoach Trail North
Stillwater, MN 55082

RE: Review of Bylaws
Our File No. 1591-0030

Dear Executive Director Gutierrez:

You asked that we review St. Croix Preparatory Academy's (Academy) Bylaws to make sure they are up to date with the recent changes to the charter school law, Minnesota Statutes chapter 124E. Enclosed please find a revised version of the Academy's Bylaws with our changes noted in red underlining and strikethrough text. We explain our recommended changes below.

Below we also review other areas of the Bylaws that we recommend changing that are unrelated to the recent changes to the charter school law.

Note that the Academy's contract with its authorizer likely requires the authorizer to approve any changes to the Bylaws. Please ensure such a requirement is met if present in the Academy's contract.

Once the revisions are finalized, the Table of Contents may need to be updated to reflect the proper page numbers and headings.

INDEMNIFICATION AND PERSONAL LIABILITY

The main issue charter schools are encountering this year is the Minnesota Department of Education’s (MDE) concern over indemnification and personal liability language in bylaws and articles of incorporation, so we address this first.

Article VII Indemnification

Section 1. Indemnification

The MDE has expressed concern with language in bylaws (and articles of incorporation) that limits board member personal liability and does not limit indemnification provisions. Essentially, because a provision of the charter school law (Minn. Stat. § 124E.07, subd. 3(f)) requires individual liability for specified conflict of interest violations by a board member, and a provision of the Open Meeting Law (OML) (Minn. Stat. § 13D.06, subd. 1) requires individual liability for intentional violations of the OML, a charter school cannot indemnify a board member for such actions. Accordingly, per the MDE, articles of incorporation and bylaws provisions that indemnify board members, but do not exclude from indemnification the actions requiring personal liability, are impermissible. So, the MDE wants schools to ensure that nothing in their articles or bylaws requires a school to indemnify a board member who has violated Minn. Stat. § 124E.07, subd. 3(e) (outlining specified director conflicts of interest) or Minn. Stat. § 13D.06. The MDE has also noted that some charter schools’ articles and bylaws contain language limiting personal liability, which does not establish board member liability in these situations.

Section 1 of the Academy’s Bylaws already contains some language to address the MDE’s concerns. Specifically, the second sentence of Section 1 states that the Academy “shall also indemnify and hold harmless the individuals identified in Minnesota Statutes Section 124E.09, in accordance with that statute, as amended, *except that such indemnification will be limited as required by applicable law including Minn. Stat. Chapter 124E.*” This italicized language limits the indemnification provision as required by the MDE. The first sentence of Section 1 also discusses indemnifying individuals, but it does not similarly contain the quoted italicized language. The first sentence states that each director, officer, and employee of the Academy shall be indemnified by the Academy to the fullest extent permitted by the Minnesota Nonprofit Corporation Act, chapter 317A, which applies to charter schools. To address the MDE’s concerns regarding limiting indemnification provisions, we added the italicized language above to the end of the first sentence.

To account for the OML provisions the MDE is concerned with, we also added a sentence specifically stating that the Academy may not indemnify a director who

intentionally violates the OML or who violates the conflict of interest provisions in the charter school law.

We do not think the Academy needs to add any language clarifying that a director who violates the conflict of interest provisions in the charter school law is individually liable to the School for any damage caused by the violation, or that a director who intentionally violates the OML shall be subject to personal liability as outlined in the OML. This is because the Bylaws do not contain any personal liability language to begin with. We think that limiting the Academy's duty to indemnify as outlined above will be sufficient to address the MDE's concerns.

We recommend reviewing your Articles of Incorporation to see if they have an indemnification provision or a personal liability provision. If so, these might need to be amended to address the MDE's concerns noted above. If you want us to review the Articles to see whether anything needs to be addressed, please send us a copy.

2024 CHANGES TO CHARTER SCHOOL LAW

Article IV Board of Directors

Section 2. Number, Tenure, and Qualifications

(b) Tenure

Beginning date, length, and number of terms. Effective August 1, 2024, the charter school law requires board members' terms to begin on July 1 and be no less than 2 years. Minn. Stat. § 124E.07, subd. 2. The Bylaws already comply with the term length and state that a director shall hold office for a three-year term. Although not required to be in the Bylaws, we added that the terms of directors shall begin on July 1.

Effective August 1, 2024, the law also requires the bylaws to set the number of terms an individual may serve on the board. *Id.* The Bylaws already comply with this and state that each director may hold office for up to ten, three-year terms.

(c) Qualifications

(i) Prohibitions

Related party and immediate family member. Paragraph (c)(i) states that the Board shall not contain any related parties as defined by chapter 124E. A "related party" includes an "immediate family member" of the other interested party. Minn. Stat. § 124E.02(j). We do not have any recommended changes for paragraph (c)(i) but, for your information,

effective August 1, 2024, the charter school law revised the definition of “immediate family member” as follows: Immediate family member means ~~an individual whose any~~ relationship by blood, marriage, adoption, or partnership ~~is no more remote than first~~ cousin of spouses, parents, grandparents, siblings, children, first cousins, aunts, uncles, grandchildren, nieces, and nephews. Minn. Stat. § 124E.02(g). Thus, effective August 1, 2024, the definition of “related party” includes this new definition of “immediate family member.”

Cannot serve on board. Paragraph (c)(i) also states that the Board shall not contain any persons prohibited by chapter 124E. Revisions to this paragraph are necessary because you will look to chapter 124E to see who is prohibited from serving on a board. (We do not recommend including all legal requirements in bylaws because then when the law changes (which it often does), the bylaws will be out-of-date and not consistent with current law.) For your information though, the 2024 session made some changes to who may serve on a board. For example:

- Effective August 1, 2024, the prohibition on a contractor who provides facilities, goods, or services to the school from serving on the board moved to the conflict of interest paragraph in the law. While a contractor like this previously could not serve on the board, it is now a conflict of interest for such a contractor to serve on a board. Minn. Stat. § 124E.07, subd. 3(e). A violation of this prohibition renders a contract voidable at the option of the commissioner or the school board, and the board member who violates this prohibition is individually liable to the charter school for any damage caused by the violation. *Id.* subd. 3(f).
- Effective August 1, 2024, a *contractor* of the authorizer who participates in initially reviewing, approving, overseeing, evaluating, renewing, or not renewing a charter school is ineligible to serve on the board of a school chartered by that authorizer. *Id.* subd. 3(g). Previously, this did not apply to *contractors* but to an employee, agent, or board member of the authorizer.
- Effective August 1, 2024, an individual is prohibited from serving on more than one charter school board at the same time in either an elected or ex-officio capacity, except that an individual serving as an administrator serving more than one school under section 124E.12, subdivision 2(f) [charter school administrator serving as a paid administrator or consultant with another charter school], may serve on each board as an ex-officio member. *Id.* subd. 3(h).

(ii) Training Requirements

2015 MDE complaint. As you might recall, back in 2015, the Academy responded to an MDE complaint from a candidate for the Academy’s Board who objected to the

following language in a document that the Academy gave to Board candidates: “The Board reserves the right to not seat a newly elected board member who does not make a good faith effort to follow the training process.” This language was not incorporated or referenced in the Academy’s Bylaws. After the complaint was filed, the Academy amended its Bylaws to read as follows (which is how this paragraph currently reads, except the paragraph now references section 124E instead of section 124D.10):

Training Requirements. Minnesota Statutes section 124D.10, subdivision 4(f), as amended, requires initial and annual training of directors. The Board of Directors will determine the specific initial and annual training requirements and publish these requirements in a training policy. A person elected or appointed to hold office as a director does not automatically assume the duties of that office. A person cannot assume the duties of the office of a director until he or she has qualified for the office. Qualification for an incoming director requires that the person complete the training requirements described in the training policy under the heading “Prerequisites to Assuming the Duties of the Office of a Director.” To continue as a director, a person must comply with the initial and annual training requirements described in the training policy under the headings “Initial Training (First Year on the Board)” and “Annual Training.”

At that time, the relevant law, Minnesota Statutes section 124D.10, subdivision 4(f), stated as follows:

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.

The MDE found that the relevant statutory provision (see above) was silent on whether a board may initiate new board member training after election but prior to being seated. But the MDE found that the statute as read did not preclude initiating training prior to taking one’s elected office and it could not reasonably be understood to mean that training may take place only after being seated. The MDE stated that Minnesota law is clear that there can be a gap in time between election and being seated, and that being seated still requires that the elected individual “satisfy any other qualifications for the office

he or she is to assume.” Minn. Op. Atty. Gen. 359A-24 at *2. The MDE acknowledged that at the Academy, being qualified meant having completed some initial training in addition to that required by the statute, as per its Bylaws.

Based on the above, the MDE concluded that it appeared the Academy was within its authority to amend its Bylaws, requiring newly elected but unseated board members to complete training as a condition of being qualified to take office. Therefore, the complaint was dismissed with no corrective action.

2024 training changes. The relevant statutory provision outlined above is essentially how the law read until August 1, 2024. Importantly, now the law does require newly elected but unseated board members to complete training prior to the beginning of their term in addition to initial and annual training. The law outlines what the pre-term training must include, includes more specificity as to what the initial and annual training must include, and requires ex-officio board members to complete training. Below are the new training requirements in Minn. Stat. § 124E.07, subd. 7, as of August 1, 2024 (we added the italics below):

(a) Every charter school board member and nonvoting ex-officio member who is a charter school director or chief administrator must attend board training.

(b) *Prior to beginning their term*, a new board member must complete training on a charter school board’s role and responsibilities, open meeting law, and data practices law. An ex-officio member, who is a charter school director or chief administrator, must complete this training within three months of starting employment at the school.

(c) *A new board member* must complete training on employment policies and practices under chapter 181; public school funding and financial management; and the board’s roles and responsibilities regarding student success, achievement, and performance within 12 months of being seated on the board or the individual is automatically ineligible to continue to serve as a board member. A board member who does not complete training within the 12-month period is ineligible to be elected or appointed to a charter school board for a period of 18 months.

(d) Every charter school board member must complete *annual training* throughout the member’s term based on an annual assessment of the training needs of individual members and the full board. Ongoing training includes but is not limited to budgeting, financial management, recruiting and hiring a charter school director or chief administrator,

evaluating a charter school director or chief administrator, governance-management relationships, student support services, student discipline, state standards, cultural diversity, succession planning, strategic planning, program oversight and evaluation, compensation systems, human resources policies, effective parent and community relationships, authorizer contract and relationships, charter school law, legal liability, board recruitment and elections, board meetings and operations, policy development and review, and school health and safety.

(e) The organization or person providing training under paragraphs (b), (c), and (d) must certify the individual's completion of the training provided.

(f) The charter school is responsible for covering the costs related to board training. The charter school must include in its annual report the training each board member completed during the previous year.

(g) The board must ensure that an annual assessment of the board's performance is conducted and the results are reported in the school's annual report.

The law does not expressly prohibit a school from imposing additional training requirements, nor does it expressly allow for it. Thus, although it is not entirely clear, in our opinion, the Academy may still require additional training requirements in a policy but wanted you to be aware of the more detailed training requirements in play as of August 1, 2024. Also, it is possible that the new pre-term training requirements and the fleshed out annual training and initial training requirements satisfy the Academy's training concerns such that it does not find additional training necessary. As this time, to address the changes in the law, we recommend the following revisions:

Training Requirements. Minnesota Statutes section 124E.07, subdivision 7, as amended, requires initial and annual training of directors, and training prior to a director beginning their term. The Board of Directors will determine the specific pre-term, initial, and annual training requirements (consistent with subdivision 7, as amended) and publish these requirements in a training policy. A person elected or appointed to hold office as a director does not automatically assume the duties of that office. A person cannot assume the duties of the office of a director until he or she has qualified for the office. Qualification for an incoming director requires that the person complete the training requirements described in subdivision 7, as amended, and the training policy under the heading "Prerequisites to Assuming the Duties of the Office of a

Director.” To continue as a director, a person must comply with the initial and annual training requirements described in subdivision 7, as amended, and the training policy under the headings “Initial Training (First Year on the Board)” and “Annual Training”. Any nonvoting ex-officio member who is a charter school director or a chief administrator must attend board training as outlined in Minnesota Statutes section 124E.07, subdivision 7, as amended.

For your information, the charter school law on ex-officio directors used to state that the chief financial officer *and* the chief administrator may only serve as ex-officio nonvoting board members. Effective August 1, 2024, the law removes “the chief financial officer” from that provision so it states that the chief administrator may only serve as an ex-officio nonvoting board member. Minn. Stat. § 124E.07, subd. 3(d).

Section 3. Designation & Change of Governance Structure

Designation. Effective August 1, 2024, the charter school law requires bylaws to define a school’s board structure. Minn. Stat. § 124E.07, subd. 3(c). Structure refers to which structure a board adheres to—teacher majority, parent majority, community member majority, or no clear majority. *Id.* The Bylaws already comply with this by stating that the governance structure of the Board is designated as no clear majority. We recommend revising this paragraph (a) slightly though so the definition of structure more closely aligns with the law. It now states that the term structure means having a teacher majority or a non-teacher majority or having no clear majority. We revised it so it states that structure means having a teacher majority, parent majority, community member majority board, or a board with no clear majority.

Change. Paragraph (b) discusses how the Board may change the governance structure. Effective August 1, 2024, the charter school law slightly revised the requirements to change a board’s governance structure. Minn. Stat. § 124E.07, subd. 4. We made those revisions to paragraph (b).

Composition. Prior to discussing the governance structure, paragraph (a) states that the composition of the Board must be consistent with Minn. Stat. § 124E.07, subd. 3, as amended. Composition means a board must be composed of at least one licensed teacher, at least one parent or legal guardian of a student, and at least one community member. This does not need to be spelled out in the Bylaws but, for your information, effective August 1, 2024, licensed teachers must meet additional criteria to be able to serve on a board. Below are the 2024 changes to subdivision 3, which again do not need to be in the Bylaws, but of which you should be aware:

(a) . . . The ongoing board must include: (1) at least one licensed teacher ~~who is employed as a teacher at the school or provides instruction under contract between the charter school and a cooperative;~~ (2) 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 (3) at least one interested community member ~~who resides in Minnesota, is not employed by the charter school, and does not have a child enrolled in the school.~~ A community member serving on the board must reside in Minnesota, must not have a child enrolled in the school, and must not be an employee of the charter school.

(b) To serve as a licensed teacher on a charter school board, an individual must:

(1) be employed by the school or provide at least 720 hours of service under a contract between the charter school and a teacher cooperative;

(2) be a qualified teacher as defined under section 122A.16, either serving as a teacher of record in a field in which the individual has a field license, or providing services to students the individual is licensed to provide; and

(3) not serve in an administrative or supervisory capacity for more than 240 hours in a school calendar year.

Section 4. Nomination Process

Section 4 states that at least 60 days before an election, the Board will solicit nominations for all director positions that will be filled at the next election. The Board then compiles a list of nominees for director positions and notifies eligible voters of the nominees, the category of board membership for each nominee, and the date of the election at least 30 days before the election. Effective August 1, 2024, the charter school law clarifies that eligible voters must be notified of the election dates at least “30 calendar days” before the election, so we added a reference to “calendar” in the Bylaws. Minn. Stat. § 124E.07, subd. 5(c). Effective August 1, 2024, the law also changed to require the Board to notify eligible voters of not only election dates, but of voting procedures. *Id.* Thus, we added a reference to “voting procedures” to the Bylaws as well.

While we did not add these to the Bylaws, here are some other changes to Board elections that are effective August 1, 2024:

- The Board must establish and publish election policies and procedures on the Academy’s website. Minn. Stat. § 124E.07, subd. 5(b).
- In addition to notifying eligible voters of the Board election dates and voting procedures at least 30 calendar days before the election, the Board must post this information on the Academy’s website. *Id.* subd. 5(c).
- The Board must notify eligible voters of the candidates’ names, biographies, and candidate statements at least ten calendar days before the election and post this information on the Academy’s website. *Id.* subd. 5(d).

Article V Officers and Employees

Section 1. Number, Election, and Experience

Effective August 1, 2024, the law requires a school’s bylaws to set the number of terms an individual may serve as an officer of the Board. Minn. Stat. § 124E.07, subd. 2. The Bylaws already comply with this by stating in paragraph (b) that a director may serve 29 terms in any officer position.

ADDITIONAL RECOMMENDED REVISIONS

The remaining pages of this letter review additional changes to the Bylaws that we typically recommend. Please note that in a few areas, we made minor changes to the Bylaws that we do not discuss below.

Article III Meetings

Section 3. Quorum and Adjourned Meeting

This section states that a meeting at which at least a majority of directors are present shall constitute a quorum. If, however, such quorum shall not be present at any scheduled meeting, the Bylaws state that “the director or directors” present thereat shall have the power to adjourn the meeting. We recommend changing that quoted language to “a majority of the directors” to be more in line with the nonprofit law. Minn. Stat. § 317A.235.

Article IV Board of Directors

Section 1. General Powers and Voting

Paragraph (b) of this section states that unless otherwise stated in the Bylaws, the affirmative vote of a majority of Board members constitutes an action of the Board. We recommend adding language so it states the affirmative vote of a majority of Board members constitutes an action of the board unless otherwise stated in the Bylaws or “as

required by applicable law.” This will account for times when the law might require a greater than majority vote.

Section 2. Number, Tenure, and Qualifications

(b) Tenure

Successor. Paragraph (b) states each director shall hold office for up to ten, three-year terms *or* until a successor has been duly elected and qualified. We recommend changing that *or* to an *and*. Minn. Stat. § 317A.207(b). If the language stays as *or*, that could be interpreted to mean as soon as a successor is elected and qualified, they can take their seat even though the incumbent’s term has not yet expired. By changing the *or* to an *and*, this covers situations where an incumbent director might need to holdover in their seat even though their term has expired. For example, sometimes an elected Board member runs into issues where they have not taken their oath of office or completed some other required task to be seated as a Board member. In that event, changing the language to *and* allows the incumbent Board member to stay in their expired seat until their successor has been elected and qualified for the seat.

Until death. Paragraph (b) also states each director shall hold office for up to ten, three-year terms, “or until the director dies, resigns, is removed, or the term otherwise expires.” We recommend revising this because the way it reads, a Board member could hold a seat until they die—as in, they could hold the seat for years and years until they die. *Id.* We recommend changing the language to read:

... or until the earlier death, resignation, removal, or otherwise expiration of the director’s term ~~director dies, resigns, is removed, or the term otherwise expires.~~

(c) Qualifications

(iii) Additional Qualifications

We recommend stating in paragraph (C) that community members are removed from the Board if they no longer reside in Minnesota.

Community member definition. Some of our clients have requested a definition of community member so that a disgruntled former employee cannot become a Board member. The Academy does not need to include such a definition and you did not request one so we did not include it in the proposed revisions, but we wanted to let you know, in case this is something the Academy would like to consider. A potential definition for community member could be:

For purposes of serving on the Board, a community member is an individual who does not have any previous connections to the school, as outlined in this paragraph, in the last five years. Connections to the school are defined as anyone previously employed by or having a family member employed by the school, or previously attended or having a family member who previously attended the school. The intent of the community member involvement is to provide an outside perspective for the benefit of the school. The five-year time frame is intended to allow the development of an outside perspective if the person had previous ties to the school.

Section 5. Eligible Voters

We recommend minor revisions to the list of eligible voters so it aligns more closely with the law. Currently, Section 5 states “each employee” of the school exercises one vote in an election. We recommend revising that to state “each staff member employed at the school, including teachers providing instruction under a contract with a cooperative,” exercises one vote. Minn. Stat. § 124E.07, subd. 5(a).

Section 6. Resignation and Removal

This section states that directors may resign at any time, effective immediately or at a specified later date, by giving written notice to the Board Chair or Secretary and that acceptance of the resignation is not necessary to make it effective. We recommend adding a sentence stating that if no time is specified in the director’s notice of resignation, the resignation will be effective at the time of its receipt by the Chair or Secretary.

Section 7. Filling Vacancies

The last sentence of Section 7 states a director filling a vacancy shall hold office until the term of his predecessor expires. We recommend clarifying that the director holds office for the unexpired term that the director is filling *and* until their successor is elected and qualified, subject to the earlier death, disqualification, resignation, or removal of the director.

Section 9. Committees of the Board

Disband committees. When discussing how the Board may designate committees, we recommend stating that the Board may disband any committee as it sees fit.

OML. This section does not indicate whether committees must follow the OML. It simply states that notice of committee meetings shall be given to all members of that committee as determined by the committee.

The OML does not apply to committees unless the Board has delegated decision-making authority to the committee or the committee consists of a quorum or more of Board members. Per Section 9, no committee shall have the authority to act on behalf of the Board unless the Board specifically delegates such authority to the committee. This section is silent, however, on whether a committee may be composed of a quorum of the Board. We assume you do not want committee meetings to turn into full Board meetings and so recommend inserting a sentence stating that “committees shall not be composed of a quorum or more of Board members.”

If a committee is delegated the authority to act on behalf of the Board, it would be subject to the OML. But even if it was not delegated such authority, we understand that some charter school authorizers, including the Academy’s authorizer, require in their charter contract that committee meetings be open to the public and subject to the OML. My understanding is that the Academy may ask the authorizer to allow for a closed committee meeting in certain situations, and the authorizer will grant an exception to this requirement.

Article V Officers and Employees

Section 1. Number, Election, and Experience

Section 3. President (Chief Executive Officer)

Section 4. Vice President

Paragraph (a) in Section 1 lists the officers as “a President (Chief Executive Officer), Vice President, Treasurer (Chief Financial Officer), Secretary and such other officers as the Board of Directors shall determine from time to time.” Elsewhere in the Bylaws are references to a Board Chair. To be consistent, we recommend striking the reference to “Chief Executive Officer” and making it “Board Chair” in Sections 1 and 3, and adding a parenthetical after Vice President stating “Vice Chair” in Sections 1 and 4.

Section 2. Vacancies

We recommend minor revisions to the wording of Section 2 to make it more consistent with the law. Minn. Stat. § 317A.341, subd. 3. This section of the Bylaws states a vacancy in an office *shall* be filled by the Board for the remaining unexpired portion of the term. The law states a vacancy in office *may*, or in the case of a vacancy in the office of the President (i.e., Board Chair) or Treasurer *must*, be filled for the unexpired part of the term. *Id.* The nonprofit law states a nonprofit *must* have people exercising the functions of

August 2, 2024

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the offices of President (i.e., Board Chair) and Treasurer so it makes sense that those offices (as opposed to other offices) *must* be filled if vacant. Minn. Stat. § 317A.301. We recommend adding language to account for this in Section 2.

Section 10. Removal of Officer

We recommend a minor revision to this section so that an officer may be removed by the vote “of a majority of the Board of Directors” instead of by the vote “of a majority of a quorum of the Board of Directors.”

Article VII Indemnification

Section 2. Insurance

In this section, we recommend clarifying that the Academy “shall” purchase and maintain insurance, instead of “may.” Under Minn. Stat. § 124E.09(c), a charter school must obtain certain types of insurance. *See* Minn. Stat. ch. 466. In addition, if the circumstances require the Academy to indemnify individuals as noted in Section 1 of the Bylaws, the Academy will want to have insurance to cover this. We assume the Academy has proper insurance in place but recommend acknowledging this in the Bylaws.

Please let us know if you have any questions regarding our suggested revisions to the Bylaws.

Very Truly Yours,



Amy E. Mace
Tessa S. Wagner

Enclosure: Revised Bylaws

SWM: 4880-7825-4803



BYLAWS

OF

ST. CROIX PREPARATORY ACADEMY

Bylaws

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**BYLAWS
OF
ST. CROIX PREPARATORY ACADEMY
(the "Corporation")**

**ARTICLE I
PURPOSE**

The purposes of the Corporation are as stated in its Articles of Incorporation.

**ARTICLE II
OFFICES**

The registered office of the Corporation in the State of Minnesota is as stated in the Articles of Incorporation. 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 not be, identical with the principal office in the State of Minnesota.

**ARTICLE III
MEETINGS**

Section 1. Regular Meeting. Regular meetings of the Board of Directors shall generally be held the third Tuesday of each month.

Section 2. Special Meeting. A special meeting of the Board of Directors may be called by the Chair or at least three Directors. Notice of the special meeting shall be provided in accordance with Minnesota Statutes, section 13D.04, as amended. Such notice shall contain the date, time, place and purpose of the meeting. Only subjects listed on the agenda may be acted upon at the meeting.

Section 3. Quorum and Adjourned Meeting. A meeting at which at least a majority of the members of the Board of Directors are present shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If, however, such quorum shall not be present at any scheduled meeting, ~~the director or a majority of the~~ directors present thereat shall have the power to adjourn without notice other than announcement at the meeting, until a quorum shall be present. The meeting shall be rescheduled in accordance with the Open Meeting Law. The existence of a quorum is determined when a duly called meeting is convened.

Section 4. Open Meeting Law. All Board of Director meetings, and notice of all such meetings, shall comply with the Open Meeting Law, Minnesota Statutes chapter 13D, as amended.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. General Powers and Voting.

- (a) The business and affairs of the Corporation shall be managed by its Board of Directors. Except as limited by the Articles of Incorporation, these Bylaws, Minn. Stat. 124E and by law, the Board of Directors shall have the power and authority to do all acts and perform all functions that the Corporation may do or perform.
- (b) Every member of the Board of Directors shall have one (1) vote on all matters to be decided by the Board. Unless otherwise stated in these Bylaws or as required by applicable law, the affirmative vote of a majority of Directors present and voting shall constitute Board action. Proxy voting is not permitted.

Section 2. Number, Tenure, and Qualifications.

- (a) Number. The Board of Directors shall consist of at least five (5) and no more than eleven (11) members.

- (b) Tenure. Each director may hold office for up to ten (10), three (3) year terms, ~~or and~~ until a successor has been duly elected and qualified, or until the ~~earlier death, resignation, removal, or otherwise expiration of the director's term~~ director dies, resigns, is removed, or the term otherwise expires. The terms of directors shall begin on July 1.
- (c) Qualifications.
- (i) Prohibitions. The Board of Director membership shall not contain any related parties, as defined by Minn. Stat. 124E, or any persons prohibited by Minn. Stat. 124E.
- (ii) Training Requirements. Minnesota Statutes section 124E.07, subdivision 7, as amended, requires initial and annual training of directors, and training prior to a director beginning their term. The Board of Directors will determine the specific pre-term, initial, and annual training requirements (consistent with subdivision 7, as amended) and publish these requirements in a training policy. A person elected or appointed to hold office as a director does not automatically assume the duties of that office. A person cannot assume the duties of the office of a director until he or she has qualified for the office. Qualification for an incoming director requires that the person complete the training requirements described in subdivision 7, as amended, and the training policy under the heading "Prerequisites to Assuming the Duties of the Office of a Director." To continue as a director, a person must comply with the initial and annual training requirements described in subdivision 7, as amended, and the training policy under the headings "Initial Training (First Year on the Board)" and "Annual Training". Any nonvoting ex-officio member who is a charter school director or a chief administrator must attend board training as outlined in Minnesota Statutes section 124E.07, subdivision 7, as amended.
- (iii) Additional Qualifications.
- (A) Employee Termination. A teacher 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.
- (B) Teacher who is Also a Parent. 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.
- (C) Community Member who Becomes an Employee or a Parent or No Longer Resides in Minnesota. A community member Director who, during his or her Board term, becomes employed at the school or a parent of a child enrolled at the school or no longer resides in Minnesota is removed from the Board as of the date of such employment or enrollment or the date when they no longer reside in Minnesota.
- (D) Parent whose Child is Unenrolled. A parent Director whose child is unenrolled from the school during such Director's term, is removed from the Board as of the date of such unenrollment.
- (E) Current Students Attending the Corporation. Current students attending St. Croix Preparatory Academy cannot be a candidate for or hold a Board of Director position.

Section 3. Designation & Change of Governance Structure.

- (a) Designation of Governance Structure. The composition of the Board of Directors must be consistent with Minnesota Statutes section 124E.07, subdivision 3, as amended. The term governance structure means having a teacher-majority, parent majority, community member majority or a non-teacher

majority board, or having a board with no clear majority. The governance structure of the Board of Directors is designated as no clear majority. Any change in board governance structure must conform with the composition of the Board as set forth in Minnesota Statutes section 124E.07, subdivision 4, as amended.

(b) Requirements to Change of Governance Structure. The Board may change the governance structure only upon:

(i) a majority vote of the Board of Directors and

AND

(ii) a majority vote of the licensed teachers employed by the school as teachers who provide instruction to students, including licensed teachers providing instruction under a contract between the school and a cooperative, with licensed teachers who are both employed by the school and a Director having one vote.

AND

(iii) approval of the school's authorizer.

(c) Process & Procedures to Change Governance Structure.

(i) Requests & Petitions to Change Structure. The Board may consider a change in its governance structure upon receipt of a request for such consideration signed by at least two Directors, or the receipt of a petition to so change the governance model signed by at least 50% of the parents of students enrolled in the school or 50% of the licensed teachers employed at the school.

(ii) Special Board Meeting to Solicit Community Comment. Upon receipt of a request or petition complying with (i) above, the Board shall schedule and publicize a special board meeting, to be held within thirty days of receipt of such request or petition, for the sole purpose of receiving community comment regarding the governance structure. When publicizing the special board meeting, the Board shall also invite the school community to submit written comments to the Board prior to the special board meeting.

(iii) Board Meeting. The Board shall place on the agenda of its regular meeting following the special board meeting consideration of changing the governance structure. Placing the item on the agenda does not require any board member to introduce a motion or second a motion for such consideration.

(iv) Effective Date of Change in Governance Structure. Any change in the governance structure complying with this Section 3 is not effective for the duration of the current charter contract period and will be effective for the subsequent charter contract period and begin on the same date as the effective date of the charter contract next executed between the school and its authorizer.

Section 4. Nomination Process. At least sixty (60) days prior to the Corporation's School Board 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 election. Each nominee shall identify the category of board membership – licensed teacher, parent/legal guardian, community member – for which s/he is 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, voting procedures, and the date of the election, at least thirty (30) calendar days prior to the election. The Board of Directors shall prepare ballots for use by voters which shall segregate nominees by category of board membership.

Section 5. Eligible Voters. Each member of the Board of Directors, parent or legal guardian of a child enrolled at the school, and each employee of staff member employed at the school, including teachers providing instruction under a

contract with a cooperative, shall have the right to exercise one (1) vote for its board candidates. An individual holding positions in multiple categories (i.e., parent/legal guardian who is an employee of the school; parent/legal guardian who is a Board member; teacher who is a Board member) shall have the right to exercise one (1) vote.

Section 6. Resignation and Removal. Directors may resign at any time, effective immediately or at a specified later date, by giving written notice to the Board Chair or the Secretary of the Corporation. The acceptance of such resignation shall not be necessary to make it effective. If no time is specified, the resignation shall be effective at the time of its receipt by the Chair or Secretary. A director may be removed at any time, with or without cause, by a two-thirds (2/3) vote of all remaining directors of the Corporation. Failure to attend four (4) consecutive meetings or two (2) quarterly meetings shall constitute cause.

Section 7. Filling Vacancies. Vacancies on the Board of Directors may be filled by appointment of a new director by the affirmative vote of a majority of the remaining directors, even if less than a quorum. The remaining directors shall give consideration to appointing a new director based on the most recent board election, subject to the membership category being filled. A director filling a vacancy shall hold office until the term of his predecessor expires and until a successor has been duly elected and qualified, subject to the earlier death, disqualification, resignation, or removal of the director.

Section 8. Compensation. At the discretion of the Board of Directors, directors may receive compensation for their services as a Director; nothing in these Bylaws shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore as long as no statutory or common law conflict of interest or statutory prohibition exists. In addition, the directors of this Corporation may be reimbursed for reasonable out-of-pocket expenses incurred by them in rendering services to this Corporation, as the Board of Directors from time to time determines such services to be directly in furtherance of the purposes and in the best interest of the Corporation.

Section 9. Committees of the Board. The Board of Directors may, by resolution passed by a majority of the Board of Directors, designate, define the authority of, set the number and determine the identity of, members of one or more committees, and disband any committee as it sees fit. Committee members must be natural persons, but need not be members of the Board of Directors. 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. Committees shall not be composed of a quorum or more of Board members.

9.1 Authority of Committees. Committees shall make recommendations to the Board of Directors. No committee shall have the authority to act on behalf of the Board of Directors unless such authority is specifically delegated to the committee by the Board of Directors; provided, however, that no committee shall be granted any powers or authority exceeding that granted to the Board of Directors. Unless otherwise stated in the resolutions creating it, or in these Bylaws, committee actions shall be taken only upon the affirmative vote of a majority of the members of the committee. Failure of a committee to reach an agreement upon any issue before it shall require referral of such issue to the entire Board of Directors. 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 of Directors and shall be subject to revision and alteration by the Board of Directors. Each committee shall meet as provided by its rules or by resolution of the Board of Directors. Notice of all meetings of any committee shall be given to all members of that committee as determined by the committee.

9.2. Procedures for Conducting Meetings. The activities of all committees of this Corporation shall be conducted in such manner as will advance the best interest of the Corporation. Each committee shall fix its own rules of procedure and other regulations which shall be consistent with the Articles of Incorporation, these Bylaws and the policies of the Corporation. The Board Chair shall be an ex-officio member of all committees, unless he serves as a member of such committee.

Section 10. Conflict of Interest. Statutory and common law conflicts of interest are prohibited. A Conflict of Interest Policy will be established by the Board of Directors.

ARTICLE V

OFFICERS AND EMPLOYEES

Section 1. Number, Election, and Experience.

- (a) Number of Officers. The officers of this Corporation shall consist of a President (~~Chief Executive Officer Board Chair~~), Vice President (Vice Chair), Treasurer (Chief Financial Officer), Secretary and such other officers as the Board of Directors shall determine from time to time.
- (b) Election of Officers & Term. The officers of the Corporation shall be elected by the Board for the lesser of a one (1) year term or the remaining unexpired term of the Director. A Director may serve 29 terms in any officer position.
- (c) Experience. It is preferred that the President and Vice President each have at least one year of service as a Director on the Board of Directors before serving in the capacity as the President or Vice President.

Section 2. Vacancies. A vacancy in any office of this Corporation occurring by reason of death, disqualification, resignation, ~~or removal, or other cause may, or in the case of a vacancy in the office of Board Chair or Treasurer~~ shall be filled for the unexpired portion of the term by election of a successor by a majority vote of the Board.

Section 3. President (~~Chief Executive Officer Board Chair~~). The President shall:

- (a) Exercise the functions of the Office of the President of the Corporation;
- (b) Preside at all meetings of the Board of Directors;
- (c) Perform such duties and exercise such powers as are necessary or incident to the supervision and management of the business and affairs of the Corporation as directed by the Board of Directors;
- (d) Sign and deliver, in the name of the Corporation, all deeds, mortgages, bonds, contracts or other instruments requiring an officer's signature, unless otherwise directed by the Board;
- (e) Have the general powers and duties usually vested in the office of the president and;
- (f) Have such other powers and perform such other duties as are prescribed by Minnesota Statutes, Section 317A.305, subd. 2, as amended, and as the Board of Directors may from time to time prescribe.

Section 4. Vice-President (Vice Chair). The Vice-President shall:

- (a) Exercise the functions of the Office of the President of the Corporation, in the absence of the President;
- (b) Preside at all meetings of the Board of Directors, in the absence of the President;
- (c) Perform such duties and exercise such powers as are necessary or incident to the supervision and management of the business and affairs of the Corporation as directed by the Board of Directors, in the absence of the President;
- (d) Sign and deliver, in the name of the Corporation, all deeds, mortgages, bonds, contracts or other instruments requiring an officer's signature, unless otherwise directed by the Board, in the absence of the President;
- (e) Have the general powers and duties usually vested in the Office of the President, in the absence of the President and;
- (f) Have such other powers and perform such other duties as the Board of Directors may from time to time prescribe.

Section 5. Treasurer (Chief Financial Officer). The Treasurer or the Treasurer's designee shall:

- (a) Keep accurate financial records for the Corporation and accurate accounts of all monies of the Corporation received or disbursed;
- (b) Deposit all monies, drafts and checks in the name of, and to the credit of, the Corporation in such banks and depositories as the Board of Directors shall from time to time designate;
- (c) Ensure the proper care and custody of the corporate funds and securities;
- (d) Have the power to endorse for deposit all notes, checks and drafts received by the Corporation at the direction of the Board, making proper vouchers for the deposit;
- (e) Disburse the funds of the Corporation and issue checks and drafts in the name of the Corporation as order by the Board of Directors;
- (f) Render to the Board President and the Board of Directors, whenever required, an account of all of the transactions as Chief Financial officer and of the financial condition of the Corporation; and,

- (g) Perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

Section 6. Secretary. The Secretary shall maintain the records of the Office of the Corporation and shall:

- (a) Attend all meetings of the Board of Directors and all committees as required;
- (b) Record all proceedings in the Minutes of the Board of Directors and committees in a book to be kept for that purpose;
- (c) Preserve all documents and records belonging to the Corporation;
- (d) Give or cause to be given notice of all meetings of the Board of Directors and its committees; and,
- (e) Perform such other duties as may be prescribed by the Board of Directors.

Section 7. Management and Administrative Employees. The Corporation may have such management and administrative employees as the Board of Directors deems necessary. The Board of Directors shall determine the hiring process and the duties and responsibilities for such employees.

Section 8. Compensation. The employees of the Corporation may be paid such reasonable compensation, if any, for their services rendered to the Corporation in such capacity, and may be reimbursed for reasonable out-of-pocket expenses, as the Board of Directors from time to time determines to be directly in furtherance of the purposes and in the best interests of the Corporation.

Section 9. Bond. The Board of Directors of this Corporation shall from time to time determine which, if any, of the officers, agents or employees of this Corporation shall be bonded and the amount of each bond.

Section 10. Removal of Officer. Any officer may be removed at any time, by the vote of a majority ~~of a quorum~~ of the Board of Directors at any regular meeting or at a special meeting called for that purpose.

Section 11. Resignation. Any officer may resign at any time. Such resignation shall be made in writing to the President or Secretary of the Corporation and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

ARTICLE VI DISTRIBUTION OF ASSETS

Section 1. Right to Cease Operations and Distribute Assets. By a two-thirds (2/3) vote of all directors, the Board of Directors may resolve that the Corporation cease operations and voluntarily dissolve. Such resolution shall set forth the proposed dissolution and direct designated officers of the Corporation to perform all acts necessary to effect a dissolution. If such cessation and distribution is called for, the Board of Directors 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 of Directors and the designated officers shall cause the Corporation to discontinue its regular business activities and operations as soon as practicable, and shall liquidate and distribute all the Corporation's assets to other entities in accordance with Minnesota Statutes, Section 317A.735, as amended, and in accordance with the Articles of Incorporation. Notice of intent to dissolve shall be filed with the Secretary of State pursuant to Minnesota Statutes, Section 317A.723, as amended.

ARTICLE VII INDEMNIFICATION

Section 1. Indemnification. Each director, officer and employee of the Corporation, past or present, shall be indemnified by the Corporation in accordance with, and to the fullest extent permitted by, Minnesota Statutes, Sections 317A.161, subdivision ~~11~~ 21, and 317A.521, as amended, except that such indemnification will be limited as required by applicable law including Minn. Stat. Chapter 124E. The Corporation shall also indemnify and hold harmless the individuals identified in Minnesota Statutes Section 124E.09, in accordance with that statute, as amended, except that such indemnification will be limited as required by applicable law including Minn. Stat. Chapter 124E. The Corporation 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 Corporation 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 herein and no individual, firm or entity shall have any rights under this Section by way of assignment, subrogation or otherwise, whether voluntarily, involuntarily or by operation of law.

This duty to indemnify applies provided that the director, officer, or employee, or individual identified in section 124E.09, as amended, was acting in the performance of the duties of the position and was not guilty of malfeasance of office, willful neglect of duty, or bad faith.

The Corporation may not indemnify a director who violates Minnesota Statutes section 124E.07, subd. 3(e), as amended, or who intentionally violates the Open Meeting Law outlined in Minnesota Statutes section 13D.06, subd. 1, as amended.

Section 2. Insurance. The Corporation ~~may shall~~ purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is identified in Section 1, 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 Corporation would have the power to indemnify such person against liability ~~under Minnesota Statutes, Section 317A.521, as amended, the Articles of Incorporation or these Bylaws.~~

ARTICLE VIII AMENDMENTS

The power to adopt, amend or repeal the Bylaws is vested in the Board of Directors.

ARTICLE IX FINANCIAL MATTERS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and any such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors or these Bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or to render it liable pecuniarily 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 the Corporation unless specifically authorized by the Board of Directors.

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 the Corporation shall be signed by such person or persons and in such manner as shall from time to time be determined by the Board of Directors or these Bylaws.

Section 4. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation 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.

Section 5. Corporate Seal. The Corporation shall not have a corporate seal.

Section 6. Documents Kept at Registered Office. The Board of Directors shall cause to be kept at the registered office of this Corporation originals or copies of:

- 6.1. Records of all proceedings of the Board of Directors and all committees having any authority of the Board, including minutes of meetings;
- 6.2. Records of all votes and actions of the Board of Directors;
- 6.3. Accounting records, including all financial statements of this Corporation; and
- 6.4. Articles of Incorporation and Bylaws of this Corporation and all amendments and restatements thereof.

Section 7. Accounting System and Audit. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted ~~accounting principles~~ standards of fiscal management for a public charter school, an

appropriate accounting and financial reporting system for the Corporation. The Board shall cause the records and books of account of the Corporation to be audited, in accordance with Minnesota Statutes section 124E.16, as amended, 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.

Section 8. Funding Limits. The Board of Directors shall not allocate more than seventy percent (70%) of the total funding received from the State of Minnesota for wages and salaries. The foregoing limitation does not include benefits such as medical and dental benefits or other benefits deemed necessary by the Board of Directors.

ARTICLE X
MISCELLANEOUS

Section 1. Gender References. All references in these Bylaws to a party in the masculine shall include the feminine and neuter.

Section 2. Plurals. All references in the plural shall, where appropriate, include the singular and all references in the singular shall, where appropriate, be deemed to include the plural.

CERTIFICATE

The undersigned members of the Board of Directors of the St. Croix Preparatory Academy, a Minnesota nonprofit corporation, do hereby certify that the foregoing pages constituting the bylaws are the updated bylaws adopted for the Corporation.

Date

NAME

Date

NAME

Date

NAME

Date

NAME

Date

NAME

Date

NAME

Date

NAME

Date

NAME