

Revised: 4/15/2025

Restated and amended

**BYLAWS**

**OF**

**HIGHER GROUND ACADEMY**

**(The “Corporation”)**

**ARTICLE I**

**PURPOSE**

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

**ARTICLE II**

**Minnesota Law Compliance**

The governance of the Corporation will at all times be in accord with the provisions of MN. Stat. §124E.01 et seq (and such other provisions of Minnesota laws as are therein referenced) all other statutory requirements and in compliance with the Minnesota Open Meeting Law, Mn. Stat. Ch. 13D.01 et.seq. and the Minnesota Government Data Practices Act, MN Stat Ch.13.01. Board committees are also subject to this statute.

**ARTICLE III**

**OFFICES**

The principal office of the Corporation 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 statement of the Board of Directors filed with the Minnesota Secretary of State changing the registered office in the manner prescribed by law. 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 from time to time.

The Corporation 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.

**ARTICLE IV MEMBERSHIP**

Section 1. Membership. The members of the Corporation shall be the persons so designated from time to time by the Board of Directors. There shall be one class of members. The sole

members of the Corporation shall be the Board of Directors. Members shall not be required to pay a membership fee or annual dues. The initial member shall have voting rights.

The Board of Directors may from time to time create additional classes of membership. The terms and conditions of such additional membership classes, if any, shall be determined by the Board of Directors from time to time.

Section 2. Membership Criteria. Membership criteria shall be adopted by the Board of Directors, and all membership approval, classification and reclassification shall be the responsibility of the Board of Directors. Members may be reclassified by an action of the Board of Directors or upon the request of a member, followed by the approval of the Board. Members may resign at any time without the approval of the Board of Directors.

Section 3. Annual Meeting. The annual meeting of the members of the Corporation shall be held at such time and location as determined by the Board of Directors. Notification shall be by newsletter or email or website notification at least thirty (30) days prior to the meeting date. Such notice shall contain the date, time and place of the meeting.

Section 4. Special Meeting. A special meeting of the voting members may be called at any time by a majority vote of the Board of Directors or by the requisite number of voting members as provided in Minnesota Statutes, Section 317A.433. Notification shall be by email, newsletter, website, or other first class postal service mailed no fewer than seven (7) days prior to date of the meeting. Such notice shall contain the date, time, place and purpose of the meeting. Only subjects listed on the agenda shall be acted upon at the meeting.

Section 5. Quorum. For any annual or special meeting, a majority of the total number of voting members shall constitute a quorum.

Section 6. Voting. At each meeting of the membership, every voting member shall have one (1) vote. Members may vote in person but not by proxy. The affirmative vote of a majority of a quorum of voting members shall constitute a duly authorized action of the membership.

Section 7. Election of Directors. At an annual meeting or any special meeting properly called, in accord with the provisions of MN. Stat. 124E.07 Subd.5 parents, and employees of the Corporation, and members of the Board of Directors shall be permitted to vote to elect directors. Board elections shall be held during the school year but may not be conducted on days when the school is closed. Members of the corporation having the right to elect directors under the provisions of Mn Stat. Ch. 124E et.seq., shall elect the directors in accord with the outcome of voting by the parents, guardians, board members, and staff employed by the Corporation.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

Section 1. General Powers. The 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.

## Section 2. Number, Tenure and Qualifications.

Section 2 (a): Number. The Board of Directors shall consist of not less than five (5) nor more than nine (9) members. The Board of Directors must have at least one Director who is a teacher under contract with the Corporation, at least one parent or legal guardian of a student enrolled in the Corporation's school who is not an employee of the Corporation, and at least one interested community member who resides in Minnesota and is not an employee of the Corporation and does not have a student enrolled in the Corporation's school. In addition to the eligibility criteria described in this Article III (3), additional Board eligibility criteria are described in Minn. Stat. 124E.07.

Section 2 (b): Structure. The HGA Board of Directors is a community member majority board.

The Board of Directors may change its governance structure only: 1) by a majority vote of the Board of Directors 2) a majority vote of the licensed teacher employed by the Corporation as teachers, including licensed teachers providing instruction under a contract between the Corporation and a cooperative; and 3) with the Authorizer's approval.

Section 2 (c): The process for changing the Board of Directors' governance structure, described herein, is consistent with Minn. Stat. 124E.07, Subd. 4.

Section 2 (d) Number. The Board of Directors shall consist of not less than five (5) nor more than nine (9) members one of whom must be a licensed teacher who is employed as a teacher at the school, a parent or guardian of a student enrolled in the charter school who is not an employee of the Corporation, and a community member who is neither a parent/guardian of a student or a teacher employed by the Corporation.

Section 2 (e). Term Length. Each Director shall serve a term of three (3) years. The terms of board members shall begin on July 1. Terms shall be staggered to maintain continuity of governance.

Section 2 (f). Term Limits. No Director may serve more than three (3) consecutive terms. After serving three consecutive terms, a Director must step down for at least one (1) year before being eligible for reappointment or re-election to the Board.

Section 2 (g). Implementation of Term Limits. These term limits shall take effect as of July 1, 2025. Any Director serving as of the effective date may complete their current term and may be eligible to serve up to two (2) additional terms thereafter, regardless of prior service.

Section 2(h). Nomination Process. (after school opens). Beginning 60 days in advance of the Corporation's annual meeting, the Board of Directors will solicit nominations for all of the Directorate positions that will be filled at the next annual meeting. The Board of Directors will compile the list of nominees and notify the Corporation's Members of the nominees for each position 15 days before the date of the annual meeting.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held at the call of the Board Chair, at the request of a majority of the Board of Directors by written notice received by email, mail, in person or by facsimile at least five (5) days prior to the meeting, and at least four (4) times during the school year. The notice shall designate the time, place and date of such meetings; however, the notice need not specify the business to be transacted thereat. The Board of Directors shall meet not less than once a year. \*

Section 4. Special Meetings. Special meetings of the Board of Directors may be called at any time, for any purpose, by the Board Chair. The Board Chair shall call a special meeting of the Board of Directors upon the written request of one-third (1/3) of the members of the Board. Notice of every special meeting of the Board of Directors shall be mailed to the Corporation's Authorizer, each director and any news media which in writing has asked to be notified seven at least five (5)

days before the day on which the meeting is to be held, or be delivered in person, by telephone, or by email not later than seventy-two (72) hours before the meeting is to be held.

Section 5. Quorum and Adjourned Meeting. A meeting at which at least a majority of 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 such meeting, the director or directors present thereat shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present. Notwithstanding the foregoing, if a quorum is present when a duly called meeting is convened, and later enough directors withdraw from the meeting so that less than a quorum remains, the directors remaining may continue to transact business until adjournment.

Section 6. Voting. Each member of the Board of Directors shall have the power to exercise one (1) vote on all matters to be decided by resolution by the Board. The affirmative vote of a majority of a quorum of Board members shall constitute a duly authorized action of the Board.

Section 7. Resignation and Removal. Directors may resign at any time, effective immediately or at a specified date, by giving written notice to the Board Chair or the Secretary of the Corporation. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A director may be removed at any time, with cause, by a two-thirds (2/3) vote of a majority of all remaining directors of the Corporation. Failure to attend four (4) consecutive meetings or two (2) consecutive quarterly meetings shall constitute causes.

Section 8. Filling Vacancies. Unless otherwise provided by Minnesota Statutes, Section 317A.227, vacancies on the Board of Directors caused by death, disqualification, resignation, disability, removal or such other cause shall 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. A director filling a vacancy shall hold office until the next annual meeting of the members at which time the director must stand for election to complete the term, or until his successor has been duly elected and qualified, subject to his earlier death, disqualification, resignation or removal.

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1 Minn.Stat 124E.07 subd. 1 states that: Any staff members who are employed at the school, employed at the school, including teachers providing instruction under a contract with a cooperative, and all parents of children enrolled in the school may participate in the election.

Section 9. Compensation. Directors, as such, shall not receive stated salaries for their services, 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 10. Meetings Without Notice. Any director may, in writing or orally, either before, at or after any meeting of the Board of Directors, waive notice thereof and, without notice, any director by attendance at such meeting and participation therein shall be deemed to have waived notice of the action or actions taken at any meeting of the Board of Directors.

Section 11. Presence at Meetings. Members of the Board of Directors or of any committee, as applicable, may participate in a meeting of the Board of Directors or any committee by means of interactive TV having the capacity to provide video sharing (e.g. Face Time, Skype or similar communications equipment). In the event electronic participation is via a method by which there is both oral and visual capabilities, the member can be counted as present for a quorum and may participate fully.

Section 12. 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. 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.

12.1. Authority of Committees. Any committee, to the extent provided in these Bylaws or in the resolutions creating such committee, shall have and may exercise all of the powers and authority granted by the Board of Directors in the management and business affairs of the Corporation; provided, however, that no committee actions shall be acted upon without prior approval of 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.

12.2. 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, the Open Meeting Law, 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. The meetings of all committees shall be open to attendance by all directors, which directors may participate in any such meeting but may not vote unless such director is a member of the committee.

12.3 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 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 by 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, or pursuant to Section 4 above.

## **ARTICLE VI**

### **OFFICERS AND EMPLOYEES**

Section 1. Number, Election. The officers of the Corporation shall be elected for one (1) year terms by the Board of Director, and shall consist of a Board Chair, Vice-Chair, Chief Financial Officer/Treasurer, Secretary, a Chief Administrator (that person reporting to the Board charged with the day-to-day management of the Corporation's activity will also be an ex-officio member of the Board) and a Chief Financial Officer (that person being the most senior staff person of the School charged with reporting to the Chief Administrator on the financial affairs of the Corporation shall also be an ex-officio member of the Board) and such other officers as the Board of Directors shall determine from time to time.

Section 2. Vacancies. A vacancy in any office of this Corporation 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 of Directors.

Section 3. Board Chair. The Board Chair shall:

3.1 Act as the chairman of the Board of Directors and exercise the functions of the office of the president of the Corporation;

3.2 Preside at all meetings of the Board of Directors; in the case Board Chair is absent, Vice Chair will conduct meeting. \*

3.3 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;

3.4 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.

3.5 Have the general powers and duties usually vested in the office of the president; and

3.6 Have such other powers and perform such other duties as are prescribed by Minnesota Statutes, Section 317A.305, subd. 2, and as the Board of Directors may from time to time prescribe.

Section 4. Vice Chair. The Vice Chair in the absence of Board chair shall:

4.1 Act as the chairman of the Board of Directors and exercise the functions of the office of the president of the Corporation;

4.2 Preside at all meetings of the Board of Directors; in the case Board Chair is absent, Vice Chair will conduct meeting. \*

4.3 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;

4.4 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;

4.5 Have the general powers and duties usually vested in the office of the president; and

4.6 Have such other powers and perform such other duties as are prescribed by Minnesota Statutes, Section 317A.305, subd. 2, and as the Board of Directors may from time to time prescribe.

Section 5. Treasurer. The Treasurer shall be the Chief Financial Officer of the Corporation and perform at least the following functions: \*

5.1 Keep accurate accounts of all monies of the Corporation received or disbursed;

5.2 Have the care and custody of the corporate funds and securities;

5.3 Have the power to endorse for deposit all notes, checks and drafts received by the Corporation;

5.4 Disburse the funds of the Corporation as ordered by the Board of Directors, making proper vouchers therefore;

5.5 Perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors or by the Board Chair.

Section 6. Secretary. The Secretary shall maintain the office of the Corporation and shall;

6.1 Attend all meetings of the members, the Board of Directors and all committees (when requested); In case the Secretary is absent, another board member will act as secretary. \*

6.2 Record all proceedings of the minutes of the members, Board of Directors and committees in a book to be kept for that purpose.

6.3 Preserve all documents and records belonging to the Corporation;

6.4 Maintain a list of all members of the Corporation in good standing;

6.5 Give or cause to be given notice of all meetings of all meetings of the members and all meetings of the Board of Directors and committees (when requested); and \*

6.6 Perform such other duties as may be prescribed by the Board of Directors or the Board Chair from time to time.

Section 7. Chief Administrative Officer. The person employed by the Corporation to perform the tasks set out in the job description which is Att. 1 hereto. The person holding this office shall be an ex-officio, but non-voting, member of the Board of Directors.

Section 9. Management and Administrative Employees. The Corporation may have such management and administrative employees as from time to time are determined necessary by the Board of Directors. Such employees shall be appointed in a manner, have the duties and responsibilities and hold their positions for the time prescribed by the Board of Directors.

Section 10. Compensation. The officers and 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 11. 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 12. Removal of Officer. Any officer may be removed at any time, with or without cause, 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 13 Resignation. Any officer may resign at any time. Such resignation shall be made in writing to the Board Chair or the 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 Board of Chair or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

## **ARTICLE VII**

### **DISTRIBUTION OF ASSETS**

Section 1. Right to Cease Operations and Distribute Assets. By a two-thirds (2/3) vote of all directors, the Board may resolve that the Corporation cease operations and voluntarily dissolve. Such resolution shall set forth proposed dissolution and designated officers of the Corporation to perform all acts necessary to effect a dissolution. Written notice as required by these Bylaws shall be given to all voting members stating that the purpose of the meeting shall be to vote upon the dissolution of the Corporation. A resolution to dissolve the Corporation shall be approved only

upon the affirmative vote of a two-thirds (2/3) of a quorum of voting members of the Corporation taken at a meeting during which the resolution is brought before the voting members. 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 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 the other entities in accordance with Minnesota Statutes, Section 317A.735 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.

## **ARTICLE VIII INDEMNIFICATION**

Section 1. Indemnification. Each director, officer and employee of the Corporation, past or present, and each person who serves or may have served at the request of the Corporation 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 the Corporation in accordance with, and to the fullest extent permitted by Minnesota Statutes, Section 317A.521. The Corporation shall not be obligated to indemnify a board member who has violated Minn. Stat. 124E.07 subd. 3(e). 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 to 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.

Section 2. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, against any liability asserted against and incurred by such person in his or her official capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against liability under Minnesota Statutes, Section 317A.521, the Articles of Incorporation of these Bylaws.

## **ARTICLES IX AMENDMENTS**

Subject to the right of the voting members to adopt, amend and repeal these Bylaws as set forth in Minnesota Statutes, Section 317A.181, Subd. 2(b), the power to adopt, amend or repeal the Bylaws is vested in the Board of Directors.

## **ARTICLE X FINANCIAL MATTERS**

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agent 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.

6.1 Records of all proceedings of the Board of Directors and all committees;

6.2 Records of all votes and actions of the members;

6.3 All financial statements of this Corporation; and

6.4 Articles of Incorporation and Bylaws of this Corporation and all amendment 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 applied on a consistent basis, 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 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 XI**

### **MICELLANEOUS**

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 include the plural.

**CERTIFICATE**

The undersigned Secretary of Higher Ground Academy, a Minnesota nonprofit corporation, does hereby certify that the foregoing Restated and Amended Bylaws are the bylaws adopted for the Corporation.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Secretary