

**BY-LAWS**  
**OF**  
**NEW CENTURY CHARTER SCHOOL**

**ARTICLE I**  
**Purpose**

The purpose of the Corporation shall be to create an innovative and high quality secondary school for students of all abilities and interests and for such other purposes as are set forth in the Articles of Incorporation.

**ARTICLE II**  
**Membership**

**Section 1 – Eligibility.** Any parent or guardian of any student enrolled at New Century Charter School, any staff person employed by New Century Charter School, (including teachers providing instruction under a contract with a cooperative), and any person elected to the Board of Directors shall be a member of New Century Charter School. No one shall be denied membership because of race, sex, religion, age, national origin, color, creed, marital status, status with regard to public assistance, sexual orientation, or disability.

**Section 2 – Voting Rights.** Each member of the Corporation shall be entitled to one (1) vote. There shall be no cumulative voting.

**Section 3 – Meetings.** The members shall meet annually at such time and place as designated by the Board of Directors, which need not be the registered office of the Corporation, for the purpose of electing members of the Board of Directors, the presentation of reports on the activities and financial condition of the Corporation, and such other business as may properly come before the meeting.

**Section 4 -- Special Meetings.** Special meetings of the members may be called by the President, the Board of Directors, or ten percent (10%) of the members. Anyone entitled to call a special meeting of the members may make written request to the Secretary to call the meeting, and the Secretary shall then give notice of the meeting, setting forth the time, place, and purpose thereof, to be held no later than ninety (90) days after receiving the request. If the Secretary fails to give notice of the meeting within thirty (30) days from the date on which the request is received, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. If a special meeting is demanded by the members, the meeting shall be held in the county where the registered office is located. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

**Section 5 -- Notice.** Notice of annual meetings or any special meeting shall be provided to all members not less than five (5) nor more than sixty (60) days prior to

the date of the meeting. Notice shall also be provided to the public as required by Minnesota law, including Minnesota Statutes, Section 13D. Required notice of any meeting may be waived by any member in writing before, at or after such meeting. Attendance at a meeting is deemed a waiver unless a member objected at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and the member does not participate in the consideration of the item at that meeting.

**Section 6 -- Quorum.** Ten percent (10%) of the members shall constitute a quorum for the transaction of business at any meeting of the membership.

**Section 7 -- Manner of Acting.** The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the membership.

**Section 8 -- Participation by Conference Telephone.** Members may participate in a meeting of the membership by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a manner shall constitute presence in person at such meeting.

**Section 9 -- Action by Written Ballot.** An action which may be taken at a

regular or special meeting of members may be taken without a meeting if the Corporation mails or delivers a written ballot to every member entitled to vote on the matter. Such written ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing such action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Solicitation for votes by written ballot must indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve each matter other than the election of directors; and specify the time by which a ballot must be received by the Corporation in order to be counted.

### **ARTICLE III**

#### **Directors**

**Section 1 -- General Powers.** The general governance, management, and direction of the Corporation shall be vested in the Board of Directors, which shall be authorized to exercise all corporate powers except as limited by law, the Articles of Incorporation, or these By-Laws

**Section 2 -- Number.** The number of directors constituting the first Board of Directors of the Corporation shall be at least five (5) and up to seven (7) as the first Board may decide. Such first Board of Directors shall hold office until election of the

actual Board of Directors. The number of directors constituting the actual Board of Directors of the Corporation shall be seven (7). The names of the first Directors are: David Conrad, Diane Hard, David Radloff, Sherry Ristau, Steve Auger, and James Fahey.

**Section 3 -- Qualification for Board Members and Term of Service.**

Each director must complete a conflict-of-interest questionnaire for review by the sponsor at least thirty (30) days prior to their election, and shall annually complete a questionnaire on the anniversary of their election or on such an annual date that the Board may select. Initially, two (2) directors shall be elected to a one-year term, two (2) directors shall be elected to a two-year term, and the remaining director(s) shall be elected to three-year terms. After the initial directors have served their term, subsequent directors will be elected to a three-year term. Members of the New Century Charter School may participate in the election. Licensed teachers employed at New Century Charter School, including teachers providing instruction under a contract with a cooperative, must comprise a majority of the Board of Directors before the Charter School completes its third year of operation unless the Commissioner of the Department of Children, Families, and Learning waives the requirement for the Charter School. At least one parent or guardian and one community member shall be on the Board.

**Section 4 -- Election of Directors.** Board members shall be elected by the membership at its annual meeting. At least sixty (60) days prior to the annual meeting,

the Chair of the Corporation shall appoint a nominating committee. Each member of the nominating committee must be a member of the Corporation. The nominating committee shall nominate candidates for each Director whose term is expiring. The nominating committee shall deliver a report showing the candidates selected to the Chair within ten (10) days of the appointment of the committee. Notice of the nominating committee's report shall be presented to all members, either at the annual meeting or by mailed notice. The membership at the annual meeting may nominate additional persons. Voting shall be by ballot and as to each position being voted for, the person receiving the greatest number of votes shall be elected.

**Section 5 -- Meetings.** The Board of Directors shall establish a schedule of regular meetings once per year and shall set the location of regular meetings. Notice of such regular meetings shall be provided to all members of the Board not less than five (5) nor more than thirty (30) days prior to the date of the meeting. Required notice of any meeting of the Board may be waived by any member in writing before, at or after such meeting. Notice shall also be provided to the public as required by Minnesota law, including Minnesota Statute, Section 13D. Appearance at any meeting by any member shall be deemed to be a waiver of the required notice thereof unless the appearance is solely for the purpose of asserting the illegality of the meeting. Only members of the Board shall be entitled to vote at Board meetings and each member shall have one (1) vote.

**Section 6 -- Quorum.** A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority of the members are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. If a quorum is present when a duly called meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of a number of Directors originally present leaves less than a quorum.

**Section 7 -- Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 8 -- Participation by Conference Telephone.** Directors may participate in a meeting of the Board of Directors or any committee thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a manner shall constitute presence in person at such meeting.

**Section 9 -- Compensation.** The Officers and/or Directors may be paid such reasonable compensation as determined by the Board of Directors.

**Section 10 -- Vacancies.** Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the directors then holding office at

any meeting of the Board of Directors. A director elected to fill a vacancy shall hold office for the unexpired term of the vacated director position.

**Section 11 -- Removal of Directors.** Any one or more of the directors may be removed at any time, with or without cause, in accordance with applicable law.

**Section 12 -- Resignation of Directors.** A director may resign at any time by giving written notice to the Board of Directors. Such resignation shall be effective upon delivery of the notice to any officer of the Corporation unless a later effective date is specified in the notice.

#### **ARTICLE IV Officers**

**Section 1 -- Officers and Terms.** The officers of this Corporation shall consist of a Chair, Vice-Chair, and Secretary/Treasurer. All officers shall be elected by the Board and shall serve for a term of one (1) year from the date of their election or until their successors are duly elected and qualified. All officers shall be elected from the membership. Any vacancy in an office during a term shall be filled by the Board at its next meeting.

**Section 2 -- Chair.** The duties of the Chair shall be:

- a. To call and preside at meetings of the Board.
- b. To call and preside at special meetings of the Board.
- c. The Chair shall also be the principal officer of the Corporation and shall, in general, supervise and control all of

the business and affairs of the Corporation with the exception of any duties specifically delegated to other officers hereafter.

**Section 3 – Vice-Chair.** The duties of the Vice-Chair shall be to assume the duties of the Chair during the absence or inability of the Chair to act.

**Section 4 -- Secretary/Treasurer.** The duties of the Secretary/Treasurer shall be to record the minutes of the meetings, conduct official correspondence for the Corporation, and oversee the books of the Corporation.

#### **ARTICLE V Fiscal Year**

The fiscal year of the Corporation shall be July 1 to June 30.

#### **ARTICLE VI Committees**

The Board of Directors may create such committees as it shall from time to time determine. The Board shall authorize and define the powers and responsibilities of such committees and shall select or provide for a method of selection of a chairperson. No such committee shall take any action without approval of the Board.

#### **ARTICLE VII Indemnification and Insurance**

**Section 1 -- Indemnification.** To the full extent permitted by any applicable law, the Corporation shall defend, indemnify, and hold harmless each person made or threatened to be made a party to any threatened, pending, or completed civil,

criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of the Corporation, by reason of the former or present capacity of the person as:

- a. A director, officer, employee or member of a committee of the Corporation; or
- b. A director, officer, partner, trustee, employee, or agent of another organization or employee benefit plan, who while a director, officer, or employee of the Corporation, is or was serving the other organization at the request of the Corporation or whose duties as a director, officer, or employee of the Corporation involve or involved such service to the other organization,

against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorney's fees and disbursements, incurred by the person in connection with the proceeding. Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee, or committee member, shall inure to the benefit of the heirs, executors, and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

**Section 2 – Insurance.** The Corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or a member of a committee of

the Corporation against any liability asserted against such person and incurred by such person in any such capacity.

**ARTICLE VIII  
Amendments**

The By-Laws may be amended at any regular or special meeting of the Board at which a quorum is present by a majority vote of the members present. Provided, however, that an amendment may not be adopted until it has been proposed in writing at a previous meeting of the Board. The Articles of Incorporation may be amended at any regular or special meeting of the Board under the same terms and conditions as are applicable to the amendment of the By-Laws.

These By-Laws were adopted as and for the By-Laws of New Century Charter School, a Minnesota non-profit corporation, at the First Meeting of the First Board of Directors held on the 22nd day of April , 2002.

These By-Laws were amended as per Article VIII, by NCCS Board at it's regular meeting on January 15, 2007.

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Secretary/Treasurer

original 2002

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*what if some one resigns?  
Section 10?*

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**Section 3 -- Vice-Chair.** The duties of the Vice-Chair shall be to assume the duties of the Chair during the absence or inability of the Chair to act.

**Section 4 -- Secretary/Treasurer.** The duties of the Secretary/Treasurer shall be to record the minutes of the meetings, conduct official correspondence for the Corporation, and oversee the books of the Corporation.

**ARTICLE V  
Fiscal Year**

The fiscal year of the Corporation shall be July 1 to June 30.

**ARTICLE VI  
Committees**

The Board of Directors may create such committees as it shall from time to time determine. The Board shall authorize and define the powers and responsibilities of such committees and shall select or provide for a method of selection of a chairperson. No such committee shall take any action without approval of the Board.

**ARTICLE VII  
Indemnification and Insurance**

**Section 1 -- Indemnification.** To the full extent permitted by any applicable law, the Corporation shall defend, indemnify, and hold harmless each person made or threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of the Corporation, by reason of the former or present capacity of the person as:

- a. A director, officer, employee or member of a committee of the Corporation; or

- b. A director, officer, partner, trustee, employee, or agent of another organization or employee benefit plan, who while a director, officer, or employee of the Corporation, is or was serving the other organization at the request of the Corporation or whose duties as a director, officer, or employee of the Corporation involve or involved such service to the other organization,

against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorney's fees and disbursements, incurred by the person in connection with the proceeding. Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee, or committee member, shall inure to the benefit of the heirs, executors, and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

**Section 2 -- Insurance.** The Corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or a member of a committee of the Corporation against any liability asserted against such person and incurred by such person in any such capacity.

**ARTICLE VIII**  
**Amendments**

The By-Laws may be amended at any regular or special meeting of the Board at which a quorum is present by a majority vote of the members present. **Provided,** however, that an amendment may not be adopted until it has been proposed in writing at a previous meeting of the Board. The Articles of Incorporation may be amended at any regular or special meeting of the Board under the same terms and conditions as are applicable to the amendment of the By-Laws.

These By-Laws were adopted as and for the By-Laws of New Century Charter School, a Minnesota non-profit corporation, at the First Meeting of the First Board of Directors held on the 22 day of April, 2002.

  
Secretary/Treasurer