

**BYLAWS
OF
EAGLE RIDGE ACADEMY**

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BYLAWS
OF
EAGLE RIDGE ACADEMY

(the "Corporation")

ARTICLE I
PURPOSE

Section 1. Compliance with Minnesota Law.

The purposes of the Corporation are as stated in its Articles of Incorporation. In the event that Minnesota law limits or enhances the powers of the Corporation Board set out herein, the law provisions shall prevail except to the extent that the Board of Directors exercises any options it may have to accept the law provisions or choose other options.

Section 2. Mission Statement: The mission of Eagle Ridge Academy is to engage all students in a time-tested, Classical Liberal Arts education that demands their best in academic achievement and honorable character while challenging them to attain their highest potential.

ARTICLE II
OFFICES

The registered office of the Corporation in the State of Minnesota is as stated in the Articles of Incorporation or as amended. 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
MEMBERSHIP OF THE CORPORATION

The membership of the Corporation shall include all parents or legal guardians of enrolled students, and employees of the Corporation.

Section 1. General Meetings of the Corporation.

From and after the date at which the Corporation begins educating students it shall be deemed to be a public entity and the conduct of meetings of the Board will at all times be subject to the provisions of the Minnesota "Open Meeting Law," Minnesota Statutes § 13D.01 et. seq. The provisions of the Open Meeting Law shall prevail in the event of technical conflict with the provisions of Minn. Stat. § 317A.01 et. seq. as to conduct and calling of meetings.

Section 2. Annual Meeting of the Corporation.

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 of the annual meeting shall be in accordance with the Open Meeting Law. The election of members of the Board of Directors shall take place at that meeting. Staff members employed at the Academy, including teachers providing instruction under a contract between the school and a cooperative, members of the Board of Directors, and all parents or legal guardians of children enrolled in the school, are the voters eligible to elect the members of the Board of Directors. The Corporation will notify all eligible voters of the school board election date at least 30 days before each election as required by Minn. Stat. § 124E.07, subd. 5.

Section 3. Special Meeting of the Corporation.

A special meeting of the members of the Corporation shall 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 Minn. Stat. § 317A.433. Notification of a special meeting of the Corporation shall be by e-mail or by newsletter or other first class postal service mailed, or by website posting no fewer than three (3) 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 may be acted upon at a special meeting. Notification of the special meeting of the voting members shall be in accordance with the Open Meeting Law, Minn. Stat. § 13D.04, subd. 2.

Section 4. Quorum of a Meeting of the Corporation.

For any annual or special meeting, a quorum is achieved if a quorum of the Corporation's Board of Directors is present. A quorum for a meeting of members is ten percent of the members entitled to vote at the meeting.

Section 5. Voting of the Membership of the Corporation.

Voting rights of Members of the Corporation shall be limited to the Annual Election of members of the Board of Directors. However, 50 members with voting rights or ten percent of the members with voting rights, whichever is less, may sign, date, and deliver to the Board Chair or Secretary, a description of one or more written items for consideration at the next scheduled Board meeting or at a special meeting of the Board. Such meeting must take place within 90 days of receipt of these item(s) by the Board Chair or Secretary. Should the Board fail to hold such a meeting and to duly consider such item(s), a voting member requesting that such item(s) be considered may call a special meeting of the Board of Directors in accordance with the process described in Article IV, Section 5 of these Bylaws. The Members of the Corporation may not vote at the regular or special meeting or direct the Board of Directors to take action. In voting during the Annual Election, every voting member shall have one (1) vote. Members may vote in person or by proxy.

ARTICLE IV
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, including the general governance, management, and educational direction of the Corporation. Notwithstanding the below duties, the Board Handbook further defines expectations of Directors.

Section 2. Duties.

The Board of Directors is charged with four (4) primary duties: Duty of Care, Duty of Loyalty, Duty of Obedience, and Duty of Confidentiality.

Duty of Care:

- a. Board members will act in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in the corporation's best interest.
- b. Reliance on Others. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, presented or prepared by:
 - i. One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;
 - ii. Legal counsel, independent accountants, or other persons as to matters that the Director believes are within the person's professional or expert competence; and
 - iii. A Board Committee or Work Group on which the Director does not serve, as to matters within its designated authority, provided the Director believes the Committee merits confidence and the Director acts in good faith, after reasonable inquiry when the need is indicated by the circumstances, and without the knowledge that would cause such reliance to be unwarranted.

- c. Investments. In investing and dealing with all assets held by the Corporation for investment, the Board of Directors shall exercise the standard of care described above and avoid speculation, looking instead to the permanent disposition of funds, considering the probable income, as well as the probable safety of the Corporation's capital. The Board of Directors may delegate its investment powers to others, provided that those powers are exercised with the ultimate direction of the Board of Directors. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to the corporation.
- d. Rights of Inspection. Every Director has the right to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation, provided that such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the obligation to maintain the confidentiality of the reviewed information, in addition to any obligations imposed by any applicable federal, state, or local law.
- e. Participation in Voting. Every Director has the right to participate in the discussion and vote on all issues before the Board of Directors, except as provided in a Conflicts of Interest Policy adopted by the Board of Directors.
- f. Responsibilities of a Board Member.
 - i. Uphold the mission of the Corporation;
 - ii. Come to meetings well-prepared and informed;
 - iii. Support the Corporation by attending Corporation events and participating in Corporation activities;
 - iv. Respect confidentiality;
 - v. Understand long-range effects of decisions;
 - vi. Maintain up-to-date knowledge of activities;
 - vii. Visit the school to see its impact first-hand;
 - viii. Act in the best interests of the Corporation as a whole; and
 - ix. Promote the Corporation within the community.

Duty of Loyalty: Board members will pursue the Corporation's best interest, placing the school's mission and interests above self- interest.

Duty of Obedience: Board members will act in accordance with the policies and bylaws of the school, policies of the authorizer, and all applicable laws.

Duty of Confidentiality: Board members will refrain from disclosing any information that is deemed nonpublic in accordance with the law, including but not limited to, confidential attorney-client communications and private and confidential data under the Minnesota Government Data Practices Act.

Section 3. Number, Composition, Tenure, Terms, Qualifications, Disqualifications, Changes in Classification, and Nomination Process.

Number: Board of Directors shall be composed of seven (7) members, unless otherwise determined by the Board. At all times, the Board of Directors shall consist of not less than five (5) or more than seven (7) members.

Composition: The Board's composition shall be consistent with Minn. Stat. § 124E.07 subd. 3. The Board shall be composed of 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 for at least 720 hours per school year with not more than 240 hours in administrative or supervisory; at least one parent or legal guardian of a student enrolled in the charter school who is not an employee of the charter school; and at least one interested community member who resides in Minnesota and is not employed by the charter school and does not have a child enrolled in the school. The Board of Directors shall adhere to a no-clear majority governance structure: at no time shall the Board of Directors be comprised of a majority of either parents, teachers, or community members.

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. The Executive Director, or other senior Administration leader, may only serve as an ex-officio nonvoting Board member.

Tenure: Board member seat terms shall be for two (2) years. No more than one more than half of Directors shall be up for election in any calendar year unless a seat (or multiple seats) has been vacated in which case more than one more than half may be elected. The Board may vote to extend the term of any seat(s) by up to one year to ensure the number of seats up for election does not exceed one more than half.

Terms: Board terms shall be consistent with Minn Stat 124E.07 subd 2. An individual may serve an unlimited number of terms on the board.

Qualifications: All members of the Board of Directors will attend Board member training required by Minnesota Stat. § 124E.07, subd. 7, as amended. A Board member who does not begin and complete that training within 12 months after being seated (or as specified by law) 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. Board members must comply with applicable statutory conflict of interest provisions.

Changes in Classification: The following rules will govern the status of any Board seat when changes in a Board member's classification changes. A teacher Director who resigns his or her employment at the school or whose employment is terminated is ineligible to be a Director and is removed from the Board as of the date of resignation or termination. A community member Director or parent Director who becomes employed at the school is removed from the Board as of the date of such employment. A community member Director who becomes a parent of a child enrolled at the school or a current parent Director whose child is unenrolled from the school may remain on the Board provided the overall governance structure of the Board remains unchanged.

Disqualifications: Directors may not be Related Parties, as defined in Minn. Stat. § 124E.07, as amended. No charter school employees shall serve on the Board other than teachers, as described above. Contractors providing facilities, goods, or services to the school shall not serve on the Board of Directors of the school. Former employees, as well as their immediate family (as defined in Minn. Stat. § 124E02(g), as amended), who were discharged from employment with the Academy, or who, in the sole determination of the current Board, resigned in less than good standing within three (3) years preceding the start of the Director's term, are disqualified from running for a Director position. No applicant below the age of 21 will be eligible to run for a Director position. An individual serving on another charter school board, in either an elected or ex-officio capacity, may not serve as a Board member except as noted in Minn Statute 124E.07 Subd 3(h.) An individual serving as an administrator at another charter school may not serve as a board member except as noted in Minnesota Statute 124E.12 Subd 2(g.) Other parties as identified in MN Statute 124.E07 Subd 3 may not be eligible to serve on the Board.

Nomination Process: Sixty (60) days prior to 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 all eligible voters of the nominees for each position to be elected, and the election date, at least thirty (30) days prior to the election. The election of the Board of Directors shall be in compliance with Minn. Stat. § 124E07, subd. 2 and 5.

Section 4. Regular Meetings of the Board of Directors.

Regular meetings of the Board of Directors shall be held at least four (4) times during the school year. A schedule of the Regular Meetings of the Board of Directors shall be kept on file at the Corporation's primary office. The schedule shall designate the time, place and date of such meetings. If the Board of Directors changes the time and/or place of a regular meeting, the Board will provide the same notice for such meetings as is required for Special Meetings of the Board of Directors in accordance with the Open Meeting Law, Minn. Stat. § 13D.04, subd. 1 and 2.

Section 5. Special Meetings of the Board of Directors.

Special meetings of the Board of Directors may be called at any time, for any purpose, by the Board Chair. The Board Chair shall also call a special meeting of the Board of Directors upon the written request of at least one-third (1/3) of sitting members of the Board. The Board, or its designee, will post and deliver written notice of the date, time, place and purpose of a special meeting in accordance with Open Meeting Law, Minn. Stat. § 13.D.04, subd. 2. Notice of every special meeting of the Board of Directors shall be e-mailed to each director and posted on the ERA website at eagleridgeacademy.org at least three (3) days before the day on which the meeting is to be held. Directors may also opt to have notice of a special meeting be delivered in person or by telephone, no later than twenty-four (24) hours before the meeting is to be held.

A special meeting of the Board of Directors may also be called by a voting member, as allowed in Article III, Section 5 of these Bylaws. In such case, the voting member shall provide the Board Chair with a written request for such a meeting that includes the purpose of the special meeting. The Academy will schedule and post notice of the meeting in accordance with the Open Meeting Law, Minn. Stat. § 13.D.04, subd. 2. The Executive Director will provide notice of the special meeting of the Board of Directors by email to each Director at least three (3) days before the day on which the meeting is to be held.

Section 6. Emergency Meetings of the Board of Directors

When circumstances require the immediate consideration of an issue by the Board of Directors, such as an emergency situation involving health, safety and/or security, the Board may call an emergency meeting in accordance with the procedures set forth in the Open Meeting Law, Minn. Stat. § 13D.04, subd. 3.

Section 7. Quorum and Adjourned Meetings of the Board of Directors.

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 such meeting, the director or directors present thereat shall have the power to adjourn the meeting and establish the time and place at which the meeting shall be continued when a quorum shall be present. Notification of the meeting shall be in accordance with the Open Meeting Law.

Section 8. Duration of Regular and Special Meetings of the Board of Directors.

Regular and Special meetings shall not exceed three hours in duration, except in such cases where a meeting has been adjourned and continued.

Section 9. Voting.

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

Section 10. 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. 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 by a majority vote of all directors of the Corporation based upon evidence of a violation of the Duty of Care, Loyalty, Obedience or Confidentiality.

Section 11. Filling Vacancies.

Vacancies on the Board of Directors shall be filled in a timely manner by appointment of a new director by the affirmative vote of a majority of the remaining directors present and voting, even if less than a quorum as per Minn. Stat. § 317A.227. A director filling a vacancy shall hold office for the unexpired portion of the term or until his successor has been duly elected and qualified, whichever is specified by the

Board. When making an appointment to fill a vacancy, the Board will specify in the motion when the appointment expires for the director filling the vacancy.

Section 12. Compensation.

Directors shall not receive compensation for their services as a Director, but 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 exists per Minn. Stat. § 124E. In addition, the directors of this Corporation may be reimbursed for actual, necessary, and reasonable out-of-pocket expenses incurred in rendering services to this Corporation. Subject to any limitations imposed by law, the Board of Directors may determine whether out of pocket expenses are necessary and reasonable, and whether such expenses were incurred while rendering services to the Corporation.

Section 13. 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. All committees shall have at least one Board member serving as a member and liaison between the committee and the Board. All committees of the Board shall have membership less than a majority of the members of the Board.

13.1 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 in writing by the Board of Directors in the management and business affairs of the Corporation; 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.

13.2. 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 meetings of all committees shall be open to attendance by all directors, which directors may not participate in any such meeting's discussion or deliberations unless such director is a member of the committee.

13.3. 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 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, or pursuant to Article IV, Section 4 above.

Section 14. Working Groups

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 working groups. Working Group members must be a Board Member or Member of the Corporation or any natural person the Board selects. Working Groups will function to collect information and submit information to the Board for any consideration of action. Working groups have no authority for action.

Section 15. Task Forces

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 task forces. Task Forces will operate similarly to working groups, with specific scope, objectives, and time frame delineated.

ARTICLE V
OFFICERS AND EMPLOYEES

Section 1. Term, Number, Election.

The officers of the Corporation shall be elected for one (1) year terms by the Board of Directors, and shall consist of a President (and Board Chair), Vice President (and Vice Board Chair), Treasurer, Secretary and such other officers as the Board of Directors shall determine from time to time. The election of Board Officers shall occur at the first meeting at which the newly elected members of the Board of Directors begin serving. A board officer may serve an unlimited number of terms.

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. President (and Board Chair).

The President (and Board Chair) shall have the general responsibilities and duties usually vested in the office of the President, as prescribed in Minn. Stat. § 317A.305, subd. 2:

- 3.1 Have general active management of the business of the corporation;
- 3.2 Preside at all meetings of the Board of Directors if present;
- 3.3 See that orders and resolutions of the Board are carried into effect;
- 3.4 Sign and deliver, or delegate the signing and delivering, 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 Perform such duties and exercise such responsibilities as are necessary or incident to the supervision and management of the business and affairs of the Corporation; and
- 3.6 Have such other responsibilities and perform such other duties as are prescribed by the Board of Directors and the Board Handbook.

Section 4. Vice President (and Vice Board Chair).

The Vice President shall:

- 4.1 Act as the Chair of the Board of Directors in the absence of the President (Board Chair); and
- 4.2 Have such other responsibilities and perform such other duties as may from time to time be prescribed by the Board of Directors, the Board Chair, or the Board Handbook.

Section 5. Treasurer.

The Treasurer shall:

- 5.1 Keep accurate financial records for the Corporation and accurate accounts of all monies of the Corporation received or disbursed;
- 5.2 Ensure the proper care and custody of the corporate investment funds and securities;

5.3. Render to the Board Chair and the Board of Directors, whenever required, an account of all of transactions as Treasurer and of the financial condition of the Corporation;

5.4. Perform such other duties and have such other responsibilities as may from time to time be prescribed by the Board of Directors, the Board Chair, or the Board Handbook; and

5.5 Act as Board Chair in the absence of both the President and Vice President.

Section 6. Secretary.

The Secretary shall maintain records the office of the Corporation and shall:

6.1. Attend all meetings of the members, the Board of Directors and all committees (when requested) or appoint an alternate member of the Board;

6.2. Record all proceedings of the minutes of the annual meeting of the Members of the Corporation, as well as all meetings of the Board of Directors;

6.3. Maintain and preserve all records and documents of the Board of Directors, committees, and the corporation;

6.4. Give or cause to be given notice of all meetings of the members and all meetings of the Board of Directors and committees;

6.5. Perform such other duties and have such other responsibilities as may from time to time be prescribed by the Board of Directors, the Board Chair, or the Board Handbook; and

6.6. Act as Board Chair in the absence of the President, Vice President, and Treasurer.

Section 7. Management and Administrative Employees.

The Corporation may have such management and administrative employees as the Board of Directors deems necessary. 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 8. 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 actual, necessary, and reasonable out-of-pocket expenses. Subject to any limitations imposed by law, the Board of Directors may determine whether out-of-pocket expenses are necessary and reasonable, and whether such expenses were incurred while rendering services to 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, based on a violation of the Duty of Care, Loyalty, Obedience, or Confidentiality standards as defined in Article IV, Section 2 of these Bylaws.

Section 11. Resignation.

Any officer may resign at any time. Such resignation shall be made in writing to the President/Board Chair or the Secretary 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.

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 and in accordance with the Articles of Incorporation. Notice of intent to dissolve shall be filed with the Secretary of State pursuant to Minn. Stat. § 317A.723.

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, Minn. Stat. § 317A.161, subd. 21, 317A.521, and any amendments to those statutes. 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 was acting in the performance of the duties of the position and was not guilty of malfeasance in office, willful neglect of duty, or bad faith.

Section 2. Insurance.

The Corporation may, but shall not be required to, 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 Minn. Stat. § 317A.521, the Articles of Incorporation, or these Bylaws.

ARTICLE VIII
AMENDMENTS

Except for amendments to the Board of Directors' composition and governance structure, the power to alter, change, amend or repeal these Bylaws or adopt new Bylaws is vested in the Board of Directors. The Board of Directors may change its governance structure only:

- (1) by a majority vote of the Board of Directors and a majority vote of the licensed teachers employed by the Eagle Ridge Academy as teachers, including any licensed teachers providing instruction under a contract between the school and a cooperative; and
- (2) with the authorizer's approval.

Any change to the Board of Directors' governance structure must conform to the composition of the Board as set forth in Minn. Stat. § 124E.07, subd. 3 and 4. The term "composition" means having a Board that consists of at least five nonrelated members, which includes at least one teacher, one parent, and one community member as set forth in Article 4, Section 3. The term "governance structure" means having a teacher-majority or a non-teacher majority Board, or having a Board with no clear majority.

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 any document required by law, including, but not limited to:

- 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 amendments and restatements thereof.

Section 7. Accounting System and Audit.

The Board of Directors shall cause to be established and maintained, in accordance with provisions of Minnesota law, in particular with Minn. Stat. § 124E.17, subd. 2 and, to the extent not in conflict with the law, with generally accepted governmental accounting standards applied on a consistent basis, an appropriate accounting and financial reporting system for the Corporation. Audits must be conducted in accordance with Minn. Stat. § 124E.16, subd. 1. The Corporation must submit an audit report to the Commissioner of the Minnesota Department of Education by December 31 of each year in accordance with Minn. Stat. § 124E.16, subd. 1(b) and to the Corporation's authorizer by December 15 of each year. The Board is required by law to and shall cause the records and books of account of the Corporation to be audited at least once each fiscal year as of June 30 of any year (or such other date as the law may require) 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.

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.

Section 3. Parliamentary Authority.

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Corporation may adopt.

CERTIFICATE

The undersigned members of the 2024-2025 Board of Directors of Eagle Ridge Academy, a Minnesota nonprofit corporation, do hereby certify that the foregoing pages constituting the bylaws are the bylaws adopted for the Corporation.

Signed by the following Directors on September 24, 2024 – Signatures on file at Eagle Ridge Academy

Clare Murray

Elliott Loutsch

David Croson

Kathy Oberstar

Lisa Johnson

Sam Sundermeyer

Surendra Kanneganti

Revised and Amended November 26, 2013; February 23, 2016; May 23, 2016; January 23, 2018; June 28, 2024; and September 24, 2024