

**BY-LAWS
OF
VOYAGEURS EXPEDITIONARY HIGH SCHOOL**

ARTICLE ONE. MEMBERSHIP

1.01. Qualification: The members of the corporation shall consist of those adult natural persons who are either:

- a. Parents or legal guardians of children currently enrolled in the Voyageurs Expeditionary High School; or
- b. Staff employed by the corporation.

An applicant shall be admitted to membership on his application to the secretary. There shall be no limitation upon the number of members, nor shall there be different classes of membership.

1.02. Powers and Rights of Members: Members of the corporation in good standing have the power:

- a. To elect the directors of the corporation at the annual meeting of the members, as more fully set forth herein.
- b. To remove from office any director or officer for good and sufficient cause, at a regular or special meeting. Provided, however, that such removal shall occur only upon the affirmative vote of members representing three-fourths or more of the voting membership.
- c. To adopt resolutions for the guidance and direction of the corporation to any annual or special meeting, which such resolutions shall not be binding on the Board of Directors (the "Board"), but shall be advisory only.

1.03. Annual Meeting: The annual meeting of the members for the election of directors for the ensuing year and for such other business as may properly come before the membership shall be as determined by the Board. It may be held at such a place as the Board shall designate.

1.04. Special Meetings: Special meetings of the members may be called for any purpose or purposes at any time by:

- a. The president and the treasurer,
- b. Three or more directors, or
- c. Members representing 50 percent or more of the voting membership.

Special meetings shall be held on the date and at the time and place fixed by the president, or the board, except that a special meeting called by or at the demand of the members pursuant to this subdivision shall be held in the county where the principal executive office is located. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

1.05. Notice: Notice of all meetings of members shall be given to every current member, except when the meeting is an adjourned meeting and the date, time and place of the meeting were announced at the time of adjournment. The notice shall be given at least 10 days before the date of the meeting, and not more than 60 days before the date of the meeting. The notice shall contain the date, time and place of the meeting. In the case of a special meeting, the notice shall also contain a statement of the purposes of the meeting. The notice may also contain any other information deemed necessary or desirable by the board.

A member may waive notice of a meeting either before, at or after the meeting, and either in writing, orally or by attendance. Attendance by a member at a meeting is a waiver of notice of that meeting.

1.06. Action by Members: The members shall take action by the affirmative vote of the holders of a majority of the voting power of the members present, except where a larger proportion or number is required by law or these By-laws.

1.07. Quorum: Members representing one-third of the voting membership entitled to vote at a meeting present in person or by proxy at the meeting are a quorum for the transaction of business.

1.08. Voting Rights: At each meeting of the members, every member of record shall be entitled to one (and only one) vote and may vote in person or by proxy.

1.09. Place of Meetings: All meetings of the members of this corporation shall be held at such place as the Board shall determine.

1.10. Termination of Membership: Membership in the corporation, and all rights incident thereto, shall be terminated by any one of the following:

- a. Written or oral resignation of the member submitted to the secretary;
- b. For good cause, as determined by the Board; and
- c. Failure of the member to meet the qualification requirements of Article 1.01, above.

ARTICLE TWO. BOARD

2.01. Management: The business and affairs of the corporation shall be managed under the direction of the board, which may delegate those responsibilities as it sees fit.

2.02. Powers: In addition to the powers expressly conferred upon it by these By-laws, the Board may exercise all powers allowed by law.

2.03. Number and Composition: The Board shall consist of not less than five (5) and not more than nine (9) persons. The first Board shall be a provisional one consisting of the incorporators and such other directors as may be elected by a majority vote of the provisional Board.

As required by law and with the approval of the authorizer, the change to the board composition will need approval from the majority of teachers. The maximum Board composition shall be as follows: three (3) teachers; three (3) parents and three (3) community members. No one group shall have a majority over the other.

- 2.04. The provisional Board shall serve until July 1, 2006. In April, 2006, the members shall elect a new Board consisting of not less than seven (7) directors. Three (3) shall serve until July 1, 2007, and the balance shall serve until July 1, 2008. Directors elected for terms commencing July 1, 2007, and thereafter shall be elected to two (2) year terms.
- 2.05. Vacancies: If the office of any director or directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the remaining directors, though less than a quorum, shall choose a successor or successors. The Board may choose not to fill a vacated position as long as there are no less than five (5) directors remaining on the Board.
- 2.06. Place of Meetings: The majority of the Board shall determine the meeting place. Upon failure of the directors to do so, then the President shall select the meeting place.
- 2.07. Regular Meeting: The Board shall establish a regular meeting schedule and keep it on file at the business office. It is anticipated that the Board will meet monthly to discuss operations; to hear reports and updates from the directors and committees; to consider and to adopt or change policy; to consider requests and concerns from parents, students or staff; and to address any other matters brought before the Board.
- 2.08. Special Meetings: Special meetings of the Board may be called by a majority of the directors then in office upon giving seventy-two (72) hours notice thereof to all directors. Such notice shall state the date, time, place and purpose of the meeting.
- 2.09. Quorum: At all meetings of the Board a quorum sufficient for the transaction of business shall consist of a majority of the directors in office. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally presents leaves less than the proportion or number otherwise required for a quorum.
- 2.10. Absent Director: A director may not give advance written consent or opposition to a proposal to be acted on at a Board meeting. If the director is not present at the meeting, that director may not vote on proposals acted upon at such meeting.
- 2.11. Attendance: Attendance at Board meetings is mandatory. Missing three (3) meetings in a row without prior Board approval is grounds for immediate dismissal. The Chairperson, in his/her exclusive discretion, shall determine whether prior approval was obtained.
- 2.12. Removal and Resignation: any director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein and, unless otherwise state therein, the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed at any time, with or without cause, by an affirmative vote of a three-fourths majority of the remaining directors whenever, in their judgment, the best interests of the corporation are served by the removal.
- 2.13. Act of the Board: The Board shall take action by the affirmative vote of a majority of the directors present at a duly held meeting.

- 2.14. Waiver of Notice: Any director may, in writing, either before or after a meeting, waive notice of the meeting or any action to be taken at the meeting.
- 2.15. Chairperson: The Board shall, at its January meeting (or at such other meeting as the Board may, from time to time, determine by resolution) elect a chairperson who shall preside over its meeting until the following January meeting. If the office of chairperson becomes vacant for any reason, the remaining directors shall choose a successor to complete the vacant chairperson's term.
- 2.16. Ex Officio Student Director: The Board may, in its discretion, allow a student at Voyageurs Expeditionary High School to serve on the Board if such student is elected by the remaining members of the student body to be their student body president. The term of each student director shall expire at the end of the school year.
- 2.17. Conflicts of Interest Policy: The Board shall adopt a policy relating to conflict of interest for directors and keep such policy on file in the business office. Once adopted, such policy may be amended only when it is received the affirmative vote of two-thirds majority of all directors.
- 2.18. Elections: The Board shall adopt a policy establishing procedures for the election of directors and keep such policy on file in the business office. Such policy may include, among other things, the time, place, and manner of conduction elections; term limits for directors; or limitations on the number of family members serving as directors at one time. Once adopted, such policy may be amended only when it has received the affirmative vote of a two-thirds majority of all directors.
- 2.19. Mission Statement: The Board shall adopt a mission statement which will include, at a minimum, a description of the mission and purpose of the corporation. An amendment to the mission statement shall be adopted only when it has received the affirmative vote of two-thirds majority of all directors. The mission statement shall be kept on file at the business office.
- 2.20. Committees: The Board may, from time to time, establish whatever committees it deems necessary or appropriate to assist the corporation in the conduct of its business. The Board may also establish the rules under which such committees are to operate.
- 2.21. Open Meeting Law: The board shall adopt a policy for compliance with the Minnesota Open Law Meeting Law (M.S.A. § 13D.01 et. seq.), as the same may be changed from time to time. Once adopted, such policy may be amended only when it has received the affirmative of a two-thirds majority of all directors.

ARTICLE FOUR. NOTICE

- 4.01. Whenever under the provisions of these By-laws notice is required to be given to any director, officer, member, or other person, it shall not be construed to require personal notice. Such notice shall be given in writing by mail by depositing the same in the post office or a letter box within the United States of America, in a postpaid, sealed wrapper addressed to such director, officer or member at the last address appearing on the corporate books; or by e-mail or other similar electronic transmission to the last such electronic address appearing on the corporate books. Any such notice shall be deemed to have been given at the time when the same shall be thus mailed, deposited, or electronically transmitted.

The Board may adopt a policy establishing a day or date, time, and place of Board meetings. If adopted, such policy shall be posted at the school office and/or on the school website. Once established, meetings shall be held on the designated day or date, time, and place unless timely notice of a change is provided to all directors and to the public in accordance with the requirements of the Minnesota open meeting law.

ARTICLE FIVE. CONTRACTS AND CHECKS

- 5.01. Contracts: The Board may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation. The Board may also authorize any officer or officers to accept on behalf of the corporation any contribution, gift, grant, bequest, or devise for the general purpose or for any special purpose of the corporation. Such authority may be general or may be confined to specific instances.
- 5.02. Checks, Drafts, or Orders: The board shall establish a policy on who is authorized to sign checks, drafts, or orders for the payment of money. In the absence of a policy, such instruments shall be signed by the Treasurer or by any two other officers of the corporation.

ARTICLE SIX. INDEMNIFICATION

- 6.01. To the full extent permitted by Minnesota law, each person who was or is a party or is threatened to be made a party to any threatened, pending or complete action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a director or officer of the corporation, shall be indemnified by the corporation against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceedings. The indemnification provided by this section shall inure to the benefit of the heirs, executors and administrator 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.

ARTICLE SEVEN. DEFINITIONS

As used in these By-laws, the following terms have the meanings given:

- 7.01. “Staff” means any person, including teachers, administrators, or support personnel employed by the corporation on a full-time basis Staff shall not include independent contractors.
- 7.02. “Parent” means a natural parent of a student enrolled at Voyageurs Expeditionary High School, except where the student has a legal guardian. In such case, the term “parent” shall mean the legal guardian rather than the natural parent(s). Where more than one adult has legal custody of a student, whether or not those adults reside in the same household, notification to any of those adults shall constitute notification of a parent where required by these By-laws.

ARTICLE EIGHT. AMENDMENT

- 8.01. Any director may propose amendments to the Article of Incorporation or these By-laws by resolution. One week notice of the meeting identifying the purpose of the proposed amendment shall be given to each officer and each director, regardless of the individual’s voting rights. An amendment shall be adopted when it has received the affirmative vote of a two-thirds majority of all directors.

Dated this ____ day of _____, 2003, at Bemidji, Minnesota

VOYAGEURS EXPEDITIONARY HIGH SCHOOL

By
Its Secretary

