

**BYLAWS  
OF  
KALON PREP ACADEMY  
(FKA KALONN ACADEMY)**

**ARTICLE I  
OFFICES, CORPORATE SEAL**

**Section 1.01. Registered Office.** The registered office of this corporation located in Minnesota shall be that as set forth in the Articles of Incorporation, or in the most recent amendment of the Articles of Incorporation, or in the most recent statement filed with the Secretary of State of Minnesota changing the registered office.

**Section 1.02. Other Offices.** This corporation may have such other offices as the Board of Directors may from time to time determine.

**Section 1.03. Corporate Seal.** This corporation shall have no corporate seal.

**ARTICLE II  
MEMBERS**

This corporation shall not have members, except for those members of the Board of Directors as defined in Minnesota Statutes Section 124E.

**ARTICLE III  
BOARD OF DIRECTORS**

**Section 3.01. General Powers.** The property, business, and affairs of this corporation shall be managed by or under the direction of the Board of Directors.

**Section 3.02. Number, Qualifications, Term of Office, and Election.** The number of directors shall be determined by affirmative vote of a majority of the total number of directors, provided that the number of directors shall not be less than five (5) who are not related parties and a majority of which shall be persons other than licensed teachers as set forth in Minnesota Statutes Section 124E.07, subdivision 3(a). A “related party” means an affiliate or immediate relative of the other interested party, an affiliate of an immediate relative who is the other interested party, or an immediate relative of an affiliate who is the other interested party. Directors must be natural persons at least eighteen (18) years of age.

The initial Board of Directors shall have at least five (5) nonrelated members who shall serve for an initial staggered term of one, two or three years and include:

- (a) At least one licensed teacher who is employed as a teacher at the school or provides instruction under contract between the corporation and a cooperative,

provided the number of licensed teachers on the Board of Directors shall never constitute a majority;

- (b) At least one parent or legal guardian of a student enrolled in the corporation's charter school who is not an employee of the corporation; and
- (c) At least one interested community member who resides in Minnesota, is not employed by the corporation, and does not have a child enrolled in the school.

Each director subsequently elected shall hold office for a term of three (3) years and through the adjournment of the meeting at which successor directors are elected, and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the director. Directors shall be elected annually by the corporation's "eligible voters" as set forth in Minnesota Statutes Section 124E.07, subdivision 5, and means staff members employed at the school, including teachers providing instruction under a contract with a cooperative, members of the voters eligible to elect the members of the corporation's Board of Directors. The corporation will notify such eligible voters of the Board of Directors election dates at least thirty (30) days before the election.

**Section 3.03. Resignation.** A director may resign at any time by giving notice to the corporation. The resignation of a director is effective without acceptance when the notice is given to the corporation, unless a later effective time is specified in the notice. Written notice or an electronic communication which meets the requirements of Section 3.16 may satisfy the notice requirement.

**Section 3.04. Removal of Directors.** A director may be removed at any time, with or without cause, by the affirmative vote of a majority of the total number of directors.

**Section 3.05. Vacancies.** Any vacancy in the Board of Directors caused by death, resignation, removal, an increase in the number of directors, expiration of term, or any other cause, shall be filled by affirmative vote of a majority of the total number of remaining directors, and the term of the director filling the vacancy shall expire at the end of the preceding director's designated term as set forth in Section 3.02 herein.

**Section 3.06. Time, Place and Manner of Meetings.** The Board of Directors may hold its meetings at such time and place, and in such manner as it may from time to time determine. If the Board of Directors fails to select a place for a meeting or to specify that the meeting will be conducted solely through means of remote communication pursuant to Section 3.07, the meeting shall be held at the registered office.

**Section 3.07. Meetings Conducted Through Means of Remote Communications.** The Board of Directors will ensure that any meetings

conducted through means of remote communication or directors who attend a meeting through remote communication will follow the procedures in 13D.02, subdivision 1.

**Section 3.08. Attendance and Participation in Meetings by Means of Remote Communication.** Each member of a body participating in a meeting by remote communication is considered present at the meeting for purposes of determining a quorum and participating in all proceedings.

**Section 3.09. Annual Meeting.** The annual meeting of the Board of Directors shall be held each year at such time and place and in such manner as the Board may determine, for purpose of electing directors and officers and the transaction of such other business as shall come before the meeting.

**Section 3.10. Regular Meetings.** Regular meetings of the Board of Directors shall be held from time to time, and at least once annually, at such times and places and in such manner as the Board may determine.

**Section 3.11. Special Meetings.** Special meetings of the Board of Directors shall be held whenever called by the Chair or by any one of the directors, and shall be held at such times and places and in such manner as the Board may determine.

**Section 3.12. Notice.** Notice of a meeting shall comply with Minnesota Statutes Section 13D.04 and be mailed to each director, addressed to the director at his or her address according to the last available records of this corporation at least five (5) days before the day on which the meeting to be held, or delivered personally or by telephone, facsimile transmission, or electronic communication which meets the requirements of Section 3.16, not later than three (3) days before the day on which the meeting is to be held, however, notice need not be given if the date, time and place of the meeting were announced at a previous Board meeting. The notice shall state the time, place and manner of the meeting, but need not state the purposes thereof. Notice will be deemed waived by any director who attends the meeting in person or participates in the meeting via remote communication, unless the director objects at the beginning of meeting that the meeting is not lawfully called or convened and does not participate in the meeting. Notice also may be deemed waived if the director consents to such waiver of notice in writing or by electronic communication which meets the requirements of Section 3.16, before, after or during the meeting.

**Section 3.13. Quorum.** Except as otherwise provided by statute or by these Bylaws, one-half (1/2) of the total number of directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any duly-held meeting at which a quorum is present shall be the act of the Board of Directors. 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. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. 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 directors originally present leaves less than the number otherwise required for a quorum. In the event of a vote by the remaining directors, after a quorum no longer exists, the vote must be unanimous for the contracting of any business.

**Section 3.14. Proxy Voting.** Proxy voting shall not be permitted.

**Section 3.15. Conflicts of Interest.** Except as permitted by law, with respect to any contract or other transaction between this corporation and any director (or an organization in which a director is a director, officer, or legal representative or has a material financial interest), the material facts as to such contract or transaction and as to the director's interest must be fully disclosed or known to the Board of Directors prior to approval of such contract or transaction, and interested director may not be counted in determining the presence of a quorum and may not vote.

An individual is prohibited from serving as member of the Board of Directors if:

- (a) The individual, an immediate family member, or the individual's partner is a full or part owner or principal with a for-profit or nonprofit entity or independent contractor with whom the corporation contracts, directly or indirectly, for professional services, goods, or facilities; or
- (b) An immediate family member is an employee of the corporation.

**Section 3.16. Electronic Records and Signatures.** This corporation recognizes that authenticated electronic communication which meets the requirements of this section may legally satisfy written record and signature requirements necessary for valid records, signatures, and contracts. Authenticated communications are those communications that set forth information from which the corporation can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the corporation, or to an officer or agent of the corporation who is authorized by the corporation to receive the communication. Electronic records are records that are created, generated, sent, communicated, received or stored by electrical, digital, magnetic, wireless, optical, electromagnetic or similar technologies. Valid electronic signatures are those that are expressed through an electronic sound, symbol or process, and that are logically associated with a record and executed or adopted by a person with intent to sign the record.

**Section 3.17. Code of Conduct. All Board Members should:**

- (a) Fully participate in School Board meetings and other public forums while demonstrating respect, kindness, consideration, and courtesy to others.
- (b) Prepare in advance of meetings and be familiar with issues on the agenda.
- (c) Represent the Charter School at ceremonial functions at the request of the Chief Executive Officer.
- (d) Be respectful of other people's time.
- (e) Stay focused and act efficiently during public meetings.
- (f) Serve as a model of leadership and civility to the community.
- (g) Inspire public confidence in the Charter School government.
- (h) Demonstrate honesty and integrity in every action and statement.
- (i) Participate in scheduled activities.

## **ARTICLE IV OFFICERS**

**Section 4.01. Number and Qualifications.** The officers of this corporation shall be a Chair, one or more Vice Chairs if elected by the Board of Directors, a Secretary, a Treasurer, and such other officers a may be elected by the Board of Directors. Any number of offices may be held by the same person. Officers shall be natural persons. The Chief Executive Officer may serve an ex-officio director of the corporation.

**Section 4.02. Election and Term of Office.** Except for the Chief Executive Officer who shall serve as an ex-officio director of the corporation for as long as he or she is employed by the corporation, officers shall be elected annually by the Board of Directors, and, except in the case of officers appointed in accordance with the provisions of Section 4.11, each shall hold office until the next annual election of officers and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the officer.

**Section 4.03. Resignation.** Except as otherwise provided in an employment contract, if applicable, an officer may resign by giving notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective date is named in the notice. Notice provided in writing or by an electronic communication which meets the requirements of Section 3.16 may satisfy the notice requirement.

**Section 4.04. Removal.** An officer may be removed, with or without cause, by a resolution adopted by the Board of Directors.

**Section 4.05. Vacancies.** A vacancy in an office because of death, resignation, removal, or any other cause shall be filled for the unexpired part of the term in the manner prescribed in these Bylaws for election to such office.

**Section 4.06. Chair.** The Chair shall when present, preside at meetings of the Board of Directors and perform such other duties as may from time to time be prescribed by the Board of Directors.

**Section 4.07. Vice Chair.** In the absence of the Chair, or in the event of his/her inability or refusal to act, the Vice Chair (or in the event there be more than one Vice Chair, the Vice Chair in the order of their election) shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the Chair. Any Vice Chair shall perform such other duties as shall from time to time be assigned by the Board of Directors.

**Section 4.08. Secretary.** The Secretary shall: (a) maintain records of and, when necessary, certify proceedings of the Board of Directors; (b) when directed to do so, give proper notice of meetings of the Board of Directors; and (c) perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chair.

**Section 4.09. Treasurer.** The treasurer shall: (a) keep accurate financial records for the corporation; (b) deposit money, drafts, and checks in the name of and to the credit of the corporation in the banks and depositories designated by the Board of Directors; (c) endorse for deposit notes, checks, and drafts received by the corporation as ordered by the Board of Directors, making proper vouchers for the deposit; (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board of Directors; (e) upon request, provide the Chair and the Board of Directors an account of transactions by the Treasurer and of the financial condition of the corporation; and (f) perform such other duties as may from time to time be prescribed by the Board of Directors or the Chair.

**Section 4.10. Chief Executive Officer.** The Chief Executive Officer shall: (a) have general active management of the business of the corporation; (b) see that orders and resolutions of the Board of Directors are carried into effect; (c) sign and deliver in the name of the corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to exercised by another person or is expressly delegated by the Articles of Incorporation or Bylaws or by the Board of Directors to another officer or agent of the corporation; and (d) perform such other duties as may from time to time be prescribed by the Board of Directors.

**Section 4.11. Other Officers.** This corporation may have such other officers and agents as the Board of Directors considers necessary for the operation and management of the corporation, each of whom shall have the powers, rights, duties, responsibilities, and terms in office as may be determined by resolution of the Board of Directors.

**Section 4.12. Delegation.** Unless prohibited by a resolution adopted by the Board of Directors, an officer may, without the approval of the Board of Directors, delegate some or all the duties and powers of an office to other persons.

## **ARTICLE V COMMITTEES**

**Section 5.01. Committees.** The Board of Directors may act by and through such committees as may be specified in resolutions approved by a majority of the total number of directors.

**Section 5.02. Procedures.** The general procedures specified within Article III apply to committees and members of committees to the same extent as those sections apply to the Board of Directors. Each committee shall prepare minutes of its meetings and shall furnish such minutes to the Board of Directors and members of the committee.

## **ARTICLE VI BOOKS AND RECORDS**

The corporation shall keep at its registered office correct and complete copies of:

- (a) its Articles of Incorporation and Bylaws;
- (b) accounting records, and
- (c) Minutes of meetings of the Board of Directors and of committees having any of the authority of the Board of Directors.

## **ARTICLE VII INDEMNIFICATION**

The corporation shall indemnify persons to the extent required by the Minnesota Nonprofit Corporation Act, and shall have the power otherwise to indemnify persons for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law.

## **ARTICLE VIII AMENDMENTS**

Amendments to the Articles of Incorporation and these Bylaws must be approved by a majority of the total number of directors. Notwithstanding the foregoing, pursuant to Minnesota Statutes Section 124E.07, subdivision 4, any changes to the Corporation's governance structure shall require approval by (1) a majority of the Corporation's total number of directors, (2) a majority of the licensed teachers employed by the school as teachers, including licensed teachers providing instruction under a contract between the school and a cooperative, and (3) the corporation's charter school authorizer (per Minnesota Statutes Section 124E.07).

**ARTICLE IX  
CONTROLLING LAW**

These Bylaws are intended to align with all applicable Federal and Minnesota State laws, including Minnesota Statutes Section 124E, et seq., the Minnesota Charter School Law. To the extent that anything in these Bylaws is, or becomes, inconsistent with such laws, the applicable Federal or State law shall be controlling.

These revised Bylaws have been approved and adopted by the Board of Directors of this corporation on \_\_\_\_\_.

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Heather Netland, Secretary

Revised May 3, 2021