

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: to provide our students with a traditional, classical education that demands their best in academic achievement, behavior and attitude and challenges 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

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

Section 1. Meetings Generally.

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," Minn. Stat. §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.

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 e-mail, or by newsletter, or other postal service mailed first class, or by website posting at least fourteen (14) days prior to the meeting date. Such notice shall contain the date, time and place of the meeting.

Section 3. 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 e-mail or by newsletter or other first class postal service mailed, or by website posting 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 4. Quorum.

For any annual or special meeting, a quorum is achieved if a quorum of the Corporation's Board of Directors is present.

Section 5. Voting.

At each meeting of the membership, every voting member shall have one (1) vote. Members may vote in person or by proxy. The affirmative vote of a majority of a quorum of voting members shall constitute a duly authorized action of the membership.

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. 124D.10, 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

Section 2. Number, Tenure and Qualifications.

Board of Directors shall be composed of eleven (11) 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 eleven (11) members. The Board by resolution shall identify each initial director by using letters for each director (e.g., identifying each Director as Directors A, B, C, etc.). The Board shall have sole discretion when initially identifying Directors.

The Board's composition shall be consistent with chapter 317A. The Board may change its governance model only:

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

Every charter school board member shall attend Minnesota Department of Education approved training on board governance, the Board's role and responsibilities, employment policies and practices, and financial management. A Board member who does not begin the required training within six months of being seated and complete the required training within 12 months of being seated on the Board is ineligible to continue to serve as a Board member until the training is completed.

Board members must not be Related Parties as defined in State Statute.

Licensed teachers employed by the Corporation must hold exactly the number of Board seats to achieve a simple majority.

No more than six (6) Directors shall be up for election in any calendar year unless a seat has been vacated in which case more than six (6) may be elected. The election of the Board of Directors shall be in compliance with Section 124D.10 subd. 4(c) of the Minnesota Statutes.

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 the Corporation's Members of the nominees for each position to be elected thirty (30) days prior to the annual meeting. The election must occur when the school is in session.

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 e-mail, 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 meeting.

Section 4. Special Meetings.

4.1 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 at least one-third (1/3) of the members of the Board. Notice of every special meeting of the Board of Directors shall be e-mailed or mailed to each director at least five (5) days before the day on which the meeting is to be held, or be delivered in person or by telephone, not later than twenty-four (24) hours before the meeting is to be held.

4.2 In the case of an emergency situation involving health, safety, and security, the notification requirements of a Special Meeting may be waived by the Board Chair.

Section 5. Quorum and Adjourned Meeting.

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 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 of 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 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 providing a violation of the Duty of Care, Loyalty, or Obedience.

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, or until his successor has been duly elected and qualified, subject to his earlier death, disqualification, resignation or removal.

Section 9. 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. 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.

Subject to the provisions of Minn. Stat. §13D.01 et. seq., 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. 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. Provided, however, no committee of the Board shall have membership greater than 49% of the members of the Board. All committees shall be chaired by a member of the Board.

11.1 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 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.

11.2. 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 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.

11.3. 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 Section 4 above.

Section 12: 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 citizen 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.

ARTICLE V
OFFICERS AND EMPLOYEES

Section 1. 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 Annual Meeting.

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 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 if present;

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 President (and Vice Board Chair).

The Vice President shall:

4.1 Act as the chairman of the Board of Directors in the absence of the President (Board Chair).

Section 5. Treasurer.

The Treasurer shall:

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

5.2. Deposit all monies, drafts and checks in the name of, and to the credit of, the Corporation in such banks and depositories as the Board of Directors shall from time to time designate;

5.3. Have the care and custody of the corporate funds and securities;

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

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

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

5.7. 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.

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

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) or appoint an alternate member of the Board;

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 the members and all meetings of the Board of Directors and committees; and

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

6.7. 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.

7.1 Chief Executive Officer: The Executive Director of the school shall serve as the Chief Executive Officer and serves as an Ex-Officio Member of the Board.

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 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 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 or Obedience,

Section 11. Resignation.

Any officer may resign at any time. Such resignation shall be made in writing to the President 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 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. 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 of Directors 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 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 VII
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 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.

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 Minnesota Statutes, Section 317A.521, the Articles of Incorporation or these Bylaws.

**ARTICLE VIII
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 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 the provisions of Minn. Stat. §124D.10 Subd.8(i) and, to the extent not in conflict with the law, with generally accepted accounting principles applied on a consistent basis, an appropriate accounting and financial reporting system for the Corporation. 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.

CERTIFICATE

The undersigned members of the 2010-2011 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.

5/24/11
Date

Carolyn Simmes Tillotson
NAME

5/24/11
Date

Sonyi Menard
NAME

5/24/11
Date

Jessica Bergeron
NAME

5-24-11
Date

5-24-2011
Date

5-24-11

5-24-11

5-24-11

~~5-7-11~~

6-7-11

Mary E. Wolff
NAME

Sara
NAME

Sara Stouffer

Pat J. Larson

David Dicker

J. Komporf