BY-LAWS
MINNESOTA EXCELLENCE IN LEARNING ACADEMY, INC.

(EFFECTIVE 11/2013; REVISED 8/25/2017, 6/4/2020, 10/14/2021, 10/6/2022, 10/26/2023, 12/12/2024, 2/10/2025)

ARTICLE I NAME AND OFFICE

Section 1.1 Name. The name of the corporation will be Minnesota Excellence in Learning Academy (MELA).

Section 1.2 Principal Office.The principal office of the Corporation in the State of Minnesota shall be as set forth in the Articles of Incorporation or in the most recent amendment of the Articles of Incorporation or statement of the Board of Directors filed with the Minnesota Secretary of State changing the registered office in the manner prescribed by law. 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 from time to time. The Corporation shall have and continuously maintain a registered office in the State of Minnesota. The registered office may be, but need not be, identical with the principal office in the State of Minnesota.

Section 1.3 Governing Law. The governance of the Corporation will at all times be in accord with the provisions of MN. Stat. §124E and Stat.§ 317A (and such other provisions of Minnesota laws as are therein referenced), all other statutory requirements including compliance with the Minnesota Open Meeting Law, Mn. Stat. Ch. 13D.01 et.seq. The objects and purposes of the Corporation are as stated in its Articles of Incorporation.

ARTICLE II MEMBERS

Section 2.1 Membership. The corporation shall not have members, and shall be governed solely by the Board of Directors.

ARTICLE III DIRECTORS

Section 3.1 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.07, 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.

Section 3.2 Number, Tenure, and Qualifications. The Board of Directors shall consist of not less than five (5) or more than nine (9) members. Board members cannot be related parties. Contractors who provide facilities, goods, or services to the school, employees of the school who do not meet the criteria

as a teacher member, and any contractor or employee of the school's authorizer cannot serve on the board of directors. In addition, board members may not serve on more than one charter school board.

Seats shall be as follows:

Seat	Type	Term
Seat 1 Required	**Community member** Resides in Minnesota and is neither a parent/guardian of a student nor a teacher employed by the school	2 years
Seat 2 Required Seat 3 Required	**Teacher member** A qualified teacher either serving as a teacher of record in a field in which the individual has a license or providing services to students the individual is licensed to provide (counselor, social worker, nurse, etc.) **Parent member** Parent or guardian of a current student and must not be an employee of the school	3 years 2 years
Seat 4 Required	Any member type	3 years
Seat 5 Required	Not the same as Seat 4	2 years

Seat 6 Optional	Not the same as Seat 4-5	3 years

Directors shall be elected and hold office for the terms listed above or until a successor has been duly elected and qualified, or until the director dies, resigns, is removed or the term otherwise expires as provided by law or by the bylaws of the school. The election of the Board of Directors shall be in compliance with Section 124E.07 subd. 5 of the Minnesota Statutes. An individual may serve on the school board for up to 10 years or 5 terms whichever is shorter. Newly elected members will begin their terms on July 1st.

Section 3.3 Election of Directors. For each election cycle, the board will appoint an election commissioner who will facilitate the election process and ensure proper election protocol is followed.

At an annual meeting or any special meeting properly called in accord with the provisions of MN. Stat. 124E.07, Subd. 4, staff members employed at the school, including teachers providing instruction under a contract with 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 school's board of directors (Minn. Stat. 124E.07 subd. 5). Voters, under the provisions of Mn Stat. Ch. 317A et. seq., shall elect the directors in accord with the outcome of voting.

Section 3.4 Nomination Process. While school is in session and 60 days in advance of the Corporation's election meeting, the Board of Directors will solicit nominations for all of the directorate positions that will be filled at the election meeting. The appointed election commissioner will compile the list of nominees and notify the Corporation's Members of the nominees for each position 15 days before the date of the election meeting.

Section 3.5 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 Board Secretary. 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, with cause, by a two-thirds (2/3) vote of a majority of all remaining directors of the Corporation. Failure to attend three (3) consecutive meetings shall constitute cause.

Section 3.6 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 at which time the director must stand for election to complete the term, or until his successor has been duly elected and qualified, subject to his earlier death, disqualification,

resignation or removal.

Section 3.7 Compensation. Directors, as such, shall not receive stated salaries for their services.

Section 3.8 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 3.9 Governance Structure Change and Majority Designation. MELA's School Board will have no clear majority of parents, teachers, or community members. The board may change its governance structure only by a majority vote of the board of directors, a majority vote of the licensed teachers employed by the school as teachers, and with the authorizer's approval.

Section 3.10 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 email or in person 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; however, the notice need not specify the business to be transacted thereat.

Section 3.11 Special Meetings. Special meetings of the Board of Directors may be called at any time, for any purpose by the Board Chair. In addition, the Board Chair shall call a special meeting of the Board of Directors upon the written request of one-third (1/3) of the members of the Board, 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. Notice of every special meeting of the Board of Directors shall be emailed not later than three calendar days before the meeting is to be held. 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 3.12 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 newsletter or email or website notification at least thirty (30) not more than sixty (60) days prior to the meeting date. Such notice shall contain the date, time, and place of the meeting.

Section 3.13 Notice of Board Meetings shall be in accordance with the Minnesota Open Meeting Law. (Minnesota Statutes Chapter 13D)

Section 3.14 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 3.15 Presence at Meetings. Members of the Board of Directors or of any committee, as applicable, may participate in a meeting of the Board of Directors or any committee by means of conference telephone or similar communications equipment as long as it adheres to MN Statute 132D.02. In the event electronic participation is via a method by which there are both oral and visual capabilities, the member can be counted as present for a quorum and may participate fully.

Section 3.16 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 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.

Section 3.17 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.

Section 3.18 Procedures for Conducting Meetings. The activities of all committees of this Corporation shall be conducted in such a 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 s/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.

Section 3.19 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 the 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.

ARTICLE IV OFFICERS AND EMPLOYEES

Section 4.1 Officers. The officers of the Corporation shall be elected for one (1) year terms by the Board of Directors, and shall consist of:

A. Board Chair (Term limit: 10 years)
B. Vice Chair (Term limit: 10 years)
C. Treasurer (Term limit: 10 years)
D. Secretary (Term limit:10 years)
E. Chief Administrator: That person reporting to the Board charged with the day-to-day management of the Corporation's activity will also be an ex-officio member of the Board
F. Chief Financial Officer: That person being the most senior staff person of the School charged with reporting to the Chief Administrator on the financial affairs of the Corporation and shall also be an ex-officio member of the Board
G. Such other officers as the Board of Directors shall determine from time to time

Section 4.2 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 4.3 Board Chair. The Board Chair shall:

A. Act as the chairman of the Board of Directors
B. Exercise the functions of the office of the president of the Corporation
C. Preside at all meetings of the Board of Directors; in the case the Board Chair is absent, the Vice Chair will conduct the meeting
D. 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
E. 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;
F. Have the general powers and duties usually vested in the office of the president
G. 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 4.4 Vice-Chair. The Vice-Chair in the absence of the Board chair shall: A. Act as the chairman of the Board of Directors and exercise the functions of the office of the president of the Corporation
B. Preside at all meetings of the Board of Directors; in the case the Board

Chair is absent, the Vice Chair will conduct the meeting

C. 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

D. 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

E. Have the general powers and duties usually vested in the office of the president

F. 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 4.5 Treasurer. The Treasurer shall:

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

B. Have the care and custody of the corporate funds and securities C. Have the power to endorse for deposit all notes, checks, and drafts received by the Corporation

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

E. 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

Section 4.6 Secretary. The Secretary shall maintain the office of the Corporation and shall:

A. Attend all meetings of the members, the Board of Directors, and all committees (when requested); in case the Secretary is absent, another board member will act as secretary

B. Record all proceedings of the minutes of the members, Board of Directors and committees in an online file to be kept for that purpose

C. Preserve all documents and records belonging to the Corporation D. Maintain a list of all members of the Corporation in good standing E. Give or cause to be given notice of all meetings of the members and all meetings of the Board of Directors and committees (when requested) F. Perform such other duties as may be prescribed by the Board of Directors or the Board Chair from time to time

Section 4.7 Chief Administrative Officer.

A. The person employed by the Corporation to perform the tasks set out in the job description which is Att. 1 hereto.

B. The person holding this office shall be an ex-officio, but non-voting, member of the Board of Directors

Section 4.8 Chief Financial Officer.

A. The person employed by the Corporation to perform the tasks set out in the job description which is Att. 2 hereto

B. The person holding this office shall be an ex-officio, but non-voting, member of the Board of Directors

Section 4.9 Management and Administrative Employees.

A. The Corporation may have such management and administrative employees as from time to time are determined necessary by the Board of Directors

B. 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 4.10 Compensation. Board members will not receive compensation for their service; however, they 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 4.11 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 4.12 Removal of Officer. Any officer may be removed from their office at any time, with or without cause, 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.

Section 4.13 Resignation of Officer. Any officer may resign from their office at any time. Such resignation shall be made in writing to the Board Chair or the Secretary of the Corporation and shall take effect at the time specified therein or, if no time is specified, at the time of its receipt by the Board Chair or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

ARTICLE V DISTRIBUTION OF ASSETS

Section 5.1 Right to Cease Operations and Distribute Assets. By a two-thirds (2/3) vote of all directors, the Board 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. If such cessation and distribution is called for, the Board shall set a date for commencement of the distribution.
Section 5.2 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 VI INDEMNIFICATION

Section 6.1 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 and 124E. 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 to 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 6.2 Insurance. The Corporation may 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 VII FINANCIAL MATTERS

Section 7.1 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 7.2 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 7.3 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 7.4 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 7.5 Corporate Seal. The Corporation shall not have a corporate seal.

Section 7.6 Documents Kept at the Registered Office. The Board of Directors shall cause to be kept at the registered office of this Corporation originals or copies of:

A. Records of all proceedings of the Board of Directors and all committee;
B. Records of all votes and actions of the members;
C. All financial statements of this Corporation; and
D. Articles of Incorporation and Bylaws of this Corporation and all amendments and restatements thereof.

Section 7.7 Accounting System and Audit. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting and financial reporting system for the Corporation. The Board shall cause the records and books of account of the Corporation to be audited at least once each fiscal year 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.

Section 7.8 Funding Limits. The Board of Directors shall not allocate more than seventy percent (70%) of the total funding received from the State of Minnesota for wages and salaries. The foregoing limitation does not include benefits such as medical and dental benefits or other benefits deemed necessary by the Board of Directors.

ARTICLE VIII MISCELLANEOUS

Section 8.1 Gender References. All references in these Bylaws to a party in the masculine shall include the feminine and neuter.
Section 8.2 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.

ARTICLE IX AMENDMENTS

Section 9.1 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.

CERTIFICATE

The undersigned Secretary of Minnesota Excellence in Learning Academy, Inc., a Minnesota nonprofit corporation, does hereby certify that the foregoing By-Laws are the by-laws adopted for the Corporation.

Secretary: Olivia Hermans

Date: 2/10/25