

**BY-LAWS  
OF  
CORNERSTONE MONTESSORI ELEMENTARY SCHOOL**

**ARTICLE I – NAME AND OFFICE**

- 1.1**    **NAME.** As registered with the State of Minnesota through its Articles of Incorporation, the name of the School shall be Cornerstone Montessori Elementary School.
- 1.2**    **OFFICE.** The registered office shall be as stated in the Articles of Incorporation. 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 II - PURPOSE AND AFFILIATION**

- 2.1**    **PURPOSE.** The purposes for which the School is organized are stated in its Articles of Incorporation.
- 2.2**    **AFFILIATION.** The School is founded on the principles and pedagogy of the Association Montessori Internationale (AMI), the organization founded by Maria Montessori in 1929. As such, the school will strive to hire AMI-trained teachers whenever possible.

**ARTICLE III - MINNESOTA LAW COMPLIANCE**

- 3.1**    **COMPLIANCE.** The governance of the Corporation will at all times be in accord with the provisions of MN Stat. §317A (Nonprofit Corporations), MN Stat. §12E (Charter Schools) and §124E.20 (Revenue for a Charter School), MN Stat. §13D.01 et.seq (Minnesota Open Meeting Law), and such other provisions of Minnesota laws therein referenced.

**ARTICLE IV - MEMBERSHIP**

- 4.1**    **MEMBERSHIP.** The school shall have no members.

**ARTICLE V - BOARD OF DIRECTORS**

- 5.1 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, MN 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.
- 5.2 DIRECTOR RESPONSIBILITIES.** Board members are expected to be good stewards of the Corporation, attend all board meetings, actively participate in Board activities, attend Department of Education-approved training as may be required from time to time, and comply with all state and federal laws that pertain to Minnesota Charter schools.
- 5.3 NUMBER AND COMPOSITION.** At all times, the Board of Directors shall consist of at least five (5) but no more than fifteen (15) nonrelated members and include: (i) at least one licensed teacher employed at the school or a licensed teacher providing instruction under a contract between the School and a cooperative; (ii) the parent or legal guardian of a student enrolled in the charter school; and (iii) an interested community member who is not employed by the charter school and does not have a child enrolled in the school. The Board will also consist of at least one (1) AMI-trained individual, to serve in any capacity. The chief financial officer and the chief administrator are ex-officio nonvoting board members. At the date of these by-laws, the Board of Directors is a “non-teacher majority,” and board membership shall be in accord with the provisions of MN Stat. 124E.07.
- 5.4 TERMS**
- 5.4.1 ONGOING BOARD MEMBERS.** Board members are elected at the Annual Meeting for a term of three (3) years (unless the Board specifically designates a shorter duration). Directors shall hold office for a three (3) year term or until the director dies, resigns, is removed or the term otherwise expires as provided by law or by the Bylaws of this Corporation. At no time will all Board positions be up for election in the same year. Board members are eligible for re-election for up to three (3) consecutive terms.

- 5.5 NOMINATION PROCESS.** Beginning 60 days in advance of 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 eligible voters of the nominees for each position 30 days before the date of the annual meeting.
- 5.6 ELECTIONS.** The election of the Board of Directors shall be in compliance with Section 124E.07 of the Minnesota Statutes.
- 5.7 QUORUM AND ADJOURNED MEETING.** A duly called 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. 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, no further business can be transacted and the Board Chair may adjourn the meeting.
- 5.8 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 by which all persons participating in the meeting can simultaneously hear each other. Such participation at a meeting, however, shall not constitute presence at the meeting for the purpose of achieving quorum, and such members may not vote on any board business.
- 5.9 VOTING.** Each member of the Board of Directors shall have the power to exercise one (1) vote on all matters to be decided by 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.
- 5.10 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, with cause, by a two-thirds (2/3) vote of a majority of all remaining directors of the Corporation. Board members missing more than two (2) regularly scheduled board meetings per year may be removed with cause.

- 5.11 VACANCIES.** Unless otherwise provided by Minnesota Statutes, Section 317A.227, vacancies of 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 end of the term for the seat which that Director holds or the next annual election of directors, whichever first occurs.
- 5.12 COMPENSATION.** Directors, as such, shall not receive stated salaries for their services. Directors 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 School.
- 5.13 DIRECTOR CONFLICTS OF INTEREST.** Directors must comply with MN Stat 124E.07 subd.3 regarding conflict of interest. In addition, all directors are expected to fully disclose all conflicts or potential conflicts of interest and refrain from voting on any such matter.

## **ARTICLE VI - MEETINGS**

- 6.1 REGULAR MEETINGS.** Regular meetings of the Board shall be held a minimum of eight times a year at a time and place to be set by the Board, with notice of the time, place, and date published in accordance with Minnesota Open Meeting Law, MN Stat. 13D.01 et. Seq.
- 6.2 SPECIAL MEETINGS.** A special meeting of the Board of Directors may be called at any time by a majority vote of the Board. Notification of such meeting shall be in accordance with Minnesota Open Meeting Law. Such notice shall contain the date, time, place, and purpose of the meeting.
- 6.3 ANNUAL MEETING.** The Annual Meeting of the Board of Directors shall be held in May for the purpose of presenting reports by the Board President, Treasurer, and Head of School on the activities and financial condition of the school. The Board-approved Annual Report, as required under Section 124E.16 subd. 2, will be distributed at this time. Elections for open seats on the Board of Directors will take place in accordance with Section 124E.07 of the Minnesota Statutes prior to the Annual Meeting and the results will be presented at the Annual Meeting.
- 6.4 MEETING NOTICE.** Meetings of the Board shall be held at a time and place to be set by the Board, with notice of the time, date, and place provided to the directors and all constituents in accordance with Minnesota Open Meeting Law.

## **ARTICLE VII - COMMITTEES OF THE BOARD**

- 7.1 COMMITTEE FORMATION.** 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. The Board may, by similar vote, designate alternate or replacement members of any committee. Committee members need not be members of the Board of Directors. The Board Chair shall be an ex-officio member of all committees, unless the Board Chair serves as a member of such committee.
- 7.2 AUTHORITY OF COMMITTEES.** Each committee shall be under the direction and control of the Board and shall keep regular minutes of its proceedings. All committee recommendations are subject to Board approval at a regular meeting of the Board.
- 7.3 PROCEDURES FOR CONDUCTING MEETINGS.** Committee activities shall be conducted such that they will advance the best interest of the School. The meetings of all committees shall be open to attendance by all directors, but such directors may not vote unless they are members of that committee.

## **ARTICLE VIII - OFFICERS**

- 8.1 OFFICERS.** The officers of the School shall be elected by the Board for one (1) year terms, and shall consist of a Board Chair, Vice Chair, Treasurer, and Secretary who must be concomitantly serving on the Board of Directors. The Board may appoint such additional officers with such duties as it deems advisable. Any officer may be removed at any time prior to the expiration of his or her term by affirmative vote of a majority of the Board. Duties of the officers shall be as follows:
- 8.2 BOARD CHAIR.** The Board Chair shall act as the chairman of the Board of Directors and exercise the functions of the office of the president of the Corporation. The Board Chair, when present, shall preside at all meetings of the board; see that orders and resolutions of the board are carried into effect; sign and deliver in the name of the School deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the School, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the School's organizational documents or by the board to another officer or agent of the School; maintain records of and, when necessary, certify proceedings of the Board; and perform other duties prescribed by the board or by Minnesota Statutes, Section 317A.305, subd. 2.
- 8.3 VICE CHAIR.** The Vice Chair shall act in the capacity of the Chair whenever the Chair is absent or unable to attend to the School's business. The Vice Chair shall perform other such duties prescribed by the board from time to time or by Minnesota Statutes, Section 317A.311.

- 8.4 SECRETARY.** The Secretary shall keep the minutes of all Board Meetings; in the absence of the Secretary, another Board member will act as secretary. In addition, the Secretary will see that all notices are duly given regarding Board meetings, be custodian of all documents and records belonging to the Corporation, and perform such other duties as may be prescribed by the Board of Directors or the Board Chair from time to time.
- 8.5 TREASURER.** The Treasurer shall keep accurate financial records for the School. The Treasurer shall endorse and deposit money, drafts, and checks in the name of the School; disburse the funds of the School as ordered by the Board, making proper vouchers therefore; and perform any other such duties as may from time to time be prescribed by the Board of Directors or by the Board Chair. The Treasurer may, with board approval, delegate the day-to-day financial operations of the School to another person. Monthly, or upon board request, the Treasurer shall provide the Board with an account of transactions and of the financial condition of the School. The Treasurer shall also serve as the Chair of the Finance Committee.

#### **ARTICLE IX - DISTRIBUTION OF ASSETS**

- 9.1 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 affect dissolution. If such cessation and distribution is called for, the Board of Directors shall set a date for commencement of the distribution.
- 9.2 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 X - INDEMNIFICATION**

- 10.1 INDEMNIFICATION.** Each director, officer, and employee of the School, past or present, and each person who serves or may have served at the request of the School as an appointed representative, shall be indemnified by the School, for actions taken and decisions made by such persons on behalf of this School, in accordance with, and to the fullest extent permitted by MN Stat. 317A.521.
- 10.2 LIMITATION ON INDEMNIFICATION.** The School 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.

- 10.3 INSURANCE.** In accordance with MN 124E.09, the School shall obtain at least the amount of and types of insurance up to the applicable tort liability limits under MN Stat. 466. A copy of the insurance policy must be submitted to the School's authorizer and the commissioner before starting operations. Changes in the School's insurance carrier or policy must be submitted to the authorizer and commissioner within 20 business days of the change.

## **ARTICLE XI - FINANCIAL MATTERS**

- 11.1 FISCAL YEAR.** The fiscal year of the Corporation shall be from July 1 of one calendar year to June 30 of the following calendar year.
- 11.2 ACCOUNTING SYSTEM.** 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 School.
- 11.3 ANNUAL AUDIT.** The Board of Directors shall engage an independent auditor to annually audit the records and books of the School. The Secretary and Treasurer shall submit all records and books of the School for examination by the auditor as requested. Pursuant to MN Stat. 124E.16 subd. 1, the School will submit an audit report to the commissioner and its authorizer by December 31 each year.
- 11.4 DOCUMENTS KEPT AT REGISTERED OFFICE.** The Board of Directors shall cause to be kept at the registered office of this Corporation all records required by the Minnesota Open Meeting Law and originals or copies of:
- 11.4.1** Records of all proceedings of the Board of Directors and all committees;
  - 11.4.2** Records of all votes and actions of the members;
  - 11.4.3** All financial statements of this Corporation; and
  - 11.4.4** Articles of Incorporation and Bylaws of this Corporation and all amendments and restatements thereof.

## **ARTICLE XII - AMENDMENTS**

Subject to the provisions of MN Stat.317A.181, Subd. 2(b), these bylaws may be amended in whole or in part by an affirmative vote of a majority of the directors then seated.

**Amended and Restated By-Laws**

**Board Adopted and Approved: 12-18-12**

**Board Revised and Approved: 2-13-16**

**Board Updated Statute References and Approved: 4-16-19**

**Board Revised and Approved: 11-19-19**