

Yinghua Academy Bylaws

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**BYLAWS
OF
[Yinghua Academy]
(the “Corporation”)**

**ARTICLE I
PURPOSE**

The purposes of the Corporation are as stated in its Articles of Incorporation.

**ARTICLE II
OFFICES**

The registered office of the Corporation in the State of Minnesota is 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 III
MEETINGS**

Section 1. Annual Meeting. Notice of the annual meeting of the Corporation shall be by official posting on the school website and posting at the school site. Such notice shall contain the date, time and place of the meeting. The annual meeting will occur during the school year.

Section 2. Regular Meetings. Regular meetings of the Board of Directors shall be held as determined by the Board at least ten times per year. A schedule of the regular meetings shall be published on the printed and online-based school calendar and kept on file at the primary office of the Corporation. If the Board decides to hold a regular meeting at a time or place different from the time or place stated in its schedule of regular meetings, it shall give that same notice of the meeting that is required for special meetings in accordance with the Open Meeting Law, Minnesota Statutes section 13D.04, subdivisions 1 and 2, as amended.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called at any time, for any purpose, by the Chair of the Board or by at least two Directors. Notice of such meeting shall be given in accordance with the Open Meeting Law, Minnesota Statutes section 13D.04, subdivision 2, as amended. Notice of such meeting shall be given personally, emailed or mailed to each Director, addressed to him at his residence or his usual place of business at least three (3) days before the day on which the meeting is to be held. The notice shall state the date, time, place and purpose of the meeting in accordance with the Open Meeting Law.

Section 4. Emergency Meetings. When circumstances, in the judgment of the Board

of Directors, require the immediate consideration of an issue by the Board, the Board may call an emergency meeting in accordance with the procedures set forth in the Open Meeting Law, Minnesota Statutes section 13D.04, subdivision 3, as amended.

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, a majority of the 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. The existence of a quorum is determined when a duly called meeting is convened.

Section 6. Voting. The affirmative vote of a majority of a quorum of Board members shall constitute a duly authorized action of the Board. When there is a vote on the appropriation of money, the vote of each member must be recorded, except when the vote is for payments of judgments, claims, and amounts fixed by statute.

Section 7. Open Meeting Law. All Board of Director meetings and committee meetings of the Board of Directors, and notice of all such meetings, shall comply with the Open Meeting Law with the exception of the Personnel committee.

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, Minnesota Statute 124E, as amended, and by other applicable law, the Board of Directors shall have all powers set forth in the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, as amended.

Section 2. Number, Tenure, and Qualifications.

- (a) Number. The Board of Directors shall consist of at least seven (7) and no more than thirteen (13) members.
- (b) Tenure. Each director shall hold office for a three (3) year term or until a successor has been duly elected and qualified or until the director dies, resigns, is removed, or the term otherwise expires. Directors may stand for reelection. There are no limits to the number of terms a director may serve.
- (c) Qualifications.
 - (i) Related Parties Prohibited. The Board of Director membership shall not contain any related parties, as defined by Minn. Stat. 124E.02, as

amended.

(ii) Additional Qualifications.

- (A) Employee Termination. A school employee who is a Director and who resigns his or her employment at the school or whose employment is terminated at the school is ineligible to be a Director and is removed from the Board as of the date of employment resignation or termination.
- (B) Teacher who is Also a Parent. A teacher employed at the school who is also a parent of a child enrolled at the school is eligible for a teacher Director position and is ineligible for a parent Director position.
- (C) Community Member who Becomes an Employee or a Parent. A community member Director who, during his or her Board term, becomes employed at the school or a parent of a child enrolled at the school is removed from the Board as of the date of such employment or enrollment.
- (D) Parent whose Child is Unenrolled. A parent Director whose child is un-enrolled from the school during such Director's term, is removed from the Board as of the date of such un-enrollment.
- (E) Training. All members of the Board of Directors will attend board member training required by Minnesota Statutes section 124E.07, as amended. It is the sole responsibility of each board member to ensure they attend the department-approved training required by Minnesota Statutes section 124E.07, as amended.

Section 3. Change of Governance Structure.

- (a) Board Composition. The composition of the Board of Directors must be consistent with Minnesota Statutes section 124E.07, subdivision 2, as amended.
- (b) Requirements to Change of Governance Structure. The term "governance structure" means having a teacher-majority or a non-teacher majority board, or having a board with no clear majority. Yinghua currently has a non-teacher majority board. Any change in board governance structure must conform with the composition of the Board set forth in Minnesota Statutes section 124E.07, subdivision 4, as amended. The Board may change the governance structure only upon:
 - (i) A majority vote of the Board of Directors

AND

- (ii) A majority vote of the licensed teachers employed by the school as teachers who provide instruction to students, including licensed teachers providing instruction under a contract between the school and a cooperative.

AND

- (iii) Approval of the school's authorizer.

(c) Process & Procedures to Change Governance Structure.

- (i) Requests & Petitions to Change Structure. The Board may consider a change in its governance structure upon receipt of a request for such consideration signed by at least two Directors, or the receipt of a petition to so change the governance model signed by at least 50% of the parents of students enrolled in the school or 50% of the licensed teachers employed at the school as teachers.
- (ii) Special Board Meeting to Solicit Community Comment. Upon receipt of a request or petition complying with (i) above, the Board shall schedule and publicize a special board meeting, to be held within thirty days of receipt of such request or petition, for the sole purpose of receiving community comment regarding the governance structure. When publicizing the special board meeting, the Board shall also invite the school community to submit written comments to the Board prior to the special board meeting.
- (iii) Board Meeting. The Board shall place on the agenda of its regular meeting following the special board meeting consideration of changing the governance structure. Placing the item on the agenda does not require any board member to introduce a motion or second a motion for such consideration.
- (iv) Effective Date of Change in Governance Structure. Any change in the governance structure complying with this Section 3 is not effective for the duration of the current charter contract period and will be effective for the subsequent charter contract period and begin on the same date as the effective date of the charter contract next executed between the school and its authorizer.

Section 4. Nomination Process.

- (a) At least sixty (60) days prior to the first day of the election period, the Board of Directors, or its committee, will solicit nominations from teachers, parents/legal

guardians, and community members, for all of the Director positions that will be filled during this election period. Each nominee shall identify the category of board membership – licensed teacher, parent/legal guardian, interested community member – for which s/he is seeking election.

- (b) The Board of Directors will compile a list of said nominees and notify eligible voters of the nominees, the category of board membership for each nominee, and the dates of the election period, at least thirty (30) days prior to the first day of the election period.
- (c) The Board of Directors shall prepare ballots for use by voters which shall segregate nominees by category of board membership. Ballots may be paper or electronic, provided that each completed ballot is authenticated as per Minnesota Statutes section 317A.011, subdivision 3a.

Section 5. Eligible Voters. Each parent and legal guardian of a child enrolled at the school, each staff member employed at the school, including teachers providing instruction under a contract with a cooperative, and members of the Board of Directors are the voters eligible to elect the members of the school's Board of Directors, and shall have the right to exercise one (1) vote for its board candidates. A parent/legal guardian of a child enrolled at the school who is also employed at the school shall have the right to exercise one (1) vote.

Section 6. Resignation and Removal. Directors may resign at any time, effective immediately or at a specified later date, by giving written notice to the Chair of the Board or the Secretary of the Corporation and shall be effective at the time specified therein, or if no time is specified, at the time of its receipt by the Chair of the Board or Secretary. The acceptance of such resignation shall not be necessary to make it effective. A director may be removed at any time, with or without cause, by a two-thirds (2/3) vote of all remaining directors of the Corporation.

In special circumstances, a director may request a leave of absence for a period of up to one year. However, acceptance of this request is solely at the Board Chair's discretion. Directors may resign at any time, effective immediately or at a specified later date, by giving written notice to the Chair of the Board or the Secretary of the Corporation and shall be effective at the time specified therein, or if no time is specified, at the time of its receipt by the Chair of the Board or Secretary. The acceptance of such resignation shall not be necessary to make it effective. It is recommended that a director who submits an application for an open position at the school resigns his or her board position to avoid a conflict of interest. A director may be removed at any time, with or without cause, by a two-thirds (2/3) vote of all remaining directors of the Corporation.

Section 7. Filling Vacancies. 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. The term of a director filling a vacancy expires at the end of the unexpired term that the director is filling, unless designated otherwise in the motion adopted by the Board to fill the vacancy.

Section 8. Compensation. Directors shall not receive compensation for their services as a Director; nothing in these Bylaws shall be construed to preclude any director from serving the Corporation as an employee and receiving compensation therefore as permitted by law. 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 9. Meetings Without Notice. 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 10. Presence at Meetings.

- (a) Members of the Board of Directors or any committee, as applicable, may participate in a meeting of the Board of Directors or any committee by means of interactive technology provided that all requirements set forth in Minnesota Statutes section 13D.02, as amended, are met.
- (b) 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 telephone or similar electronic communications provided that all requirements set forth in Minnesota Statutes section 13D.021, as amended, are met.

Section 11. Committees of the Board. The Board of Directors may, by resolution passed by a majority of the Board of Directors, designate, define 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 of any meeting of the committee.

- (a) Authority of Committees. All committees shall make recommendations to the Board of Directors. No committee shall have the authority to act on behalf of the Board of Directors.
- (b) Procedures for Conducting Committee 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 Chair of the Board shall be an ex-officio non-voting member of all committees, unless the Chair of the Board serves as a member of such committee. The meetings of all committees shall be open to the public.

- (c) Limitation on Authority of Committees. Each committee shall be under the direction and control of the Board and shall keep regular minutes of its proceedings, and all action of each committee shall be reported to the Board of Directors and shall be subject to revision and alteration by the Board of Directors.
- (d) Committee Establishment. The Board may establish other committees by majority vote of Board membership.

Section 12. Conflict of Interest. A Conflict of Interest Policy will be established by the Board of Directors that is consistent with Minnesota Statutes section 124E.07 and other applicable law. Members of the Board of Directors must comply with the statutory and common law conflicts of interest, which are outlined in the Board's Conflict of Interest Policy.

ARTICLE V

OFFICERS

Section 1. Number & Election.

- (a) Number of Officers. The officers of this Corporation shall consist of a Chair of the Board, Treasurer, Secretary and such other officers as the Board of Directors shall determine from time to time.
- (b) Election of Officers & Term. The officers of the Corporation shall be elected by the Board for the lesser of a one (1) year term or the remaining unexpired term of the Director.

Section 2. Vacancies. A vacancy in any office of this Corporation occurring by reason of death, disqualification, resignation or removal shall be elected by a majority vote of the Board for the remaining unexpired term of the office

Section 3. Chair of the Board. The Chair of the Board shall:

- (a) Exercise the functions of the Office of the Chair of the Board of the Corporation;
- (b) When present, preside at meetings of the Board of Directors;
- (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 as directed by the Board of Directors;
- (d) Sign and deliver, in the name of the Corporation, all deeds, mortgages, contracts or other instruments requiring an officer's signature, as ordered by the Board, except in cases in which the authority to sign and deliver is required by law to be extended by another person;
- (e) Have the general powers and duties usually vested in the office of the Chair of the Board and;

- (f) Have such other powers and perform such other duties as are prescribed by Minnesota Statutes, Section 317A.305, subd. 2, as amended, and as the Board of Directors may from time to time prescribe.

Section 4. Treasurer. The Treasurer shall:

- (a) Keep accurate financial records for the Corporation, including accounts of all monies of the Corporation received or disbursed;
- (b) 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;
- (c) Have the care and custody of the corporate funds and securities;
- (d) Have the power to endorse for deposit all notes, checks and drafts received by the Corporation at the direction of the Board, making proper vouchers for the deposits;
- (e) Disburse the funds of the Corporation as order by the Board of Directors, making proper vouchers therefore;
- (f) Render to the Board Chair of the Board and the Board of Directors, whenever required, an account of all the transactions as Chief Financial officer and of the financial condition of the Corporation; and,
- (g) Exercise the functions of the Office of the Chair of the Board of the Corporation; in the absence of the Chair of the Board;
- (h) Preside at all meetings of the Board of Directors, in the absence of the Chair of the Board;
- (i) 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 as directed by the Board of Directors, in the absence of the Chair of the Board;
- (j) Sign and deliver, in the name of the Corporation, all deeds, mortgages, contracts or other instruments requiring an officer's signature, unless otherwise directed by the Board, in the absence of the Chair of the Board;
- (k) Have the general powers and duties usually vested in the Office of the Chair of the Board, in the absence of the Chair of the Board; and,
- (l) Perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

Section 5. Secretary. The Secretary shall maintain the Office of the Corporation and shall:

- (a) Attend all meetings of the Board of Directors and all committees as required;
- (b) Record all proceedings in the Minutes of the Board of Directors and committees;
- (c) Preserve all documents and records belonging to the Corporation;
- (d) Give or cause to be given notice of all meetings of the Board of Directors and its

- committees, in accordance with the provisions of the Minnesota Open Meeting Law, Minnesota Statutes Chapter 13D, as amended, and these Bylaws; and,
- (e) Perform such other duties as may be prescribed by the Board of Directors.

Section 6. Management and Administrative Employees. The Corporation may have such management and administrative employees as the Board of Directors deems necessary. Such employees shall: 1) be appointed in a manner prescribed by the Board of Directors; 2) have their duties and responsibilities prescribed by the Board of Directors; and 3) hold their positions for the time, prescribed by the Board of Directors. -

Section 7. Compensation. The 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 8. Removal of Officer. Any officer may be removed 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 9. Resignation. Any officer may resign at any time. Such resignation shall be made in writing to the Chair of the Board or 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 Chair of the Board or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

ARTICLE VI

VOLUNTARY DISSOLUTION AND DISTRIBUTION OF ASSETS

Section 1. Voluntary Dissolution by the Board of Directors. The Board shall adopt a resolution proposing dissolution of the corporation by the affirmative vote of a majority of all directors. The resolution must include a plan of dissolution that states to whom the assets owned or held by the Corporation will be distributed after creditors are paid. The plan must comply with the requirements of Minnesota Statutes section 317A.735, as amended. Written notice as required by the Bylaws shall state that the purpose of the meeting shall be to vote upon the dissolution of the Corporation. If such dissolution and distribution of assets is called for, the Board of Directors shall set a date for commencement of the distribution.

Section 2. Dissolution 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, as amended, 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, as amended.

ARTICLE VII
INDEMNIFICATION & INSURANCE

Section 1. Indemnification. The Corporation shall defend, indemnify, and hold harmless its directors, officers, employees and committee members in accordance with Minnesota Statutes sections 317A.161, subdivision 21, and 317A.521, and any amendments thereto, except that such indemnification will be limited as required by applicable law including Minnesota Statutes chapter 124E. This duty to indemnify applies provided that the director, officer, employee or committee member was acting in the performance of the duties of the position and was not guilty of malfeasance in office, willful neglect of duty, or bad faith. The Corporation may not indemnify a director, officer, employee or committee member who violates Minnesota Statutes section 124E.07, subdivision 3(e), as amended, or who intentionally violates the Open Meeting Law as outlined in Minnesota Statutes section 13D.06, subdivision 1, as amended.

Section 2. Insurance. The Corporation shall defend, indemnify, and hold harmless its directors, officers, employees and committee members in accordance with Minnesota Statutes sections 317A.161, subdivision 21, and 317A.521, and any amendments thereto, except that such indemnification will be limited as required by applicable law including Minnesota Statutes chapter 124E. This duty to indemnify applies provided that the director, officer, employee or committee member was acting in the performance of the duties of the position and was not guilty of malfeasance in office, willful neglect of duty, or bad faith. The Corporation may not indemnify a director, officer, employee or committee member who violates Minnesota Statutes section 124E.07, subdivision 3(e), as amended, or who intentionally violates the Open Meeting Law as outlined in Minnesota Statutes section 13D.06, subdivision 1, as amended.

ARTICLE VIII
AMENDMENTS TO BYLAWS

Except for any alterations, changes, or amendments to the Board of Directors' governance structure, as set forth in Article IV, Section 3, the power to alter, change, amend or repeal these Bylaws or adopt new Bylaws is vested in the Board of Directors. (Governed by Minn. Stat. § 317A.181, subd. 1a)

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 financially liable 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 original or copies of:

- (a) Approved minutes and records of all proceedings of the Board of Directors and all committees;
- (b) Records of all votes and actions of the members;
- (c) All accounting records and financial statements of this Corporation; and,
- (d) 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 generally accepted standards of fiscal management for a public charter school 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 seem necessary or appropriate, and may retain such person or firm for such purposes as it may deem appropriate. The Corporation must submit an audit report to the Commissioner of Education and its authorizer by December 31 each year. The contents of the report must comply with Minnesota Statutes section 124E.16, subdivision 1, as amended.

ARTICLE X

MISCELLANEOUS

Section 1. Gender References. All references in these Bylaws to a party in the masculine shall include a 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.