BYLAWS

OF

TRIO WOLF CREEK DISTANCE LEARNING

CHARTER SCHOOL

#4095

Bylaws

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B Y L A W S
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T R I O W O L F C R E E K
C H A R T E R S C H O O L

ARTICLE I
PURPOSE

The purposes of the Corporation are as stated in its articles of incorporation. The corporation is a nonprofit charter school and all references hereafter will refer to the charter school. TRIO Wolf Creek Distance Learning Charter School #4095 will be the official name of the charter school and will be referred to hereafter as "Wolf Creek Online High School" for marketing purposes or simply "charter school" when specified in this document.

The Charter School also uses the name "Wolf Creek Online High School" for marketing and identification purposes, but the legal name of the entity will be "TRIO Wolf Creek Distance Learning Charter School #4095".

ARTICLE II
MEMBERSHIP

The members of the charter school shall be the persons so designated from time to time by the board of directors. There shall be one (1) class of members. Enrollment of a child in the charter school shall qualify the parents or legal guardian of such child for membership during the child's enrollment. The status of two (2) children enrolled in the charter school will still only allow for one (1) vote per household. Status as current staff member at the charter school shall qualify the staff members for membership. Status as a current board director will qualify a person for membership for purposes of voting in the annual election. Members shall not be required to pay a membership fee or annual dues. The initial member shall have voting rights. The board of directors may from time to time create additional classes of members. The terms and conditions of such additional membership classes, if any, shall be determined by the board of directors.

ARTICLE III
BOARD OF DIRECTORS

Section 1. General Powers: The affairs of the charter school shall be managed by its board of directors. Except as limited by the articles of incorporation, these bylaws, Minn. 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 charter school may do or perform.

The initial board shall be as stated in the articles of incorporation, and each director on the initial board of directors shall serve until the charter school becomes operational.

Section 2. Tenure, Nomination Process, Positions and Qualifications:

a) Tenure: At the members' annual meeting, members shall elect numbers for directors for one (1) year and two (2) year terms as deemed necessary, or until a successor has

been duly elected and qualified, or until the director dies, resigns, is removed or the term otherwise expires. The election of the board of directors shall be in compliance with Minnesota Stat. § 124E.

b) Nomination Process: Sixty (60) days prior to the charter school's annual meeting, the board of directors will solicit nominations for all of the director positions that will be filled at the next annual meeting. The board of directors will compile the list of nominees and notify the charter school's members of the nominees for each position thirty (30) days prior to the annual meeting.

c) Positions: Positions to be filled on the board must include three (3) licensed teacher positions filled by a person who teaches full time in the school, two (2) parents with a student enrolled in the school, and four (4) community representatives who are not a parent or teacher. These three (3) roles must be filled by three (3) different people and cannot be combined in any manner. A parent role can be filled by a parent who has a student enrolled in the school at the time of the election, even if that student is not still enrolled in the school during the term of election. This parent role will be allowed to complete their term of election if the term is less than one year.

d) Qualifications: Elected board members must participate in mandatory board trainings that include finance, governance, and board procedures within twelve (12) months of being elected due to Minnesota charter school law. One of these required training sessions must be completed within six (6) months of being elected and seated on the board. If the board member does not participate in mandatory training sessions, they will be removed from the board.

Section 3. Regular Meetings: Regular meetings of the board of directors shall be held at the call of the board chair or at the request of a majority of the board of directors by written notice received by mail, email, in person or by facsimile at least five (5) days prior to the meeting, and at least four (4) times during the school year. Notice will also be given on the Wolf Creek school board bulletin board and the Wolf Creek website. The notice shall designate the time, place and date of such meeting.

Section 4. Annual Meeting or Organizational Meeting: The annual meeting of the members of the charter school shall be held at such time and location as determined by the board of directors. The date for the election which will be certified during the annual meeting must coincide with a date that school is in session based on the school calendar approved by the board of directors. Notification shall be by postal service mailed first class or by e-mail at least thirty (30) days prior to the meeting date. Notice will also be given on the Wolf Creek school board bulletin board and the Wolf Creek website. Such notice shall contain the date, time and location of the meeting.

Section 5. Special Meetings: Special meetings of the board of directors may be called at any time and 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 one-third (1/3) of the members of the board. Notice of every special meeting of the board of directors shall be mailed to each director at least 72 hours before the meeting is to be held, or be delivered in person or by telephone, not later than 72 hours before the meeting is to be held. Notice will also be given on the Wolf Creek school board bulletin board and the Wolf Creek website.

Section 6. Quorum and Voting:

a) Quorum: A "regular" 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. 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, all business must be ceased and an adjournment will precede this event.

b) Voting: At each meeting of the membership, every voting member shall have one (1) vote. Members must vote "in person". The affirmative vote of a majority of a quorum of voting members shall constitute a duly authorized action of the membership. No member shall have more than one (1) vote in any circumstance.

Section 7. Resignation and Removal of Director: Directors may resign at any time, effective immediately or at a specified later date, by giving written notice to the board chair. 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 charter school. Failure to attend four (4) consecutive meetings may constitute cause.

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. A director filling a vacancy shall hold office until the next annual meeting of the members. Persons filling a position for licensed teacher, parent, or community representative may fill that position even if their status changes until the end of their elected term.

Section 9. Compensation: Directors shall receive a stipend in the amount of $50 per meeting for compensation for their services as a director, but nothing in these bylaws shall be construed to preclude a director from serving the charter school in any other capacity and receiving compensation therefore. In addition, the directors of this charter school may be reimbursed for reasonable out-of-pocket expenses incurred by them in rendering services to this charter school, 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 charter school. This may include training sessions, retreats, and board meetings. Due to the fact that a majority of staff members are also directors, it is understood that any time devoted to the board that occurs during the work day will not be compensated for these staff members.

Section 10. Emergency Meetings: Emergency meetings may be called by the board chair in the presence of an emergency with twenty-four (24) hours' notice. In the event of an emergency meeting, all care will be taken to notify all interested parties of the meeting time and date. Board members and other interested parties will be notified by electronic communications of said board meeting. Other means that can be employed based on time constraints will be employed including the board website and bulletin board.

Section 11. 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 and see each other (both must be available), and

such participation at a meeting shall constitute presence in person at the meeting. Based on the open meeting law, said board member must also be participating in said meeting from a public location.

Section 12. Committees of the Board: The board chair may designate, define the authority of, set the number of 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 chair may, by similar appointment, designate one or more alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee.

a) Authority of Committees: Any committee, to the extent provided in these bylaws or in the resolutions creating such committee, shall have only the powers given it by the board of directors. Unless otherwise stated in the resolutions creating it, or in these bylaws, a committee shall not take actions and shall instead report back to the full board of directors for actions to take place. 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.

b) Procedures for Conducting Meetings: The activities of all committees of this charter school shall be conducted in such manner as will advance the best interest of the charter school. Each committee shall follow the board rules of operation. 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 follow the open meeting law provisions.

c) 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. 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.

ARTICLE IV
OFFICERS AND EMPLOYEES

Section 1. Number; Election: The officers of the charter school shall be elected for one (1) year terms by the board of directors, and shall consist of a board chair, vice chair, and secretary/treasurer. Other officers as the board of directors shall determine from time to time necessary to conduct business will be elected as appropriate.

Section 2. Vacancies: A vacancy in any office of this charter school 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. Board Chair: The Board Chair shall:

a) Act as the chair of the board of directors and exercise the functions of the office of the board chair of the charter school;

b) Preside at all 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 charter school.

Section 4. Vice Chair: The Vice Chair shall:

a) Attend all meetings of the members and the board of directors;

b) Assist the board chair and secretary/treasurer in any means necessary; and

c) 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 5. Secretary/ Treasurer: The Secretary/ Treasurer shall:

a) Attend all meetings of the members and the board of directors;

b) Record all proceedings of the minutes of the members, board of directors, and committees in a book to be kept for that purpose or designate another responsible party for this duty;

c) Preserve all documents and records belonging to the charter school.

Section 6. Management and Administrative Employees: The charter school 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.

Section 7. Compensation: The officers and employees of the charter school may be paid such reasonable compensation, if any, for their services rendered to the charter school in such capacity, and may be reimbursed for reasonable out-of-pocket expenses, as the board of directors determines to be directly in furtherance of the purposes and in the best interests of the charter school.

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 of Officer: Any officer may resign at any time. Such resignation shall be made in writing to the board chair or the secretary of the charter school and shall take effect at the time specified therein or, if no time be specified, at the time of its receipt by the board chair. The acceptance of a resignation shall not be necessary to make it effective.

ARTICLE V
DISTRIBUTION OF ASSETS

Section 1. Right to Cease Operations and Distribute Assets: By a majority vote of all directors, the board of directors may resolve that Wolf Creek cease operations and voluntarily dissolve. Such resolution shall set forth the proposed dissolution and direct designated officers of Wolf Creek to perform all acts necessary to affect dissolution. Written notice shall be given to all directors stating that the purpose of the meeting shall be to vote upon the dissolution of Wolf Creek.

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 Wolf Creek to discontinue its regular business activities and operations as soon as practicable, and shall liquidate and distribute all Wolf Creek's assets back to the state treasury.

ARTICLE VI
INDEMNIFICATION

Section 1. Insurance: The charter school must purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the charter school, 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 charter school would have the power to indemnify such person against liability under Minnesota Stat. § 317A.521, the articles of incorporation or these bylaws.

ARTICLE VII
FINANCIAL MATTERS

Section 1. Contracts: The board of directors may authorize any officer or officers, agent or agents of the charter school to enter into any contract or execute and deliver any instrument in the name and on behalf of the charter school, 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 charter school by any contract or engagement, or to pledge its credit or to render it liable for any purpose or to any amount.

Section 2. Loans and Pledges: No loans shall be contracted or pledges or guarantees given on behalf of the charter school 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 charter school 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 charter school shall be deposited to the credit of the charter school 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. Documents Kept at Registered Office: The board of directors shall cause to be kept at the registered office of this charter school originals or copies of:

a) Records of all proceedings of the board of directors and all committees;

b) Records of all votes and actions of the members;

c) All financial statements of this charter school; and

d) Articles of incorporation and bylaws of this charter school and all amendments and restatements thereof.

Section 6. Accounting System and Audit: The board of directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on an annual basis, an appropriate accounting and financial reporting system for the Charter School. This accounting system will be in accordance with the Minnesota Department of Education UFARS, SERVS, or other system for standardized reporting designated by the Minnesota Department of Education. The board shall cause the records and books of account of the charter school 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.