

# Bylaws

## Crosslake Community School



Adopted by the Board of Directors

Reviewed

Revised and Approved

Proposed Revised

Revised and Approved

Revised and Approved

Revised and Approved

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# Bylaws of Crosslake Community School

## ARTICLE I

### Name

#### Section 1.1 Name

The name of Corporation shall be Crosslake Community School. The PK through 8<sup>th</sup> grade school is physically located in the City of Crosslake. This school will be referred to as Crosslake Seat-Based School. The other school is a virtual school that is a K-12 Online School. This school will be referred to as Crosslake Online School.

## ARTICLE II

### Purpose

#### Section 2.1 Purpose

Crosslake Community School is to deliver a public education through environmental education with connections to the communities where the education is delivered throughout the State of Minnesota. Furthermore, Crosslake Community School is to provide an educational program for its students to improve all student learning and student achievement. Whereas the educational programs are to: a) establish new forms of accountability for school, and b) create new professional development opportunities for teachers including the opportunity to be responsible for the learning program at other school sites.

## ARTICLE III

### Offices

#### Section 3.1 Central Office

The Central Office of Crosslake Community School, in the State of Minnesota, is in the City of Crosslake, Minnesota, in the County of Crow Wing. Crosslake Community School may have such other offices within the State of Minnesota as the Board of Education may determine or as the affairs of Crosslake Community School may require. Other office(s) may be, but need not be, identical with the Central Office in the State of Minnesota.

## ARTICLE IV

### Meetings

#### Section 4.1 Annual Meetings

The Annual Reorganization Meeting of the Board of Education shall take place in January of each year on a day when school is in session. Notice of the Annual Meeting of Crosslake Community School shall be officially designated on paper, postings at school, postings on social media, Crosslake Community School's website and other possible locations. Such notice shall contain the date, time, and place of the meeting.

#### Section 4.2 Regular Meetings

Regular meetings of the Board of Education shall be held the second Monday of each month. An agenda will be published at least five days in advance of a meeting.

#### Section 4.3 Special Meetings

Special meetings of the Board of Education may be called at any time, for any purpose, by any Board Director. Notice of every special meeting of the Board of Education shall be emailed to each Board Director at least three days before the day on which the meeting is to be held, or in person, e-mailed, or by telephone. Minnesota § 13D.04 subd.2.

#### Section 4.4 Emergency Meetings

Emergency meetings of the Board of Education may be called at any time because of the circumstances that in the judgment of

the Board Directors or Chairperson requires immediate consideration. Posting a published notice of an emergency meeting is not required, but the Board of Education will make good faith efforts to provide notice. Minnesota § 13.D subd.3.

#### **Section 4.5 Closed Meetings**

The Board of Education may close a meeting to evaluate the performance of an individual who is subject to its authority, including but not limited to employees of Crosslake Community School, or as otherwise permitted by law or the attorney-client privilege. If a meeting is closed to evaluate the performance of an individual, prior to closing the meeting, the Chairperson shall identify the individual to be evaluated and at the next open meeting, the Chairperson shall summarize the Board Director's conclusions regarding the evaluation; provided, however, that the meeting must be open at the request of the individual who is the subject of the meeting. The Board of Education shall close a meeting if expressly required by law or to discuss information that would identify alleged victims or reporters of criminal sexual conduct, domestic abuse, or maltreatment of minors or vulnerable adults, active investigation data as defined in Minnesota Statutes § 13.82, or educational data that is not public under Minnesota Statutes § 13.32. The Board of Education shall also close a meeting for preliminary consideration of allegations or charges against an individual subject to its authority; provided, however, that if the Board of Education determines discipline may be warranted as a result of such allegations or charges, further meetings related to such allegations or charges shall be open, and all meetings related to such allegations or charges shall be open at the request of the person who is the subject of such allegations or charges. Before closing a meeting, the Board of Education shall state on the record the specific grounds permitting the meeting to be closed and describe the subject to be discussed.

#### **Section 4.6 Meetings by Telephone or Electronic Means**

~~The Board of Education may conduct telephone or electronic meeting in full or in part, including the live streaming of applications, as long as: a) all Board Directors of Crosslake Community School participating can hear and see one another or can communicate with an interpretive service, wherever your physical location, b) join through an electronic means, c) members of the public can make the meeting and if on the site at Crosslake Community School's Central Office at least one person from Crosslake Community School is physically present at the location unless the Chairperson, legal counsel, chief administrator for the Board of Education determines that an in-person meeting or meeting conducted under the Minnesota § 13 D.021 is not practical or prudent because of a health pandemic or an emergency declared under chapter 12, and d) votes are conducted by roll call.~~

Members of the Board or any committee may participate in meetings through interactive technology (e.g., video conferencing) in accordance with MN Stat. §13D.02. Participation via telephone or non-interactive electronic means is not permitted.

#### **Section 4.7 Quorum and Adjourned Meeting**

A meeting at which at least a majority of the Board Directors are present shall constitute a quorum for the transaction of business at any Board of Education meeting. If, however, such quorum shall not be present at any such meeting, the Chairperson or any Board Director present there shall have the power to adjourn the meeting without notice other than announcement at the meeting until a quorum shall be present. Notwithstanding the foregoing, if 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 official action can be taken.

#### **Section 4.8 Voting from Board Directors**

The affirmative vote of a majority of the quorum of the Board of Education shall constitute a duly authorized action of the Board.

#### **Section 4.9 Public Comment at Meetings**

Thirty minutes of time shall be reserved at each regular meeting for comments and requests for business to be brought before the Board of Education by parents/legal guardians of students enrolled at Crosslake Community School, employees of the Crosslake Community School, students enrolled in Crosslake Community School, and interested community members. The Board of Education limits each individual to three minutes of speaking time.

#### **Section 4.10 Policy Review and Adoption**

When necessary, new policies are presented to the Board of Education for approval and review. For purposes of a new policy, a first and second reading prior to approval will be required. Policies reviewed annually and those policies that require minor adjustments only may be approved following a single reading and may also be subject to consent agenda protocols.

#### **Section 4.11 - Reports and Financial Statements:**

The Board shall ensure that complete and detailed financial statements are prepared and presented at each regular board meeting. These statements shall be made available to the public as required by law.

## **ARTICLE V**

### **Board of Education**

#### **Section 5.1 Board of Education - General Powers**

The affairs of Crosslake Community School shall be managed by its Board Directors, except as limited by these Bylaws and Minnesota § 124E and applicable laws. The Board Directors shall decide and be responsible for policy matters related to operation of Crosslake Community School including, but not limited to budgeting, curriculum, personnel, and operating procedures except for policies that are stated in the contract between Osprey Wilds Environmental Learning Center and Crosslake Community School.

#### **Section 5.2 Number**

The Board of Education shall consist of eight nonrelated Board Directors:

- A. one parent/guardian that has a child currently attending the seat-based program at Crosslake Community School, subject to the provisions of Section 6.3.B;
- B. one parent/guardian that has a child currently attending the online program at Crosslake Community School, subject to the provisions of Section 6.3.B;
- C. one parent/guardian that has a child currently attending either the seat-based or on-line program at Crosslake Community School;
- D. one community member that does not have children/child that attends Crosslake Community School or is employed by Crosslake Community School;
- E. two teachers that work for Crosslake Community School seat-based program, subject to the provisions of Section 6.3.B; and
- F. two teachers that work for Crosslake Community School online program, subject to the provisions of Section 6.3.B.

A teacher from an educational cooperative district that works in Crosslake

Community School may occupy the Director position of either a teacher from

Crosslake Community School seat-based or online program in lieu of a Crosslake Community School teacher, in accordance with the program to which the teacher is assigned. Teachers may be full-time or part-time teachers. Employees other than teachers are not allowed to serve on the Board of Education.

#### **Section 5.3 Qualifications**

Any teacher nominated and elected as a Board Director must have one or more years of experience at Crosslake Community School or an educational cooperative district that works in Crosslake Community School. Also, a parent/guardian must have a child enrolled at Crosslake Community School ~~for at least one school year preceding his/her nomination~~. A community member interested in serving on the Board of Education needs to be 18 years of age or older; must not have a child that attends or is enrolled at Crosslake Community School; and cannot be employed by Crosslake Community School. An individual is prohibited as serving as a Board Director if: (1) the individual is a contractor providing facilities, goods, or services to Crosslake Community School; (2) the individual, an immediate family member, or the individual's partner is a full or part owner or principal with a for-profit or nonprofit entity or independent contractor with whom the charter school contracts, directly or indirectly, for professional services, goods, or facilities; or (3) an immediate family member is an employee of Crosslake Community School.

## ARTICLE VI

### Elections

#### Section 6.1 Board Director Terms

Each Board Director shall hold office for a two-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 as provided by law or the Bylaws of Crosslake Community School. An election shall be conducted in such a fashion that approximately half of the Board of Education is elected each year. All Board Director's terms end on December 31.

A board member may complete their term regardless of changes in representation status.

Each Board Director shall hold office for a two-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 as provided by law or the Bylaws of Crosslake Community School. All Board Director's terms begin on July 1 and end on June 30.

#### Section 6.1.1 - Term Limits:

Board members may serve a maximum of three consecutive two-year terms. After serving three consecutive terms, a member must wait at least one year before being eligible to serve again. Board officers shall be elected for one-year terms by the Board of Directors and may serve a maximum of two consecutive terms in any one officer position.

#### Section 6.2 General Election Procedure

General elections shall be held annually for the Board of Directors.

- A. Election Officials. ~~The election procedure shall be administered by three Board of Education appointed Election Officials who are individuals not running for the Board of Directors and have no family member(s) running for the Board of Directors. Election Officials are appointed annually prior to Crosslake Community School's Open House.~~ Elections shall take place through electronic, onsite paper, and absentee paper balloting. The election procedure shall be administered by three Board of Education appointed Election Officials who are individuals not running for the Board of Directors and have no family member(s) running for the Board of Directors. Election Officials are appointed annually prior to Crosslake Community School's Open House.
- B. The job duties of the Election Officials include:
- The issuing the Call for Nominations in emails and letters to parents/guardians, staff and community members
  - Collecting the candidates' information and materials for the Board of Education's publishing of example ballots
  - Registration of eligible voters
  - Counting and recording ballots
  - Ensuring the integrity of the voting process
  - Reporting election results to the Board of Education Chairperson (Election Certification Report)
- C. The Election shall be held no later than 60 days prior to the end of the term for the Board Directors and the notice of the date of the election shall be provided at least 30 days in advance of the election. The deadline for holding the Election may be extended, at the discretion of the Election Officials, if a Second Call for Nominations is required.
- D. Elections shall take place through electronic and onsite paper balloting. The onsite location must be stated in the voting instructions. The onsite location should be in a semi-private location to protect the integrity of an individual's vote.
- E. One or two Election Officials shall be charged with securing the paper voting box and will lock the voting box in a room where other people may not have access to it, except the Election Officials, when the Election Officials are not in attendance.
- F. The Coordinator of Technology or a person appointed by the Board of Education's Chairperson shall be charged with securing the online system of voting.
- G. The election checklist, Signature Registration Sheet, a print out of electronic ballots, paper ballots (including invalidated ballots), and an election tally sheet shall be filed and kept for 7 years.

#### Section 6.3 Nominations, Candidates, and Determining New Board Directors

- A. Crosslake Community School's Open House. The Call for Nominations shall announce the open Director positions, the expiration of the term of the position and the required qualifications for the positions. The Call for Nominations also shall



include the manner for submitting a nomination and the due date for submission of the nomination. Election Officials shall confirm with the nominees their willingness to serve if elected. If the nominee is not willing to serve, the nominee shall not be included on the ballot.

- B. If a parent/guardian or teacher candidate for the Director positions specifically designated as seat-based or online program is not nominated, a Second Call for Nominations shall be issued by the Election Officials during the general time frame of Crosslake Community School's Fall Conferences. The Second Call for Nominations shall announce that a parent/guardian or teacher, as applicable, from either the seat-based based or online program may be considered for any of the open parent or teacher Director positions for which an otherwise qualified nominee was not received. The Second Call for Nominations also shall include the manner for submitting a nomination and the due date for submission of the nomination. Election Officials shall confirm with the nominees their willingness to serve if elected. If the nominee is not willing to serve, the nominee shall not be included on the ballot.
- C. Nominations will be collected by the Election Officials until the Call for Nominations expires.
- D. The Election Officials shall issue a Notice of Election at least 30 days in advance of the election. The Notice shall identify the date of the election, the vacant seats and terms, the nominees for each vacant seat and the times, locations and procedure for voting.
- E. Write-in candidates will be allowed for any seat, including vacant seats where a qualified nominee/candidate did not run.
- F. The candidates with the highest number of votes win.
- G. In the event of a tie for an elected position, a run-off election shall be held with at least 30 days of the Notice of the run-off election provided to voters.
- H. A disputed ballot shall be considered valid when all three Election Officials reach a unanimous agreement over the dispute. Otherwise, the ballot is considered invalid and will not be tallied, but set aside and filed with the other ballots.
- I. The number of votes for each candidate received shall be published in Crosslake Community School's Board of Directors meeting minutes.
- J. ~~If no candidate emerges from seat based or online parent/teacher representatives by a specific date, any teacher or parent may run.~~ **If no candidate emerges from seat-based or online program representatives by the specified date:**
  - Seat-based teacher positions may be filled by online teachers and vice versa
  - Seat-based parent positions may be filled by online parents and vice versa
  - Teachers may not run for parent seats, and parents may not run for teacher seats.**

#### **Section 6.4 Votes**

- A. Any parent (natural, step, or foster), legal guardian of a student enrolled shall have one vote.
- B. All paid staff including staff that work for a cooperative at Crosslake Community School shall have one vote.
- C. All Crosslake Community School's Board Directors shall have one vote.

#### **Section 6.5 Voting Procedures**

Each eligible voter receives one ballot.

- A. A voting person may either vote in person, electronically or an absentee ballot.
  - i. To vote in person, a voter must sign the signature sheet and may need to produce some identification of who they are to receive a ballot. The identification would apply to people not known by an Election Official.
  - ii. To vote electronically, a voter will receive a ballot through an email. An electronic signature certifying the person has voted will be marked off as a vote on the signature sheet. This step will be done by an Election Official. The ballot received is conducted by a third party survey that is not traceable for the Election Officials.
- B. To vote by absentee ballot, a voter must complete the following:
  - i. Request a ballot by five (5) school days prior to the election;
  - ii. Once received, set aside the extra envelopes to return the ballot;
  - iii. Once the ballot is filled out, place the ballot into the blank envelope and seal the envelope;
  - iv. Take the blank envelope and put it inside the envelope that asks for the voter's signature and seal the envelope;
  - v. Sign and date the envelope;
  - vi. Take the signed and dated envelope and put it inside of the postage paid mailing envelope; and
  - vii. Drop it in the mailbox and have it postmarked by the Friday before the first day of the election. All envelopes need to arrive at Crosslake Community School on or before the 3:00 p.m. on the last day of the election.

- viii. Voters may drop off the absentee ballot rather than mail it. The last day to turn in a ballot is 3:00 p.m. on the last day of the election.
- ix. Election Officials will open the first two envelopes and add the rest of the ballots in the ballot box to be counted.
- C. The in-person signature serves as a person who has voted and will supersede any other form of a ballot.
- D. For in-person voting, a ballot is numbered to correspond with the signature sheet.
- E. At the voting location, ballots shall be put in the voting box.
- F. The voting box must be locked in the office when it is not attended.
- G. An email will be sent to the email address for each parent/guardian, staff, and Board Directors at the email address on file.
- H. Voting will take place over the course of five business days prior to the Election.

### **Section 6.6 Counting Procedures**

- A. Counting will be done by the Board of Education appointed Election Officials.
- B. Counting will be done by the Board of Education appointed Election Officials.
- C. Counting will be done immediately after the election starting by 4 p.m., weather depending.
- D. In-person ballots will be counted first followed by all electronic ballots from the previous five days. Electronic ballots shall not be counted in advance of the in-person voting closing time.
- E. Invalid ballots will be kept separate and tallied at the end for reporting to the Board of Education.
  - i. Reasons for invalid ballots include:
    - a. Not an official ballot
    - b. Marking too many candidates
- F. In the event that more than one ballot is received from the same voter, only the in-person vote will be counted.
- G. Each Election Official will tally each ballot. If none of the counts match, they will be recounted until all three Election Officials reach the same numbers.
- H. The number of ballots will be verified with the number of signatures on the Signature Registration Sheet and the electronic print out of electronic votes.
- I. The Election Certification Report will be filled out and given to the Board of Education Chairperson to be included in the Board Minutes for the next Board of Education meeting.
- J. The Board of Education Chairperson will call all the candidates to inform them of the results and ensure their willingness to serve as a Director and make public the results of the election the following Monday by 5 p.m.

### **Section 6.7 Elections During a Pandemic, Epidemic, Outbreak of a Disease or Health Emergency**

- A. If Crosslake Community School is closed for all activities or all students are distance learning, then the election will take place completely online. Ballots will be emailed again to all eligible voting members and an additional five business days will be added to the election so all voters will be able cast their vote. The five additional days to vote will be added only if distance learning starts the week of the election.
- B. If Crosslake Community School is in a Hybrid Learning Scenario or some students are in the Hybrid Scenario while other students are distance learning, then the election will proceed using the regular protocols.

### **Section 6.8 Vacancies of a Member from the Board of Directors**

Vacancies in the Board of Education by a Board Director who vacates their position by resignation during their term or that is vacant due to the lack of an elected candidate during the general election, will call for another election. A general election will occur in approximately October and a special election, if needed, shall occur approximately in June. A vacated seat will follow the composition of the Board of Education, one community member, three parents (one from the seat-based program, one from the online program and one from either the seat-based or online program), and four teachers (two from the seat-based program and two from the online program).

- A. If the first non-elected individual receiving the most votes declines to serve on the Board of Education, the Board Directors shall appoint a member to serve on the Board of Education until the next election. The Board Directors may appoint any eligible person at any time during the term that vacated seat is not filled.
- B. The Board of Education will address the vacancy at every Board of Education meeting the seat remains vacated.
- C. If there is more than one candidate presented at the Board of Education meeting, the Board Directors will vote by ballot for the candidate they choose. Each Board of Education member shall have one vote. In addition, the recorder of the Board of Education shall count and report the results to the Board Chairperson.

- D. If there is a tie, the seat remains vacated until the next Board of Education’s meeting. The process is repeated until a candidate fills the vacated seat.
- E. A Director filling a vacancy shall hold office for the remainder of term of the vacant position.

**Section 6.9. Resignation and Removal**

Directors may resign at any time, effective immediately, or at a specified later date, by giving written notice to the Board of Education Chairperson or the Administrative Assistant of Crosslake Community School. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

The Board of Education may remove, for proper cause, any Director or Officer of the Board of Education and fill the vacancy; but such removal must be by a concurrent vote of at least four members at a meeting of whose time, place, and object the charged Director has been duly notified, with the reasons for such proposed removal and after an opportunity to be heard in defense against the removal.

**Section 6.10 Filling Vacancies**

Unless otherwise provided by Minnesota Statutes Section 317A.227 or Section 6.9, vacancies on the Board of Education caused by death, disqualification, disability, removal, absence of three consecutive designated Board of Education meetings (without substantial reason), 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 for the remainder of the term of the vacant position.

**Section 6.11. Presence at Meetings**

All members of the Board of Directors or of any Committee participating in the meeting, wherever their physical location, can hear and see one another and can hear and see all discussion and testimony presented at any location at which at least one member is present.” Board Directors or committee members participating remotely in charter Board of Education meetings are not allowed to participate via telephone and must participate by interactive technology (e.g. Zoom, Google Meet, etc.). All members of the Board of Directors or of any Committee meeting remotely may participate in the meeting if all conditions of MN Stat. §13D.02 are met. Board Directors or committee members participating remotely in charter Board of Education meetings are not allowed to participate via telephone and must participate by interactive technology (e.g. Zoom, Google Meet, etc.).

Any Board Directors not in attendance for three consecutive meetings may be removed from serving on the Board of Education and a replacement would be appointed by the Board of Education for the remainder of that Director’s term.

**Section 6.12. Compensation**

Board Directors shall not receive compensation for their services as a Director.

**Conflict of Interest**

**Section 7.1. Conflict of Interest**

A Conflict of Interest Policy is established by the Board of Directors that is consistent with Minnesota Statutes 124e.14.

- A. No member of the Board of Directors, employee, officer, or agent of Crosslake Community School shall participate in selecting, awarding, or administering a contract if a Conflict of Interest exists. A conflict exists when:
  - i. the Board of Education member, employee, officer, or agent,
  - ii. the immediate family of the Board of Education member, employee, officer, or agent,
  - iii. the partner of the Board of Education member, employee, officer, or agent; or
  - iv. an organization that employs, or is about to employ, any individual in clauses (i) to (iii), has a financial or other interest in the entity with which Crosslake Community School is contracting. A violation of this prohibition renders the contract void.
- B. The Conflict of Interest provisions under this section do not apply to compensation paid to a teacher employed as a teacher by the Crosslake Community School or a teacher who provides instructional services to Crosslake Community School through a cooperative formed under Chapter 308A when the teacher also serves on the Crosslake Community School Board of Directors.

- C. A Crosslake Community School Board Director, employee, or officer is a local official for purposes of section 471.895 with regard to receipt of gifts as defined under section 10A.071, subdivision 1, paragraph (b). A Board of Education member, employee, or officer must not receive compensation from a group health insurance provider.
- D. All Board Directors must complete a Conflict of Interest statement, reviewed by Osprey Wilds Environmental Learning Center, stating that the Board Director has no conflict of interest.

## **ARTICLE VIII**

### **Committees of the Board of Education**

#### **Section 8.1 Committees of the Board of Education**

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 parents, employees, and students, but need not be members of the Board of Directors. The Board of Education 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 8.2 Committee Membership**

Except as otherwise specified in these Bylaws, the Chair of any Standing, Ad Hoc, or Advisory Committee of the Board of Education may determine the membership of such Committee with the advice and consent of the Board of Directors. Each Committee Chair shall maintain a record of the voting members of the Committee and shall submit such records to the Secretary of Crosslake Community School.

#### **Section 8.3 Student Voice**

Each Committee must make extensive and repeated attempts to place students on a Board Approved Committee. While there is no age requirement, the expectation is a student may have a "voice" and can contribute to the committee but does not have a vote.

#### **Section 8.4 Action by Committees**

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. Committee actions are considered recommendations until approved by the full Board of Directors.

#### **Section 8.5 Committee Meetings**

The activities of all Committees of Crosslake Community School shall be conducted in such manner as will advance the best interests of Crosslake Community School. Except as specifically set forth herein, the provisions of these Bylaws shall apply to Committees and members thereof to the same extent they apply to the Board of Directors and Directors. Each Committee shall meet at such times and places as provided by its rules or by resolution of the Board of Directors. Notice of Committee meetings shall be given to each Committee member at least three days in advance of the meeting by such methods of delivery set forth in these Bylaws except that if the time, date and location of a Committee meeting was announced at a previous Committee meeting, no notice is required. The meetings of all Committees shall be open to attendance and participation by all Directors, but only members of the Committee may vote. Committee chairs shall submit minutes of all Committee meetings to the Secretary of the Crosslake Community School, which minutes shall be open to inspection as set forth in these Bylaws.

#### **Section 8.6 Quorum**

A quorum for any Committee meeting shall be a majority of the voting members of the Committee of record.

#### **Section 8.7 Control by the Board of Directors**

Each Committee shall be under the direction and control of the Board of Directors and shall keep regular minutes of their proceedings, and all actions of each Committee shall be reported to the Board of Directors and shall not be effective until approved by the Board of Directors, subject to revision and alteration by the Board of Directors.

## ARTICLE IX

### Officers and Employees

#### Section 9.1 Number: Election

The officers of Crosslake Community School shall be elected for one-year terms by the Board of Directors, and shall consist of a Chairperson, Vice Chair, Treasurer, Secretary and such other officers as the Board of Directors shall determine from time to time.

#### Section 9.2 Chairperson

The Chairperson shall:

- (a) Exercise the executive functions of Crosslake Community School.
- (b) Preside at all meetings of the Board of Directors.
- (c) Perform such duties and exercise such powers as are necessary of the business and affairs of Crosslake Community School as directed by the Board of Directors.
- (d) Sign and deliver, in the name of Crosslake Community School, all deeds, contracts, or otherwise directed/appointed by the Board of Education.
- (e) Sign on behalf of the Board of Education/ Board Directors when directed by the Board of Education.
- (f) Have the general powers and duties usually vested in the Office of the President; and,
- (g) Have such other powers and perform such other duties as are prescribed by Minnesota Statutes § 317a.305, subd. 2.

#### Section 9.3 Vice Chair

The Vice-Chair shall:

- (a) Exercise the functions of the Office of the Chairperson of Crosslake Community School, in the absence of the Chairperson.
- (b) Preside at all meetings of the Board of Directors, in the absence of the Chairperson.
- (c) Ensure that the latest edition of Robert's Rules of Order is used and that all Board Directors are trained in the use of the Rules.
- (d) Work with the and support Board Directors and general public when using Robert's Rules of Order.

#### Section 9.4 Treasurer (Chief Financial Officer)

The Treasurer shall:

- (a) Keep accurate accounts of all monies of Crosslake Community School received or disbursed.
- (b) Deposit all monies, drafts and checks in the name of, and to the credit of, Crosslake Community School in such banks and depositories as the Board of Directors shall from time to time designate.
- (c) Have the care and custody of Crosslake Community School's funds and securities.
- (d) Have the power to endorse for deposit all notes, checks, and drafts received by Crosslake Community School at the direction of the Board.
- (e) Disburse the funds of Crosslake Community School as ordered by the Board of Directors, making proper vouchers, therefore.
- (f) Render to the Board Chairperson and the Board of Directors, whenever required, an account of all the transactions as Chief Financial Officer and of the financial condition of Crosslake Community School; and
- (g) Perform such other duties and have such other powers that may from time to time be prescribed by the Board of Directors as prescribed by Minnesota Statutes § 317a.305, subd. 3.

#### Section 9.5. Secretary

The Secretary shall maintain the Office of Crosslake Community School and shall:

- (a) Attend all meetings of the Board of Directors and all Committees as required;
- (b) Ensure the accuracy of the Minutes of the Board of Directors as prepared by recorder of the Board of Education and filed as corporate records.
- (c) Ensure that all documents and records belonging to Crosslake Community School are preserved by the recorder of the Board of Education;
- (d) Ensure notices of all meetings of the Board of Directors and its Committees;
- (e) Prepare Minutes of the Board of Directors for closed meetings and,
- (f) Perform such other duties as may be prescribed by the Board of Directors.

## **Section 9.6 Management and Administrative Employees**

Crosslake Community School may have such management and administrative employees as the Board of Directors deems necessary. Such employees shall: 1) be appointed in a manner, 2) have their duties and responsibilities, and 3) hold their positions for the time, prescribed by the Board of Directors. The chief administrator of Crosslake Community School is responsible for the management and administration of all employees in all aspects of employment.

## **Section 9.7 Resignation**

Any Officer may resign at any time. Such resignation shall be made in writing to the Chairperson or Secretary of Crosslake Community School and shall take effect at the time specified therein or, if no time be specified, at the time of its receipt by the Chairperson or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

## **Section 9.8 Chief Administrator Evaluation**

The Board of Directors has responsibility for evaluation of Crosslake Community School's chief administrator. For evaluation purposes, a Subcommittee of the Board of Education will conduct the formal evaluation. The Evaluation Subcommittee will be chaired by either a community or parent board member and will consist of parent and community members of the Board of Education and not teaching staff to avoid Conflict of Interest.

# **ARTICLE X**

## **Distribution of Assets**

### **Section 10.1 Right to Cease Operations and Distributions Assets**

By a two-thirds vote of a quorum, the Board of Directors may resolve that Crosslake Community School cease operations and voluntarily dissolve. Such resolution shall set forth the proposed dissolution and direct designated officers of Crosslake Community School to perform all acts necessary to affect dissolution.

Written notice as required by the Bylaws shall state that the purpose of the meeting shall be to vote upon the dissolution of Crosslake Community School. A resolution to dissolve Crosslake Community School shall be approved only upon the affirmation vote of two-thirds of a quorum of the Board of Directors taken at a meeting during which the resolution is brought before the public. If such cessation and distribution is called for, the Board of Directors shall set a date for commencement (the starting of) of the distribution.

### **Section 10.2 Cessation (Process of Ending) and Distribution**

When cessation of operations and distribution of assets has been called for, the Board Directors and designated officers shall cause Crosslake Community School to discontinue, the liquidation process and distribution all Crosslake Community School's assets to the LAKE (Lakes Area Kids Enrichment) Foundation and other entities in accordance with Minnesota Statutes § 317a.735. Notice of Intent to Dissolve shall be filed with the Secretary of State pursuant to Minnesota Statutes § 317a.723.

# **ARTICLE XI**

## **Indemnification (Compensation for Harm or Loss)**

### **Section 11.1. Indemnification**

Each Director, Officer and employee of the Crosslake Community School, past or present, and each person who serves or may have served at the request of Crosslake Community School as a Director, Officer, Partner, Director, 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 Crosslake Community School in accordance with, and to the fullest extent permitted by, Minnesota Statutes Section 317.521. Crosslake Community School shall not be obligated to indemnify Board Director who has violated Minnesota Statutes § 124E.07 Subd 3(b). Crosslake Community 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. Crosslake Community School 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 in this Article and no individual, firm, or entity shall have any rights under this Article by way of assignment, subrogation, or otherwise, whether voluntarily, involuntarily, or by operation of law.

## **ARTICLE XII**

### **Financial Matters**

#### **Section 12.1 Contracts**

The Board of Directors may authorize any Officers, Agent or Agents of Crosslake Community School to enter into any contract or execute and deliver any instrument in the name of and on behalf of Crosslake Community 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 Crosslake Community School by any contract or engagement or pledge its credit or to render it financially liable for any purpose or to any amount.

#### **Section 12.2 Loans and Pledges**

No loans shall be contracted nor pledges or guarantees given on behalf of Crosslake Community School unless specifically authorized by the Board of Directors.

#### **Section 12.3 Authorized Signatures**

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of Crosslake Community 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 12.4 Deposits**

All funds of Crosslake Community School shall be deposited to the credit of Crosslake Community 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 Education may from time to time determine.

#### **Section 12.5 Accounting System and Audit**

The Board of Directors shall cause to be established and maintained, in accordance with Government Auditing Standards applied on a consistent basis, an appropriate accounting and financial reporting system for Crosslake Community School. The board shall cause the records and books of account of Crosslake Community School 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 persons or firm for such purposes as it may deem appropriate.

## **ARTICLE XIII**

### **Authorizer**

#### **Section 13.1 Authorizer**

Osprey Wilds Environmental Learning Center Charter School Division of Osprey Wilds is the authorizer of Crosslake Community School pursuant to Minnesota Statute §124E.05 subd 1 update in 2020 and repealed 124.05 MS 1994 [Repealed, 1996 c 399 art 1 s 11]. (revisor says this was repealed)

#### **Section 13.2 Voluntary Authorization**

The Board of Education recognizes and acknowledges that Osprey Wilds Environmental Learning Center voluntarily excises powers given by applicable law. The Board of Education also understands that Osprey Wilds Environmental Learning Center shall not be deemed responsible or waive any waivers of Osprey Wilds Environmental Learning Center authorizer powers.

#### **Section 13.3 Independence of Crosslake Community School**

Crosslake Community School is independent of Osprey Wilds Environmental Learning Center and:

- a) Is not a division, part or an agent Osprey Wilds Environmental Learning Center.
- b) Osprey Wilds Environmental Learning Center has separate financial obligations. Crosslake Community School shall not hold Osprey Wilds Environmental Learning Center to financial obligations. Furthermore, Osprey Wilds Environmental Learning Center shall not hold Crosslake Community School to financial obligations.
- c) Crosslake Community School has no authority to authorize, obligate to any contract or agreement. Also, Osprey Wilds

Environmental Learning Center has no authority to authorize, obligate to any contract or agreement.

## **ARTICLE XIV**

### **Open Meeting Law**

#### **Section 14.1 Purpose of Open Meeting Law**

The purpose of the Open Meeting Law is to:

- prohibit actions being taken at secret meetings where it is impossible for the interested public to become fully informed about a public body's decision or to detect improper influences.
- assure the public's right to be informed.
- afford the public an opportunity to present its views to the public body.

#### **Section 14.2 Application of Open Meeting Law**

The Open Meeting Law pursuant to Minnesota Statutes § 13D applies to all meetings of the Board of Education and, in general, meetings of its Committees and Subcommittees. For the law to apply, a quorum (a majority of the members of the public body) must be present. The gathering of a quorum constitutes a meeting if "members discuss, decide, or receive information as a group on issues relating to the official business of the governing body."

The public must be informed as to the time and place of meetings. Although the responsibility to ensure that meetings are properly noticed lies with the public body, this operation is carried out by recorder of the Board of Education. The Board of Education is also required to maintain a record of all votes taken at open meetings. All financial statements of Crosslake Community School are also part of the record. This record must be maintained in a journal and should identify the issues considered by the Board of Education. The Open Meeting Law requires the journal be open and available for inspection by the public.

All meetings of the Board and its committees and subcommittees are subject to Minnesota Open Meeting Law (MN Stat. §13D), regardless of whether a quorum is present.

#### **Section 14.3 Committees and Subcommittees of the Board**

The Open Meeting Law applies to meetings of Committees and Subcommittees of the Board of Education if they possess decision-making authority. Decision-making authority is presumed if Board Directors of the Committee comprise a quorum of the governing body or the governing body has delegated its power to the Committee or Subcommittee.

All committees and subcommittees of the Board are subject to Open Meeting Law requirements regardless of their decision-making authority.

#### **Section 14.4 Serial Meetings**

If the Board of Education uses serial meetings, a series of face-to-face, telephone, or electronic conversations among Board members of less than a quorum to avoid the Open Meeting Law requirements, they may be found to have violated the law in most cases, depending on the circumstances.

#### **Section 14.4 Communication Among Board Members**

The Open Meeting Law typically does not apply to telephone conversations among less than a quorum or to letters or other written communication. However, telephone conversations, e-mail (see 13.39 Open Meeting Law reference) or letters among less than a quorum of the Board of Education used to avoid the Open Meeting requirements or to fashion an agreement in advance of an open meeting may be found to have violated the law.

No open meeting violations occur when mail—electronic or printed—is used to distribute materials to Board Directors. A problem or violation may arise when the Board Directors respond to the information and begin a discussion of the materials. Therefore, Board Directors are cautioned against communicating with one another outside of an open meeting on matters that may come before the Board of Education.

The Board of Education also may not use a third person (not a Board member) to facilitate a consensus between the Board Directors. For example, this may include agreeing to the content of a letter or other communication outside of a Board of Education



meeting.

The Open Meeting Law states that communication on a social media site open to the public does not violate the law. Communication among Board Directors on a private social media site could constitute a violation.

### **Section 14.5 Social Gatherings**

The Open Meeting Law does not apply to a quorum of the governing body that comes together by chance or at a social gathering so long as the group does not use the setting for purposes of conducting official business. However, a quorum of the body may not, as a group, discuss or receive information about official business in any setting under the guise of a private social gathering.

### **Section 14.6 Informational Gatherings**

The Open Meeting Law does apply to informational gatherings, such as retreats, executive sessions, public hearings, and work sessions. The Open Meeting Law applies regardless of whether action is taken or contemplated.

### **Section 14.8 Building Trust Among the Board of Education**

~~If the Board of Education meets privately with a facilitator to “improve trust, relationships, communication, and collaborative problem solving” among the Board members, it is not a meeting for purposes of the Open Meeting Law as long as the Board does not “discuss, decide or receive information as a group relating to the official business of the governing body.”~~

### **Section 14.7 Closed Meetings**

Before closing a meeting, a public body shall state on the record the specific grounds permitting the meeting to be closed and describe the subject to be discussed. All meetings are open to the public except in the following cases:

- A. A public body must close meetings for preliminary consideration of allegations or charges against an individual subject to its authority. If the members of the public body conclude that discipline may be warranted as a result of those charges, further meetings or hearings relating to the charges must be open. Meetings must also be open at the request of the individual who is the subject of the meeting. Statutes other than the Open Meeting Law may permit or require closed meetings for certain local governmental bodies to conduct specific kinds of disciplinary hearings. For example, Board of Education hearings held to discharge or demote a teacher are private unless the affected teacher wants a public hearing. A public body may close a meeting to evaluate the performance of an individual who is subject to its authority. Before closing a meeting, the public body must identify the individual to be evaluated. The public body must summarize the conclusions of the evaluation at its next open meeting. An evaluation meeting must be open at the request of the subject of the meeting. Pursuant Minnesota Statutes § 13d.05, 122A.41.
- B. The law permits closed meetings based on a limited attorney-client privilege. In order to close a meeting under the attorney-client privilege exception, the governing body must give a particularized statement describing the subject to be discussed. A general statement that the meeting is being closed to discuss pending or threatened litigation is not sufficient.
- C. A meeting may be closed to address certain security issues. If disclosure of the information discussed would pose a danger to public safety or compromise security procedures or responses, a meeting may be closed to:
  - receive security briefings and reports,
  - discuss issues related to security systems,
  - discuss emergency response procedures, and
  - discuss security deficiencies in or recommendations regarding public services, infrastructure, and facilities. Before closing a meeting, the public body must refer to the facilities, systems, procedures, services, or infrastructures to be considered during the closed meeting. A closed meeting must be tape-recorded at the expense of the Board of Education, and the recording must be preserved for at least four years.

### **Section 14.8 Actual Notice**

If a person receives actual notice of a meeting of the Board of Education at least 24 hours before the meeting, all notice requirements are satisfied with respect to that person, regardless of the method of receipt of notice. §13D.04

### **Section 14.9 Health Pandemic or Declared Emergency**

~~In the event of a health pandemic or an emergency declared under Minnesota Statutes Chapter 12, a meeting may be conducted by telephone or other electronic means in compliance with Minnesota Statutes § 13d.021.~~

In the event of a health pandemic or emergency declared under MN Stat. §12.31, meetings may be conducted via interactive technology in accordance with MN Stat. §13D.021.

**Section 14.10 Meetings Conducted by Interactive Technology**

A meeting may be conducted by interactive technology with an audio and visual link in compliance with Minnesota Statutes § 13d.02.

**ARTICLE XV**

**Adoption and Amendment of Bylaws**

**Section 15.1. Majority Vote**

Crosslake Community School's governance model as set forth in these Bylaws and/or otherwise required by law may be changed only by or with: a) a majority vote of the Board of Directors; b) majority vote of the licensed teachers employed by Crosslake Community School as teachers, including licensed teachers providing instruction under a contract between Crosslake Community School and a cooperative; and c) approval of Crosslake Community School's authorizer.

**Section 15.2. Change in Board Governance**

Any change in Board governance shall conform to the board structure set forth in Minnesota Statutes §124E.07, subdivision 3, as amended.

**Section 15.3 Amendment Process**

These bylaws may be amended or repealed and new bylaws may be adopted by a majority vote of the Board of Directors at any regular meeting or at any special meeting called for that purpose. Written notice of the proposed amendment must be provided to all Board members at least thirty (30) days prior to the meeting at which the amendment will be considered.

**ARTICLE XVI**

**Insurance**

**Section 16.1 Insurance**

The Board of Education shall secure and maintain in its own name as the "first named insured" at all times the following insurance coverages:

- a) Workers' Compensation insurance.
- b) Insurance covering all of Crosslake Community School's real and personal property, whether owned or leased.
- c) Insurance required by Minnesota Statutes § 466.04, including a minimum of Commercial General Liability insurance in comprehensive form, bodily injury, and property damage combined of one and a half million dollars (\$1,500,000) per occurrence and personal injury of one and a half million dollars (\$1,500,000) per occurrence, and three million dollars (\$3,000,000) per occurrence for the release or threatened release of a hazardous substance.

**Section 16.2 Multiple Board Service**

No member of the Board of Directors may serve on more than one charter school board at a time, whether in an elected or ex-officio capacity.

## ARTICLE XVII

### Code of Ethics

#### Section 17.1 Purpose

The purpose of this policy is to assist the individual Board Directors in understanding his or her role as part of a Board of Education and in recognizing the contribution that each Board Director must make to develop an effective and responsible Board of Education.

#### Section 17.2 General Statement

Each Board Director shall follow the code of ethics stated in these bylaws.

- A. As a Board Director serving on the Crosslake Community School Board of Education, I will:
1. Attend Board of Education meetings.
  2. Come to the meetings prepared for discussion of the agenda items.
  3. Listen to the opinions and views of others (including, but not limited to, other Board Directors, administration, staff, students, and community members).
  4. Vote my conscience after informed discussion, unless I abstain because a conflict of interest exists.
  5. Support the decision of the Board of Education, even if my position concerning the issue was different.
  6. Recognize the integrity of my predecessors and associates and appreciate their work.
  7. Be primarily motivated by a desire to provide the best possible education for the students of Crosslake Community School.
  8. Inform myself about the proper duties and functions of a Board Chair.
- B. As a Board Director in performing the proper functions of the Crosslake Community School Board of Education, I will:
1. Focus on education policy as much as possible.
  2. Remember my responsibility is to set policy – not to implement policy.
  3. Consider myself a trustee of public education and do my best to protect, conserve, and advance its progress.
  4. Recognize that my responsibility, exercised through the actions of the Board of Education as a whole, is to see that Crosslake Community School are properly run – not to run them myself.
  5. Work through the chief administrator – not over or around the chief administrator.
  6. Delegate the implementation of Board of Education decisions to the chief administrator.
- C. As a Board Director to maintain relations with other Board Directors of the Crosslake Community School Board of Education and the community at large, I will:
1. Respect the rights of others to have and express opinions.
  2. Recognize that authority rests with the Board of Education in legal session – not with the individual Board Directors except as authorized by law.
  3. Make no disparaging remarks, in or out of Board of Education meetings, about other Board Directors, the community at large, or their opinions.
  4. Keep an open mind about how I will vote on any proposition until the Board of Education has met and fully discussed the issue.
  5. Make decisions by voting in Board of Education meetings after all sides of debatable questions have been presented.
  6. Insist that committees be appointed to serve only in an advisory capacity to the Board of Education.
- D. As a Board Director in meeting my responsibilities to the Crosslake Community School community, I will:
1. Attempt to appraise and plan for both the present and future educational needs of the Crosslake Community School and the community at large.
  2. Attempt to obtain adequate financial support for Crosslake Community School programs.
  3. Insist that business transactions of Crosslake Community School be ethical and open.
  4. Strive to uphold my responsibilities and accountability to the taxpayers at Crosslake Community School.
- E. As a Board Director in working with the chief administrator of Crosslake Community School and staff, I will:
1. Hold the chief administrator responsible for the administration of Crosslake Community School.
  2. Give the chief administrator authority commensurate with his or her responsibilities.
  3. Assure that Crosslake Community School will be administered by the best professional personnel available.
  4. Participate in Board of Education action after considering the recommendation of the chief administrator and only after the chief administrator has furnished adequate information supporting the recommendation.
  5. Insist the chief administrator keep the Board of Education adequately informed at all times.
  6. Offer the chief administrator counsel and advice.
  7. Recognize the status of the chief administrator as a non-voting, ex officio member of the Board of Education.

8. Refer all complaints to the proper administrative officer or insist that they be presented in writing to the whole Board of Education for proper referral according to the chain of command.
  9. Present any personal criticisms of employees to the chief administrator or the Human Resources representative/consultant.
  10. Provide support for the chief administrator and employees of Crosslake Community School so they may perform their proper functions on a professional level.
- F. As a Board Director in fulfilling my legal obligations, I will:
1. Comply with all federal, state, and local laws relating to my work as a Board Director.
  2. Comply with all Crosslake Community School policies as adopted by the Board of Education.
  3. Abide by all rules and regulations as promulgated by the Minnesota Department of Education and other state and federal agencies with jurisdiction over Crosslake Community School.
  4. Abide by all the rules, regulations and contract as set forth by the Crosslake Community School authorizer, Osprey Wilds Environmental Learning Center as long as rules and regulations conform and promulgated by any agency that has jurisdiction over Osprey Wilds Environmental Learning Center or Crosslake Community School.
  4. Recognize that school district business may be legally transacted only in an open meeting of the Board of Education, following Minnesota's Open Meeting Law.
  5. Avoid conflicts of interest and refrain from using my Board of Education position for personal gain.
  6. Take no private action that will compromise the Board of Education or administration of Crosslake Community School.
  7. Guard the confidentiality of information that is protected under applicable law.
  8. Follow all applicable statutes, laws and regulations of the State of Minnesota as it relates to Charter School.

## **ARTICLE XVIII**

### **Miscellaneous Provisions**

#### **Section 18.1 Construction and Definitions**

These Bylaws shall be construed to conform to the laws of the State of Minnesota.

#### **Section 18.2. Interpretation**

Any provision of these Bylaws which turns out to be prohibited or unenforceable under Minnesota law shall be ineffective to the extent of such prohibition or unenforceability without invalidating any other provision of the Bylaws. These Bylaws shall also be construed in a manner which renders their provisions valid and enforceable to the maximum extent (not exceeding their express terms), under applicable law.