

**AMENDED AND RESTATED BYLAWS
OF
NOVA CLASSICAL ACADEMY
A Minnesota Charter School**

**ARTICLE I
OFFICES**

The registered office of the corporation in the State of Minnesota is 1455 Victoria Way, St. Paul, MN 55102, or such other location as may be on file from time to time with the Office of the Minnesota Secretary of State. The corporation may have such other offices within the State of Minnesota as the Board of Directors may determine or as the affairs of the corporation may require. The registered office may be, but need not be, identical with the principal office in the State of Minnesota.

**ARTICLE II
PURPOSE**

Nova Classical Academy, a Minnesota nonprofit corporation, (the "Academy"), has as its purpose education within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to, the establishment and operation of a charter school under the laws of the State of Minnesota.

**ARTICLE III
BOARD OF DIRECTORS**

1. *Board of Directors.* Membership **in the Academy of the Board** shall consist only of the members of the Board of Directors **listed in these Bylaws.**

2. *Number of Directors.* The number of Directors shall not be **less fewer** than seven (7) nor greater than that number which may be set from time to time by a majority vote of all directors then in office at a duly convened regular or special meeting at which notice is provided. The Board composition shall include at least two (2) licensed teachers employed at the Academy, and at least one (1) interested community member as defined by law; and the remaining Directors shall be parents/legal guardians of students enrolled in the Academy. The number of Directors who are parent/legal guardians of students enrolled at the Academy shall at all times be at least one more than the greater of: a. the number of Directors who are licensed teachers employed at the Academy; or b. the number of Directors who are interested community members. A licensed teacher employed at the Academy who is simultaneously the parent/legal guardian of a student enrolled in the Academy shall only be eligible to serve as a Director in the licensed teacher category. All Directors shall be over the age of twenty-one (21) at the time their term begins.

3. *Ex Officio Nonvoting Board Members.* Ex officio nonvoting seats on the Board are created and filled by law, by these bylaws, or by action of the Board of Directors, and are otherwise exempt from the Academy's election process for voting Board seats set forth in these Bylaws. The following shall sit as ex officio nonvoting members of the Board of Directors:

- a. The Academy's chief administrative officer, however designated, and the Academy's chief financial officer if the position of chief financial officer is held by a person other than a voting Board Member serving as the Academy's Treasurer.

4. *Appointed Nonvoting Board Members.* Appointed members are nonvoting members and may not have access to confidential or private student or personnel data and may not attend closed Board Sessions. They may attend any other meeting or training of the Board, though they will not be compensated for any travel or other expenses unless otherwise stated by the Board. These members serve at the discretion of the Board and can be removed by a simple majority vote of the Board. Unlike elected Board members, they are appointed each year and do not contribute toward a quorum of the Board. **The appointed non-voting members shall be:**

- a. A representative of Nova Classical Academy PTO who is chosen through the discretion of the NPTO;
- b. A student enrolled in Nova's eleventh or twelfth grade who is chosen through the discretion of the Upper School principal.

5. *Powers.* The Board of Directors shall conduct or direct the affairs of the Academy and exercise its powers, subject to the limitations of Minnesota Statutes Chapter 317A and Section **124D.10 124E.01**, ~~the~~ **Nova's** Articles of Incorporation, these Bylaws, and by any other controlling law. The Board of Directors may delegate the management of the activities of the Academy to others. The Board may exercise all powers and perform all acts which are not prohibited by law, by the Articles or by these Bylaws, all as may be amended, including but not limited to the following specific powers:

- a. To select and remove officers, agents, and employees of the Academy; to prescribe powers and duties for them; and to fix their compensation;
- b. To manage, and oversee the affairs and activities of the Academy, and to make rules and regulations;
- c. To enter into contracts, leases, and other agreements which are, in the judgment of the Board of Directors, necessary or desirable in obtaining the purposes of promoting the interests of the Academy;
- d. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of such property;
- e. To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;
- f. To indemnify and maintain insurance on behalf of any of its Directors, officers, employees, or agents for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of the

Minnesota Nonprofit Corporation Act, Minnesota Statutes, 124E.10, subdivision 1, para (b), and the limitations noted in these bylaws; and

g. To remove Directors.

6. Election of Board of Directors.

a. Eligible Voters. The voters eligible to elect the members of the Academy's Board of Directors are:

- i. all staff members employed at the Academy, including teachers;
- ii. all parents and legal guardians of students enrolled at the Academy; and
- iii. such other persons as may be required by law.

b. Nomination Process; Notice of Election and Annual Meeting. At least ninety (90) days prior to the Academy's annual meeting, the Governance Committee shall solicit nominations for all of the Director positions to be filled at the next annual meeting. The Governance Committee shall be responsible for the administration of the annual election.

7. Term of Office.

a. Terms of office for elected Directors shall begin on July 1st in the year of election.

b. Staggered Terms. As authorized by Minnesota Statutes, section 317A.207, subdivision 2, the Board of Directors shall be divided into three (3) classes of Directors so that the terms of office of approximately one-third (1/3) of the Directors shall expire each year. The Secretary shall maintain a schedule of the classifications and terms of office for all seats on the Board of Directors.

i. If resignations or other events make it necessary to purposefully stagger the terms, the Board may determine a shorter term or terms of office for one election cycle, provided that the determination occurs before the start of the nomination period.

c. All Directors shall hold office for three (3) years, or until their earlier death, resignation or removal from office; provided, however, that:

- i. A parent/legal guardian may serve as a Director only so long as the parent/legal guardian has a child enrolled at the Academy;
- ii. A licensed teacher employed by the Academy may serve as a Director only so long as he/she is they are so-licensed and employed;
- iii. An interested community member may serve as a Director only so long as he/she meets they meet the statutory qualifications for such category

iv. A Director must be at least twenty-one (21) years of age when **his or her** **their** term begins;

v. A Director appointed to fill a vacancy shall hold office through June 30 of the school term in which their appointment occurs.

Directors may be reelected to successive terms and may serve simultaneously as officers. The Board of Directors may exercise all its powers notwithstanding any vacancy or vacancies in its number.

8. *Resignation of a Director.* Directors may resign at any time, effective immediately or at a specified later date, by giving written notice to the Board Chair or the Secretary of the **Academy Board**. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

9. *Removal of Directors.* A Director may be removed with or without cause by an affirmative vote of two-thirds (2/3) of the Directors then in office, excluding the Director proposed for removal. In addition, the Board of Directors shall remove any Director who:

a. Has failed to attend two or more of the Board's regular meetings without good excuse in any one-year period;

b. Has failed to attend three or more of the Board's regular meetings in any one-year period regardless of cause or excuse.

10. *Vacancies.* A Board vacancy shall be deemed to exist if any Director dies, resigns, is removed, is ineligible to serve, or if the authorized number of Directors is increased. Any vacancy on the Board of Directors shall be filled by the appointment of a new Director by the affirmative vote of a majority of the remaining Directors, even if less than a quorum. The Governance Committee shall nominate candidates and make recommendations to the Board to fill vacancies on the Board; provided, however that the Board may also consider candidates other than those nominated and/or recommended by the Governance Committee to fill a vacancy. A Director filling a vacancy shall hold office for the term as set forth in Section 6 above.

11. *Compensation.* Directors shall not receive compensation for their services; however, the Directors of the Academy may be reimbursed for reasonable out-of-pocket expenses incurred by them in rendering services to the Academy, as the Board of Directors from time to time determines such services to be directly in furtherance of the purposes and in the best interests of the Academy. Notwithstanding the foregoing, Directors who are also employees of the Academy shall be entitled to reasonable compensation for services rendered to the Academy as employees; provided that no part of the compensation of an employee of the Academy shall be compensation for services as a Director.

ARTICLE IV

MEETINGS OF THE BOARD OF DIRECTORS

1. *Open Meetings.* Meetings of the Board of Directors and all Standing and Ad Hoc Committees shall comply with the Minnesota Open Meeting Law.

2. Place of Meetings. Board meetings may be held at the Academy's registered office or at any other reasonably convenient place as the Board may designate.

3. Regular Meetings. Regular meetings shall be held at such times as are set on the school calendar adopted annually by the Board of Directors. The Board of Directors shall meet no less than ten (10) times per fiscal year.

4. Annual Meeting. An annual meeting shall be held in May for the purpose of electing Directors, making and receiving reports on corporate affairs, and transacting such other business as comes before the meeting.

5. Special Meetings. Special meetings of the Board of Directors may be called at any time 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 Directors.

6. Cancellation of Meetings. The Board Chair may cancel a meeting with reasonable cause.

7. Adjournment. A majority of the Directors present at a meeting, whether or not a quorum, may adjourn the meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given if the time and place be fixed at the meeting adjourned and recorded in the minutes of that meeting, except, if the meeting is adjourned for longer than 24 hours, notice, of the adjournment shall be given as for special meetings.

8. Notices of Meetings. Notices of meetings of the Board meetings shall be given as follows:

a. Regular Meetings. A schedule and the location of regular meetings of the Board shall be provided to each Director and shall be kept on file at the Academy's registered office. 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, the same notice shall be given as if the meeting were a special meeting pursuant to paragraph b. below.

b. Special Meetings. For a special meeting, except an emergency meeting or a special meeting for which a notice requirement is otherwise expressly established by statute, the Board shall post written notice of the date, time, place, and purpose of the meeting on the principal bulletin board at the Academy's registered office and the principal bulletin board of any other Academy office(s). The notice shall also be mailed or otherwise delivered to each person who has filed a written request for notice of special meetings with the Board. This notice shall be posted and mailed or delivered at least three days before the date of the meeting, excluding the day of posting and mailing or delivery and any intervening Saturdays or Sundays, and including the date of the special meeting.

c. Other Methods. Notice to Directors, parents/guardians, Academy employees, and/or the public may be provided in any manner or by such other methods as are fair and reasonable under the circumstances, or as otherwise required or allowed by law, including without limitation by posting on the Academy's website, by email and/or other digitally-transmitted technologies.

9. Actual Notice. If a person receives actual notice of a meeting of the Board at least twenty-four (24) hours before the meeting, all notice requirements of this Article are satisfied with respect to that person, regardless of the method of receipt of notice.

10. Waiver of Notice. A director may waive notice of a meeting of the Board. A waiver of notice by a director entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, by authenticated electronic communication, or by attendance. Attendance by a director at a meeting is a waiver of notice of that meeting, unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

11. Agendas for Meetings. The Board Chair shall set the agendas for meetings of the Board of Directors. Any Director, parent/legal guardian of a student enrolled in the Academy, employee of the Academy, or student enrolled in the Academy may request that an item be placed on the agenda of the next regular Board of Directors meeting by contacting the Board Chair or Chair-elect in writing, by phone, or via email or other electronic technologies with such request not less than five (5) days prior to the scheduled meeting.

12. Public Comment at Meetings. A minimum of fifteen (15) minutes shall be reserved at each regular meeting for comments and requests for business to be brought before the Board by parents/legal guardians of students enrolled in the Academy, employees of the Academy, students enrolled in the Academy, and interested community members. The Board Chair may reasonably limit individual speaking times.

13. Closed Meetings. The Board may close a meeting only under circumstances allowed or required by the Minnesota Open Meeting Law.

14. Minutes. The minutes of meetings of the Board shall record all votes taken at the meeting. The minutes shall record the vote of each Director on appropriations of money, except for payment of judgments and amounts fixed by statute. Minutes of Board meetings shall be open to the public during all normal business hours where records of the Academy are kept.

15. Public Copies of Directors' Materials. At least one copy of any printed materials relating to the agenda items of the meeting prepared or distributed by or at the discretion of the Board or its employees and distributed at, before or available during the meeting to all Directors shall be available in the meeting room for inspection by the public while the Board considers their subject matter. This section does not apply to materials classified by law as other than public, or to materials relating to the agenda items of a closed meeting.

ARTICLE V

ACTION BY THE BOARD OF DIRECTORS

1. Quorum. A quorum consists of a majority of the Directors currently in office.

2. Action by the Board. The actions done and decisions made by a majority vote of the Directors present and entitled to vote at a meeting duly held at which a quorum is present

are the actions and decisions of the Board of Directors unless a greater or lesser vote is required for the specific action set forth in these Bylaws, the Articles of Incorporation, or by law. The Board of Directors may continue to transact business at a meeting at which a quorum was originally present, even though Directors withdraw, provided that any action taken is approved by at least a majority of the quorum required. Each Director shall have the power to exercise one (1) vote on all matters to be decided by resolution of the Board of Directors. Voting by proxy shall not be allowed.

ARTICLE VI

COMMITTEES AND PURPOSE

1. *Standing Committees.* The Board of Directors shall maintain the following standing committees:

a. *Budget and Finance Committee.* The Budget and Finance Committee shall be responsible for presenting an annual budget to the Board of Directors, making recommendations to the Board of Directors on long-range financial and facilities planning and salaries and benefits, monitoring contracts, ensuring compliance with state financial procedures, and such other duties as are deemed appropriate and necessary by the Board of Directors. **The Budget and Finance Committee shall be chaired by the Treasurer.**

b. *Governance Committee.* The Governance Committee shall be responsible for maintaining effective Board Policies, for promoting an active board recruitment process for the Academy, for the orientation and mentoring process of new Board members, for working with the board chair and executive director to promote ongoing leadership and governance education and growth of all board members, for periodic assessment processes for individual board members and the board as a whole, for the duties set forth elsewhere in these Bylaws in regard to the annual election of Directors and filling of vacancies, and for such other duties as may be determined from time to time by the Board of Directors. The Governance Committee shall be chaired by a Director and include no less than one additional Director and no less than three individuals who are neither Directors nor officers of the Academy.

c. *Academic Excellence Committee.* The Academic Excellence Committee is charged by and shall be responsible to the Board of Directors for ensuring high academic standards at the Academy, true to the classical tradition and consistent with the Academy's mission and vision. The Academic Excellence Committee shall be chaired by a director, shall include the Academy's Executive Director as a member, and shall strive to include as members additional representation from all Academy constituencies. **This committee shall become effective as a board standing committee on July 1, 2013 and shall assume the work product of the Ad Hoc Academic Excellence Committee upon that committee's cessation on June 30, 2013.**

d. *Executive Director Review Committee.* **The Executive Director Review Committee is charged with working with the Board and Executive Director to set the yearly goals for the Executive Director as well as the measurements for those goals. Additionally, the Executive Director Review Committee shall assist in monitoring progress towards those goals, provide support in meeting those goals, and conduct a review of**

the progress made towards those goals at the end of the school year. This committee shall be chaired by the Vice Chair and shall include no fewer than two additional board members.

2. Election and Removal of Standing Committee Chairs. Standing committee chairs shall be elected and removed in the same manner as officers of the Academy Board.

3. Ad Hoc Committees. The Board of Directors may, at its discretion, create Ad Hoc committees to address specific subjects of concern. The resolution creating an Ad Hoc committee shall specify the purpose, duration, powers and responsibilities of the committee. The Board of Directors shall appoint a chair, who may, but need not be a Director. The Board of Directors may remove an Ad Hoc committee chair at its discretion. Unless otherwise specified in the resolution authorizing or amending the creation of an Ad Hoc committee, an Ad Hoc committee shall be dissolved without the necessity of further Board action upon the expiration of the school term in which it is created.

4. Committee Membership. Except as otherwise specified in these Bylaws, the chair of any Standing, Ad Hoc, or other Committee of the Board 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 the Academy Board.

5. 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 recommendations until approved by the full Board of Directors.

6. Committee Meetings. The activities of all committees of the Academy Board shall be conducted in such manner as will advance the best interests of the Academy. Except as otherwise 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 (3) days in advance of the meeting. 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 keep minutes of all committee meetings to the Secretary of the Academy, which minutes shall be open to inspection as set forth in Article IV, Section 14.

7. Quorum. A quorum for any committee meeting shall be a majority of the voting members of the committee of record.

8. 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, subject to revision and alteration by the Board of Directors.

ARTICLE VII
PARLIAMENTARY AUTHORITY

In the interpretation of matters of parliamentary practice, the rules contained in the then current edition of Robert's Rules of Order Newly Revised shall govern meetings of the Board and its Committees.

ARTICLE VIII
OFFICERS AND DUTIES

1. *Officers.* The officers of the Academy shall consist of a Chair, Chair-elect, Secretary and Treasurer.

a. *Duties of Chair.* The Chair shall have general active management of the business of the Academy, preside at meetings of the Board of Directors, develop the agenda for Board meetings, and have the powers and duties of office of president as set forth in Minnesota Statutes, Section 317A.305, Subd. 2, and shall perform such other duties as the Board of Directors may from time to time prescribe.

b. *Duties of ~~Chair-elect~~ Vice Chair.* The ~~Chair-elect~~ Vice Chair shall perform the duties of the Chair in the event the Chair is unavailable and shall perform such other duties as the Chair or Board of Directors may from time to time prescribe.

c. *Duties of Secretary.* The secretary shall be responsible for keeping Board actions, including overseeing the taking of minutes at all board meetings, meeting announcements and assuring that corporate records are maintained, and shall perform other duties as the Chair or Board of Directors may from time to time prescribe. The Board Secretary shall also monitor the ~~compliance of all Standing and Ad Hoc Committees with their obligation to post minutes to, and maintain accurate and current updates to their online Board~~ webpages on the Academy website and assist in keeping them up to date.

d. *Duties of Treasurer.* The Treasurer shall keep accurate financial records for the Academy, deposit money, drafts, and checks in the name of and to the credit of the Academy in the banks and depositories designated by the Board, endorse for deposit notes, checks, and drafts received by the Academy as ordered by the Board, making proper vouchers for the deposit, disburse corporate funds and issue checks and drafts in the name of the Academy, as ordered by the Board, upon request, provide the Chair and the Board an account of transactions by the Treasurer and of the financial condition of the Academy, and shall perform such other duties as the Chair or Board of Directors may from time to time prescribe. The Treasurer shall be the chief financial officer of the Academy unless the Board by resolution specifically designates another person as chief financial officer.

2. *Election, Eligibility and Term of Office.*

a. *Election.* The Board of Directors shall elect a Chair, ~~Chair-elect~~ Vice Chair, a Secretary and a Treasurer ~~each for the next~~ year at ~~the June meeting~~:

i. ~~the annual meeting;~~

ii. a regular meeting or

iii. a special meeting designated for that purpose; provided, however, that such election shall occur no later than the first regular meeting of the school term.

Officers elected to fill vacancies shall be elected as vacancies occur. Unless the Board determines otherwise, the Chair-elect shall automatically move to the office of Chair at the start of the next term of office.

b. *Eligibility.* An officer shall be a Director unless this requirement is waived by a vote of a majority of Directors then in office. The offices of Chair or and Chair-Elect shall be held by a parents/legal guardians of a student currently enrolled in the Academy or a interested community members as defined by charter school law. The offices of Chair-elect Vice Chair, Secretary, or Treasurer may be held simultaneously by one individual.

c. *Term of Office.* Terms of office shall be for one (1) year beginning July 1st in the year elected. Any officer of the Academy Board may serve multiple consecutive terms.

d. *Removal and Resignation.* The Board of Directors may remove an officer, either with or without cause, at any time, by an affirmative vote of two-thirds (2/3) of the Directors currently in office. An officer may resign at any time by giving written notice to the Board of Directors, the resignation taking effect on receipt of notice or at a later date as specified in the notice.

ARTICLE IX NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the Academy's debts, liabilities, or other obligations. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the Academy, may look only to the funds and property of the Academy for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due to them from the Academy.

ARTICLE X INDEMNIFICATION OF CORPORATE AGENTS

Each director, officer and employee of the Academy, past or present, and each person who serves or may have served at the request of the Academy 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 the Academy in accordance with and to the fullest extent permitted by law. The Academy shall not be obligated to indemnify any other person or entity, except to the extent such obligation shall be specifically approved by resolution of the Board of Directors. The Academy 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 XI **INSURANCE**

The Academy may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, against any liability asserted against and incurred by such person in his or her official capacity, or arising out of his or her status as such, whether or not the Academy would have the power to indemnify such person against liability under Minnesota Statutes, Section 317A.521, the Articles of Incorporation or these Bylaws; provided however, that the Academy shall obtain at least the amount and types of insurance up to the applicable tort liability limits under Minnesota Statutes, section 466.04, as amended.

ARTICLE XII **CONFLICT OF INTEREST**

The Board of Directors shall comply with all Conflict of Interest provisions imposed by law from time to time and applicable to Minnesota Charter School Boards and/or Directors.

ARTICLE XIII **FINANCIAL MATTERS**

1. *Fiscal Year.* The fiscal year of the Academy begins on July 1 of each year and ends on June 30 of the following year.
2. *Execution of Instruments.* Except as otherwise provided in these Bylaws, the Board of Directors may adopt a resolution authorizing any officer or agent of the Academy to enter into any contract, or execute and deliver any instrument in the name of, or on behalf of, the Academy. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power to bind the Academy by any contract or engagement, to pledge the Academy's credit, or to render it liable monetarily for any purposes or any amount.
3. *Checks and Notes.* Except as otherwise specifically provided by Board resolution, checks, drafts, promissory notes, orders of the payment of money, and other evidence of indebtedness of the Academy may be signed by the Chair, the **Chair-elect Vice Chair**, the Treasurer, the Secretary, or the Academy's chief administrative officer.
4. *Deposits.* All funds of the Academy shall be deposited to the credit of the Academy 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.
5. *Corporate Seal.* The Academy shall not have a corporate seal.

6. *Documents Kept at Registered Office.* The Board of Directors shall cause to be kept at the registered office and/or published on the official web site of the Academy originals, ~~or~~ copies, **or electronic copies** of:

- a. Records of all proceedings of the Board of Directors and all Board committees;
- b. Records of all votes and actions of the Directors;
- c. All financial statements of the Academy; and
- d. Articles of Incorporation and Bylaws of the Academy and all amendments and restatements thereof.

ARTICLE XIV **ADOPTION AND AMENDMENT OF BYLAWS**

Except as otherwise required by law, these Bylaws may be adopted, amended, or repealed at any regular or special meeting of the Board by an affirmative vote of two-thirds (2/3) of the Directors currently in office and entitled to vote provided, however, that notice is duly given that adoption, amendment, or repeal of the Bylaws will be on the agenda of the meeting.

ARTICLE XV **MISCELLANEOUS PROVISIONS**

1. *Construction and Definitions.* These Bylaws shall be construed to conform to the laws of the State of Minnesota.

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.

[End of Bylaws]

Adopted August 25, 2014
Revisited and re-adopted February 4, 2019