

Bylaws of Watershed High School

Revised 2014

ARTICLE I: GENERAL

Section 1. The Watershed High School (“Watershed”) is organized exclusively for educational purposes, more specifically to educate youth to fully develop their individual capacities in a context that develops reverence and respect for nature and the needs of other human beings.

Section 2. There shall no members of the corporation.

Section 3. The annual meeting of the Board of Directors shall be held some time during the months of October or November, at which time the financial report for the last preceding fiscal year shall be reviewed.

ARTICLE II: BOARD OF DIRECTORS

Section 1. The Board of Directors shall have the general management and control of all business and affairs of Watershed and shall exercise by appropriate rules or resolutions all the powers that may be exercised or performed by Watershed under Minnesota Statute, its Articles of Incorporation and these Bylaws.

Section 1a. The board shall be responsible for oversight and ensuring that all federal, state, and local requirements are met in accordance with the law.

Section 1b. The board shall be responsible for ensuring all general accountability measures required of a charter school are met, including the timely and complete processing of the annual report and audit.

Section 1c. The board shall be responsible for ensuring all required board and operational policy is in place and properly disseminated. This specifically includes policy on admissions and employment.

Section 1d. The board shall be responsible for ensuring that all obligations with respect to the school’s authorizer are met and that the relationship with the authorizer is successfully developed. This explicitly includes the periodic renewal of the Charter contract, regular school performance reviews, and the payment of applicable fees.

Section 2. The number of Directors shall not be less than five, or more than fifteen, as determined from time to time by the board. Only natural persons and non-conflicted and nonrelated parties shall be Directors. Directors must be residents of the state of Minnesota. Board membership consists of a minimum of 2 teachers, 2 parents or guardians of enrolled students and 2 community members. The three additional positions are at large positions to be filled by members of any of the above categories.

Section 2a. All newly elected board directors shall begin the mandated training within six months of being seated on the board; and shall complete this training within one year of being seated. If a board director does not begin the training within six months or complete it within one year, he/she will become a non-voting board member until the training is

received. If a director becomes a non-voting member due to lack of training, he/she will be removed from the board after one year of being a non-voting member.

Section 2b. All directors, whether appointed or elected, shall undergo a background check as Required by statute.

Section 3. The terms of office of all directors shall be two years or until their successor(s) have been elected and qualified. Parents and guardians of students at Watershed, teaching staff, and administration employed at Watershed shall be eligible to vote in the election of directors.

Section 4. The financial administrator and director of education shall be ex-officio directors of the board without vote.

Section 5. Regular meetings of the board of directors may be held at such times and places as the board of directors by resolution shall establish. Special meetings of the board of directors may be called by the chair or vice-chair. The chair shall call a meeting whenever two directors so request in writing, including via email. Notice of the time, place and purpose of an annual or special meeting shall be given to each director personally by mail, telephone or email. Regularly scheduled meetings of the board of directors may not be held without notice as required by Open Meeting Law. The agenda must be posted on the school's main bulletin board or front door 72 hours in advance of any non-emergency meeting.

Section 6. Meetings of the board of directors shall be held at a suitable place convenient to the members of the board. Directors may participate by telephone, or via video chat.

Section 7. The board secretary will be responsible for notifying directors and school stakeholders of board meetings and non-emergency meetings shall be posted on the school website.

Section 8. At all meetings of the board of directors, one-half of the directors currently holding office shall constitute a quorum for the transaction of business. If at any board meeting, there is less than a quorum present; the majority of those present may adjourn the meeting for a new meeting. At any such new meeting, which replaces the adjourned meeting, any business, which might have been transacted at the meeting as originally called, may be transacted without further notice. The new meeting must be posted as in Article II, section 5.

Section 9. A director of the board shall not appoint a proxy or vote by proxy.

Section 10. The board will endeavor to work for a reasonable level of consensus on all decisions. If consensus cannot be reached, the board will discuss the implications of postponing a decision. If a majority of the board believe that a decision should not be postponed, then the vote of a majority shall carry the decision, except for the following matters, which shall require a 2/3 majority; a) a substantial change in the location or scope of

services of Watershed; b) a merger, consolidation, or a substantial transfer or encumbrance of the assets of Watershed; c) substantial change in the purpose of Watershed, as expressed in these bylaws; d) acquisition of any other entity or expansion to any additional location; e) any substantial change in the relationship with the authorizer.

Section 10a. Changes in the governance model of the board must be approved by a 2/3 majority vote of the board members.

Section 11. Any board member may resign at any time by delivering a written resignation to the Chair of the board of directors. If the resigning member is the chair of the board, any officer on the board may acknowledge the resignation. A board member may be removed at any time, with or without cause by a vote of the majority of the board.

Section 11a. Vacancies on the board of directors occurring by any manner other than the expiration of a term shall be filled by a vote of the majority of the remaining members, even though they may constitute less than a quorum. Each person so elected shall be a board member and shall serve out the remainder of the term of the member who was replaced.

Section 12. No compensation shall be paid to board members for their service on the board. Reasonable remuneration may be paid to a member for services performed for Watershed in any other capacity.

Section 13. The board members shall not make or enter into on Watershed's behalf, any contract, transaction or act, or carry on any activity not permitted to be made, entered into or carried on by any organization exempt from tax under Section 501(c) (3) of the Internal Revenue Code of Watershed High School Bylaw 4 1954, as now constituted or hereafter amended, or by any organization, contributions to which are deductible under Section 501 (c) (3) of the Internal Revenue Code of 1954, as now constituted or hereafter amended. In addition, the board members shall not make, enter into or carry on any activity which would cause Watershed to be deemed a private foundation within the meaning of Section 509 of the Internal Revenue Code of 1954, as now constituted or hereafter amended.

Section 14. Watershed shall, in the exercise of the power granted to Minnesota nonprofit corporations, indemnify its former, present, and future officers, board members, and employees to the full extent provided by law against expenses and liabilities and must carry and maintain insurance for that purpose.

ARTICLE III: OFFICERS

Section 1. The principal officers of the Watershed Board of Directors shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer, all of whom shall be elected by the board of directors. The board may appoint assistant treasurers, assistant secretaries, and such officers as, in their judgment may be necessary.

Section 2. The officers of the Watershed Board of Directors shall be elected annually by the board of directors at the meeting directly following board elections. Such officers shall hold

office at the pleasure of the board of directors. All officers must be natural persons 18 years old or older. Officers must be board members.

Section 3. Upon an affirmative vote of a majority of the members of the board, an officer may be removed, either with or without cause, and the successor elected at any regular meeting of the board of directors or at any special meeting of the board of directors called for such purpose. Such removal is without prejudice to any contract rights, if any, which such officer may have with Watershed.

Section 4. In the event any office becomes vacant by death, resignation, retirement, incapacity, or any other cause, such vacancy shall be filled by an affirmative vote of a majority of the board members then in office. An officer so elected shall hold office and serve until the next annual meeting of the board of directors and until the successor is elected and qualified.

Section 5. The chair of the board of directors shall convene and preside at the meetings of the board of directors and perform other duties as designated by the board to ensure the effective functioning of the board and the corporation. The chair shall sign documents on behalf of the board of directors which require board action or approval.

Section 5a. In the absence of the chair, the vice-chair of the board of directors may convene and preside at meetings of the board of directors and perform other duties as designated by the board of directors to ensure the effective functioning of the board and the corporation. The vice-chair may also sign documents on behalf of the board of directors which require board action or board approval.

Section 6. The board secretary shall be responsible for keeping records of board actions, including overseeing the recording of minutes at all board meetings, sending out meeting notices, posting the agenda per Open Meeting Law, assuring the distribution of minutes and the agenda to each board member, and ensuring that corporate and public records are maintained in accordance to the law and that public accountability requirements are met.

Section 7. The treasurer shall be responsible for ensuring accurate financial accounts and making a financial report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, assist in the development of fundraising plans, and ensure that financial information is available to board members and the public. The treasurer shall also serve as the corporation's liaison with the independent auditor.

Section 8. The compensation of all employees, agents, or representatives of Watershed shall be fixed by the board of directors and shall be reasonable in amount for the services rendered. The fact that any employee, agent, or representative of Watershed is a member of the board of directors shall not preclude the person from receiving compensation appropriate to the value of services.

Section 9. No officer, agent or representative of Watershed shall make or enter into, on

Watershed's behalf, any contract, transaction or act, or carry on any activity not permitted to be made, entered into, or carried on by an organization, exempt from tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, as now constituted or hereafter amended, or by any organization, contributions to which are deductible under Section 501 (c) (3) of the Internal Revenue Code of 1954, as now constituted or hereafter amended. In addition, no officer, agent, or representative shall make, enter into, or carry on any activity which would cause Watershed to be deemed a private foundation within the meaning of the board of directors, as now constituted or hereafter amended.

ARTICLE IV: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. The board of directors may authorize any officer or officers, agent or employee of Watershed, in addition to the officers so authorized by these bylaws, to enter into any contract or Watershed High School Bylaw 6 execute and deliver any instrument in the name of and on behalf of Watershed, and such authority may be general or confined to specific instances.

Section 2. All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of Watershed shall be signed by such officer or officers, agent or agents of Watershed and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of further determination by the board of directors, the chair or treasurer may sign such instruments.

Section 3. All funds of Watershed shall be deposited from time to time to the credit of Watershed in such banks, trust companies, and other depositories as the board of directors may select.

ARTICLE V: FISCAL YEAR

The fiscal year of Watershed shall commence on July first of each calendar year and end on June thirtieth the following calendar year.

ARTICLE VI: AMENDMENT OF THE ARTICLES OF INCORPORATION OR BYLAWS

The board of directors may amend these bylaws provided that the proposed amendment is first presented for information and discussion at a meeting of the board, and presented for adoption at the following meeting of the board. An amendment shall be adopted when it has received the affirmative vote of a two-thirds majority of the members present.

Adopted: 2002

Revised: March 28, 2011

