

**BYLAWS
OF
LIFE PREP (the “Corporation”)**

**ARTICLE I
GENERAL PROVISIONS**

Section 1. Purpose. The purposes of the Corporation are as stated in its Articles of Incorporation.

Section 2. Compliance with Minnesota Law. In the event that Minnesota law, including, but not limited to, Minnesota Statutes, section 124D.10 (the “Minnesota Charter School Law”) or any law referenced therein, limits or enhances the powers of the Corporation or Board of Directors, the provisions of that law shall prevail over these Bylaws except to the extent that the Board of Directors exercises any legal options it may have under the Minnesota Charter School Law, to accept or reject the application of that law to the Corporation or its activities governed by these Bylaws.

**ARTICLE II
OFFICES**

The registered office of the Corporation in the State of Minnesota is as stated in the Articles of Incorporation. The Corporation may have such other offices within the State of Minnesota as the Board of Directors may determine or as the affairs of the Corporation may require. The registered office may be, but need not be, identical with the principal office in the State of Minnesota.

**ARTICLE III
MEMBERSHIP**

Section 1. Membership. Each parent and legal guardian of a child enrolled at the school and each staff member of the Corporation, including teachers providing instruction under a contract with a cooperative, and members of the Board of Directors shall be voting members of the Corporation.

Section 2. Annual Meeting. The annual meeting of the members of the Corporation shall be held at such time and location as determined by the Board of Directors, but must be held during the school year and not when school is closed for holidays, breaks or vacations.

Notification of the school board election dates, whether held at an annual meeting or otherwise, shall be made consistent with Minnesota Statutes Chapter 13D at least thirty (30) days prior to the election.

Section 3. Special meeting. A special meeting of the voting members may be called at any time by a majority vote of the Board of Directors or by the requisite number of voting members as provided in Minnesota Statutes, Section 317A.433. Notification of the special meeting shall be made consistent with Minnesota Statutes Chapter 13D no fewer than seven (7) days prior to date of the meeting. Such notice shall contain the date, time, place and purpose of the meeting. Only subjects listed on the agenda shall be acted upon at the meeting.

Section 4. Quorum. For any annual or special meeting, ten percent of the total number of voting members shall constitute a quorum.

Section 5. Voting. At each meeting of the membership, every voting member shall have one (1) vote. A parent/legal guardian of a child enrolled at the school who is also employed at the school shall have the right to exercise a total of one (1) vote. Members may vote in person or by proxy. The affirmative vote of a majority of a quorum of voting members shall constitute a duly authorized action of the membership. Members may take action via a ballot, as set forth in Minn.Stat. Section 317A.447.

ARTICLE IV **BOARD OF DIRECTORS**

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Except as limited by the Articles of Incorporation, these Bylaws, the Minnesota Charter School Law, and by other applicable law, the Board of Directors shall have the power and authority to do all acts and perform all functions that the Corporation may do or perform, including providing policy leadership through activities including, but not limited to: long range planning and goal-setting for the School consistent with the school's approved mission; holding the School accountable for meeting its goals; and overseeing and approving an annual budget. The School Board delegates the day-to-day management of the School to an administrator who is hired and supervised by the School Board. All meetings of the Board of Directors shall be subject to the provisions of the Minnesota Open Meeting Law, Minnesota Statutes Chapter 13D.

Section 2 Number, Tenure and Qualifications.

- A. Number. The number of Directors of the Corporation shall be at least five (5) but not more than twelve (12) members, excluding *ex officio* nonvoting Directors, as determined by the Board from time to time. This number may from time to time be increased or decreased by resolution adopted by not less than a majority of the Board of Directors, subject to the Minnesota Charter School Law.
- B. Tenure. Each director shall hold office for a two or three-year staggered term or until a successor has been duly elected and qualified or until the director dies, resigns, is removed, or the term otherwise expires.
- C. Qualifications.
 - a. Not Related Parties/ No Conflict of Interest: The Board of Director membership shall not contain any related parties, as defined by the Minnesota Charter School Law. A person is prohibited from serving as a member of the Board of Directors if that 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. An individual is prohibited from serving as a board member if an immediate family member is an employee of the school.
 - b. Governance Structure/Model. The Board of Directors of the Corporation must be composed of at least five nonrelated members and must include:
 - i. At least one licensed teacher employed at the school as a licensed teacher or a licensed teacher providing instruction under a contract between the Corporation and a cooperative.
 - ii. The parent or legal guardian of a student enrolled in the Corporation; and
 - iii. An interested community member who resides in Minnesota, is not employed by the Corporation and does not have a child enrolled in the school; and
 - iv. Contractors providing facilities, good, or services to the school shall not serve on the Board of Directors. Charter school employees shall not serve on the Board unless they are licensed teachers employed by the school.
 - c. Employee Termination. A school employee who is a Director and who resigns his or her employment at the school or whose employment is terminated at the school is ineligible to be a Director and is removed from the Board as of the date of employment resignation or termination.

- d. Ex-Officio Nonvoting Board Members. The following shall sit as *ex officio* nonvoting members of the Board of Directors: The chief administrator of the Corporation, and the chief financial officer of the Corporation.
- e. Change in Governance Model. The Board may change the governance model:
 - i. By a majority vote of the Board of Directors and the licensed teachers employed by the Corporation, including teachers providing instruction under a contract between the Corporation and a cooperative; and
 - ii. With the authorizer's approval; and
 - iii. As long as the changes conform to the board structure set out in the Minnesota charter school law.

Section 3. Regular Meetings. A schedule of the regular meetings of the Board of Directors will be kept on file at the Corporation's primary offices. The schedule must state the date, time, and place of the Board's regular meetings.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called at any time, for any purpose, by the Board Chair. The Chair, or a designee, must give three (3) days' advance notice of the meeting to each director. Such notice must include a description of the purpose for which the meeting is called. Any director who appears at a meeting waives the right to assert that adequate notice of the meeting was not provided, unless the director states at the beginning of the meeting that his or her appearance is solely for the purpose of asserting the illegality of the meeting. The Board, or its designee, must post and deliver notice of the date, time, place, and purpose of a special meeting in accordance with Minnesota Statutes Chapter 13D.

Section 5. Quorum and Adjourned Meetings. A meeting at which at least a majority of the members of the Board of Directors is present, either in person or via electronic means consistent with the provisions of the Minnesota Open Meeting Law, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If, however, such quorum shall not be present at any such meeting, the director or directors present thereat shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present. Notwithstanding the foregoing, if a quorum is present when a duly called meeting is convened, and later enough directors withdraw from the meeting so that less than a quorum remains, the directors remaining may continue to transact business until adjournment.

Section 6. Voting. Each voting member of the Board of Directors shall have the power to exercise one (1) vote on all matters to be decided by resolution of the Board. The affirmative

vote of a majority of a quorum of Board members shall constitute a duly authorized action of the Board.

Section 7. Resignation and Removal. Directors may resign at any time, effective immediately or at a specified later date, by filing written notice to the Board Chair or the Secretary of the Corporation. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A director may be removed at any time, with or without cause, by a majority of members eligible to elect the director.

Section 8. Filling Vacancies. Unless otherwise provided by applicable law, vacancies on the Board of Directors caused by death, disqualification, resignation, disability, removal or such other cause shall be filled by appointment of a new director by the affirmative vote of a majority of the remaining directors, even if less than a quorum. A director filling a vacancy shall hold office until the next annual meeting of the members, or until a successor has been duly elected and qualified, subject to earlier death, disqualification, resignation or removal of the director.

Section 9. Compensation. Directors shall not receive compensation for their services as a Director, but nothing in these Bylaws shall be construed to preclude any director from serving the Corporation as a licensed teacher and receiving compensation therefor, subject to the conflict of interest provisions of the Minnesota Charter School Law. In addition, the directors of this Corporation may be reimbursed for reasonable out-of-pocket expenses incurred by them in rendering services to this Corporation, as the Board of Directors from time to time determines such services to be directly in furtherance of the purposes and in the best interest of the Corporation.

Section 10. Committees of the Board. The Board of Directors may, by resolution passed by a majority of the Board of Directors, designate, define the authority of, set the number and determine the identify of, members of one or more committees. Committee members must be natural persons, but need not be members of the Board of Directors. Committees shall not be composed of a number of directors that constitutes a quorum of the Board. The Board 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. Each committee shall be under the direction and control of the Board and shall keep regular minutes of their proceedings and all actions of each committee shall be reported to the Board of Directors and shall be subject to revision and alteration by the Board of Directors. Notice of all meetings of any committee shall be given to all members of that committee as determined by the committee. Actions by committees are recommendations to the Board of Directors and do not constitute action by the Corporation until approved by the Board of Directors.

Section 11. Participation in Meeting. Directors may participate in meetings of the Board of Directors through the use of interactive technology with an audio and visual link, so long as (1) all members of the body 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; (2) members of the public present at the regular meeting location of the body can hear and see all discussion and testimony and all votes of members of the body; (3) at least one member of the body is physically present at the regular meeting location; and (4) each location at which a member of the body is present is open and accessible to the public. In the event of a health pandemic or other emergency, directors may participate in meetings of the Board of Directors as provided in the Minnesota Open Meeting Law. Participation via interactive technology shall constitute personal presence at the meeting, and consequently shall be counted toward the required quorum and in any vote on business transacted at the meeting with the following stipulations:

- A request is made to the board chair and/or the executive director at least 3 days prior to the meeting so that notice of any site where the member will be participating in the meeting via interactive technology can be provided to the public;
- That the request is made only 4 times per school year or less;
- That the member is on the interactive technology for the entire meeting.

Notwithstanding the foregoing, if a quorum is present when a duly called meeting is convened, and later enough directors withdraw from the meeting so that less than a quorum remains, the directors remaining may continue to transact business until adjournment.

Section 12. Board Training. Board members must attend initial training as required by the Minnesota Department of Education and the Minnesota Charter School Law, on Board governance, Board roles and responsibilities, employment policies and practices and financial management. Training must begin within six months of a Board member's tenure on the Board of Directors and must be completed within twelve months of being seated; otherwise, the Board member is automatically ineligible to continue on the Board. Board members must receive ongoing training, which shall be documented in the corporation's annual report.

ARTICLE V **OFFICERS AND EMPLOYEES**

Section 1. Number; Election. The officers of the Corporation shall be elected for one-year terms by the Board of Directors, and shall consist of a Board Chair, Vice Chair, Treasurer (Chief Financial Officer), Secretary and such other officers as the Board of Directors shall determine from time to time.

Section 2. Vacancies. A vacancy in any office of this corporation occurring by reason of death, disqualification, resignation or removal shall be filled for the unexpired portion of the term by appointment of a successor by the Board of Directors.

Section 3. Descriptions of Officers' Duties.

A. Board Chair:

Subject to Board control, the Chair has general supervision, direction and control of the affairs of the Corporation, and such other powers and duties as the Board may prescribe. If present, the Chair shall preside at Board meetings, and shall perform the duties of the Corporation's President in accordance with the Minnesota Nonprofit Corporation Act (Minnesota Statutes Section 317A.305, subdivision 3). The Chair shall:

- i. Have general active management of the business of the Corporation;
- ii. Call and, when present, preside at regular, special, and emergency meetings of the Board;
- iii. See that the orders and resolutions of the Board are carried into effect;
- iv. Sign and deliver in the name of the Corporation deeds, mortgages, bonds, contracts, or other instruments that have been approved by majority vote of the Board, except in such cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Board to another officer or agent of the Corporation;
- v. Maintain records of the Board and, when necessary, certify proceedings of the Board; and
- vi. Perform other duties prescribed by the Board.

B. Vice-Chair

The Vice-Chair shall serve as Chair of the Board if the Chair of the Board is unable or unwilling to serve, and to perform such other duties as shall be assigned to the Vice-Chair from time to time.

C. Secretary:

The Secretary shall:

- i. Keep or cause to be kept, at the Corporation's principal office, or such other place as the Board may direct, a book of minutes of all meetings of the Board and Board Committees, noting the time and place of the meeting, whether it was regular or special (and if special, how authorized), the notice given, the names of those present, and the proceedings;
- ii. Keep or cause to be kept a copy of the Corporation's Articles of Incorporation and Bylaws, with amendments;
- iii. Give or cause to be given notice of the Board and Committee meetings as required by the Bylaws; and

- iv. Have such other powers and perform such other duties as the Board may prescribe.

D. Treasurer:

The Treasurer must perform the duties of the Corporation's treasurer in accordance with the Minnesota Nonprofit Corporation Act (Minnesota Statutes Section 317A.305, subdivision 3). Accordingly, among other things, the Treasurer shall:

- i. Keep or cause to be kept adequate and correct accounts of the Corporation's properties, receipts and disbursements;
- ii. Make the books of account available at all times for inspection by any Director;
- iii. Deposit or cause to be deposited the Corporation's monies and other valuables in the Corporation's name and to its credit, with the depositories the Board designates;
- iv. Disburse or cause to be disbursed the Corporation's funds as the Board directs;
- v. Render or cause to be rendered to the Chair and the Board, as requested but no less frequently than once every fiscal year, an account of the Corporation's financial transactions and financial condition;
- vi. Prepare or cause to be prepared any reports on financial issues required by an agreement on loans; and
- vii. Have such other powers and perform such other duties as the Board may prescribe.

Section 4. Management and Administrative Employees. The Corporation may have such management and administrative employees as the Board of Directors deems necessary. Such employees shall be appointed in a manner, have the duties and responsibilities and hold their positions for the time prescribed by the Board of Directors.

Section 5. Removal and Resignation. The Board may remove any officer, either with or without cause, at any time by majority vote of the Board of Directors. Any officer may resign at any time by giving written notice to the Corporation. Such resignation will be effective upon delivery of the notice to any other officer of the Corporation, unless a later effective date is specified in the written notice. The Board is not required to accept a resignation in order for it to become effective.

ARTICLE VI
DISTRIBUTION OF ASSETS

Section 1. Right to Cease Operations and Distribute Assets. Unless the Corporation is required to dissolve pursuant to the Minnesota Charter School Law, the Corporation shall not undertake a voluntary dissolution except as set forth in this Section. By a two-thirds (2/3) vote of all directors at a meeting held for the specific stated purpose of considering the question of

dissolution, the Board of Directors may adopt a resolution requiring that the Corporation cease operations and voluntarily dissolve in accordance with all applicable laws. Such resolution shall set forth the proposed dissolution and direct designated officers of the Corporation to perform all acts necessary to effect dissolution. Written notice as required by the Bylaws shall state that the purpose of the meeting shall be to vote upon the dissolution of the Corporation. A resolution to dissolve the Corporation shall be approved only upon the affirmative vote of a two-thirds (2/3) 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 of the distribution.

Section 2. Cessation and Distribution. When cessation of operations and distribution of assets has been called for, the Board of Directors and the designated officers shall cause the Corporation to discontinue its regular business activities and operations as soon as practicable, and shall liquidate and distribute all the Corporation's assets to other entities with similar educational purposes that are nonprofit corporations exempt from federal income taxation, in accordance with Minnesota Statutes, Section 317A.735, the Minnesota Charter School Law and Internal Revenue Code Section 501(c)(3). Notice of intent to dissolve shall be filed with the Secretary of State pursuant to Minnesota Statutes, Section 317A.723.

ARTICLE VII INDEMNIFICATION

Section 1. No Personal Liability. No director or officer of the Corporation shall be personally liable for the Corporation's debts, liabilities or other obligations. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, may otherwise become due to them from the Corporation.

Section 2. Indemnification Obligation. Each director, officer and employee of the Corporation, past or present, and each person who serves or may have served at the request of the Corporation as a director, officer, partner, trustee, 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 Corporation in accordance with, and to the fullest extent permitted by Minnesota Statutes Sections 317A.521 and/or the Minnesota Charter School Law. The Corporation 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 Corporation shall have the power to advance such person's expenses incurred in defending any such proceeding to the maximum extent permitted by law. This Article is and shall be for the sole and exclusive benefit of the individuals designated herein 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. If a director, officer, or employee either settles any such claim or sustains a judgment against him/her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, the Minnesota Nonprofit Corporation Act. The Corporation shall assume full liability for its activities and indemnify and hold harmless the authorizer and its officers, agents and employees from any suit, claim or liability arising from any operation of the charter school and the commissioner and department officers, agents and employees. The school is not required to indemnify or hold harmless a state employee if the state would not be required to indemnify and hold the employee harmless under Minn. Stat. Section 3.736, subdivision 9.

Section 3. Insurance. The Corporation shall purchase 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 Corporation would have the power to indemnify such person against liability under Minnesota Statutes, Section 317A.521, the Minnesota Charter School Law, or these Bylaws.

ARTICLE VIII AMENDMENTS

Section 1. Subject to the rights of voting members to adopt, amend and repeal these Bylaws as set forth in Minnesota Statutes, Section 317A.181, subd. 2(b), the power to adopt, amend or repeal the Bylaws is vested in the Board of Directors. Amendments to the Bylaws shall be provided to the authorizer, and to applicable regulatory agencies as provided by law.

Section 2. Amendment Process (1) The Board of Directors may amend the bylaws of the corporation to change the governance structure of the Corporation by a majority vote of the board of directors at the Annual Meeting of the corporation, and a subsequent vote of the licensed teachers employed by the school, including licensed teachers providing instruction under a contract between the school and a cooperative; and (2) with the authorizer's approval. Any change in governance structure must conform with the board structure established in the Minnesota Charter School Law.

ARTICLE IX FINANCIAL MATTERS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and any such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors or these Bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or to render it financially liable for any purpose or to any amount.

Section 2. Loans and Pledges. No loans shall be contracted nor pledges or guarantees given on behalf of the Corporation unless specifically authorized by the Board of Directors.

Section 3. Authorized Signatures. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such person or persons and in such manner as shall from time to time be determined by the Board of Directors or these Bylaws.

Section 4. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may designate and shall be disbursed under such general rules and regulations as the Board of Directors may from time to time determine.

Section 5. Corporate Seal. The Corporation shall not have a corporate seal.

Section 6.

Accounting System and Audit. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting and financial reporting system for the Corporation. The Board shall cause the records and books of account of the Corporation to be audited at least once each fiscal year and at such other times as it may deem necessary or appropriate, and may retain such person or firm for such purposes as it may deem appropriate. The Corporation shall comply with all financial reporting requirements of the Minnesota Department of Education, the authorizer and other applicable regulatory authorities.

