

Approved by Board of Directors, January 11, 2022
Revised and approved by Board of Directors, April 12, 2022

BYLAWS OF
LEVEL UP ACADEMY, A MINNESOTA CHARTERED SCHOOL

ARTICLE I
NAME OF ORGANIZATION

As provided in the corporation’s Articles of Incorporation, the name of this organization is Level Up Academy.

ARTICLE II
PURPOSE

As provided in the corporation’s Articles of Incorporation, the purpose of Level Up Academy is to operate, guide, manage, and promote a public chartered school formed and operated pursuant to Section 124E.06 of Minnesota Statutes.

ARTICLE III
MEMBERSHIP

As stated in the corporation’s Articles of Incorporation, this corporation shall have no voting members. The Board of Directors may authorize a council of parents, students, and other individuals who are not board members to provide assistance and advice to Level Up Academy. This council shall be advisory only.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. Number and Qualifications. Membership criteria. (a) The ongoing charter school board of directors shall have at least five non-related members and include: (1) at least one licensed teacher who is employed as a teacher at the school or provides instruction under contract between the charter school and a cooperative; (2) at least one parent or legal guardian of a student enrolled in the charter school who is not an employee of the charter school; and (3) at least one interested community member who resides in Minnesota, is not employed by the charter school, and does not have a child enrolled in the school. The board structure will have a teacher majority. The board of directors may change its governance structure only: (1) by a majority vote of the board of directors and a majority vote of the licensed teachers employed by the school as teachers, including licensed teachers providing instruction under a contract between the school and a cooperative; and (2) with the authorizer's approval.

Section 2. Governing Powers. The business and affairs of Level Up Academy must be managed by or under the direction of the Board of Directors.

Section 3. Election and Term of Office. Staff members employed at the school, including teachers providing instruction under a contract with a cooperative, members of the board of directors, and all parents or legal guardians of children enrolled in the school are the voters eligible to elect the members of the school's board of directors. A charter school must notify eligible voters of the school board election dates at least 30 days before the election. Directors shall be elected at the Annual meeting of the Board of Directors for a term of three (3) years. The terms of Directors shall be staggered so that not all Directors stand for election at the same time. Directors shall be allowed to stand for election for consecutive terms, up to a maximum of three terms. An election to fill an unexpired term shall not be so counted. The Directors shall hold office until their successors have been elected and qualified. [124E.07 subd. 5.](#)

Section 4. Vacancies. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining Directors. Each person so elected shall be a Director until that person or a successor is elected to a full term by the Directors at the next annual meeting.

Section 5. Removal of Directors. A Director may be removed from the Board after three unexcused absences or for cause.

Section 6. Compensation. Directors shall not be compensated for board service. Any compensation paid to a Director for other services to Level Up Academy or its related affiliates shall be specifically disclosed to the Board and authorized by a majority of the Board excluding the compensated director, as set forth in Article VII, Section 6 below. All compensation paid to a Director for duties other than board service shall be paid only in accordance with statutory requirements prohibiting conflict of interest. Directors may be reimbursed for actual expenses incurred by them in the performance of their duties.

Section 7. Annual Meeting of the Board. The Annual Meeting of the Board of Directors shall be held for the purpose of electing officers and the consideration of any other business that may be properly brought before it. The time and place of this annual meeting of the Board shall be conveyed to each Director at least fifteen (30) calendar days in advance of the meeting.

Section 8. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. The Board of Directors shall meet at least six (6) times each year. More regular meetings may be scheduled at the discretion of the Board Chair.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by

the Chair of the Board upon at least three (3) working days notice to each Director. This notice shall be given personally or by mail, electronic message, telephone or fax. The notice shall state the place, time and purpose of the meeting. The Secretary of Level Up Academy in like manner and in like notice shall call a special meeting upon the written request of at least three Directors.

Section 10. Quorum. At all meetings of the Board of Directors, fifty-one percent (51%) of the Directors of record shall constitute a quorum for the transaction of all authorized business. Where the computation results in a fractional number, it shall be rounded upward to the next whole number. The acts of the majority of Directors present at a meeting at which a quorum exists shall be the acts of the Board of Directors, except where a larger number is required by law or these bylaws. Director meetings will follow MN Statute 13D.02.

Section 11. Proxies. No voting by proxy shall be permitted.

Section 12. Robert's Rules of Order will be the authority for all questions and procedures at any board meetings.

Section 13. All meetings of the board of directors or authorized board committees are subject to the Minnesota Open Meeting Law, Chapter 13D.

ARTICLE V **OFFICERS**

Section 1. Designation. Principal Officers of Level Up Academy shall be a Board Chair, Vice Chair, Treasurer, and Secretary. At the discretion of the Board of Directors, other Officers may be elected with duties that the Board shall prescribe. A director may hold more than one office.

Section 2. Election of Officers. The Officers shall be members of the Board. Officers shall be elected annually by the Board of Directors at the Board's annual meeting, and shall serve for a term of one year or until their successors are elected, unless sooner removed by the Board. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. The Board of Directors shall also have the authority to appoint such temporary or acting Officers as may be necessary during the temporary absence or disability of the regular officers.

Section 3. Removal. Any Officer may be removed with or without cause by the Board of Directors by affirmative vote of a majority of all the Board members. The matter of removal may be acted upon at any meeting of the Board, provided that notice of intention to consider said removal has been given to each Board member and to the Officer affected at least thirty (30) days previously.

Section 4. Chair. The Chair shall be the principal officer of the corporation. Subject to the direction and control of the Board, the Chair shall see that the resolutions and directives of the Board are carried into effect, and, in general, shall discharge all duties incident to the office of Chair and as prescribed by the Board. The Chair shall preside at all meetings of the Board of Directors and the Executive Committee, except in those instances in which the authority to preside is expressly delegated to another officer or agent of the corporation. The Chair may execute for the corporation all contracts, deeds, conveyances, mortgages, bonds, and other instruments in writing that may be required or authorized by the Board of Directors. The Chair shall appoint members to standing and other committees, with affirmation of the Board of Directors.

Section 5. Vice-Chair. There may be one or more Vice Chairs elected by the Board of Directors to perform such duties as delegated by the Board. It will be the duty of the first Vice Chair to act in the absence or disability of the Chair.

Section 7. Secretary. The Secretary shall be responsible for keeping the organization's records, and shall keep (or cause to be kept) the minutes of all meetings of the Board of Directors and Executive Committee. The Secretary shall give or cause to be given all notices of the meetings of the Board of Directors and other notices required by law or by these by-laws. The Secretary shall be responsible for the keeping of all books, correspondence, committee minutes and papers relating to the business of the corporation, except those of the Treasurer.

Section 8. Treasurer. The Treasurer shall be responsible for preparation of the proposed annual budget and shall keep (or cause to be kept) financial records belonging to Level Up Academy. The Treasurer will present to the Board of Directors at its Annual Meeting a report of the finances of the corporation and will from time to time make such other reports to the Board of Directors as it may require. The Treasurer shall chair the Finance Committee, if such committee is created by the board.

Section 9. Any officer of Level Up Academy, in addition to powers conferred on her or him by these bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

ARTICLE VI **COMMITTEES**

Section 1. Authority. The Board of Directors may act by and through such committees as specified in resolutions adopted by a majority of the Board of Directors. Committees may meet electronically. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board. Each such committee shall at all times be subject to the control and direction of the Board of Directors. At the discretion of the Board, committee members may

be non-Directors, except if members are appointed to an Executive Committee. If a committee is authorized by the Board to act on behalf of the Board, then any meeting at which such action is taken will be subject to and follow MN 13D Open Meeting Law.

Section 2. Standing Committees. The Board of Directors may designate one or more standing committees. The Chair shall appoint, and the board affirm all members of the standing committees and shall designate a Director as chair for each. A majority of members of the standing committees shall be members of the Board of Directors. Any committee so established shall exercise such power as provided in the resolution which established the committee. Dissolution of any such standing committee shall be accomplished by a resolution of the Board of Directors as a whole.

ARTICLE VII

FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of Level Up Academy shall begin on July 1 of each year.

Section 2. Books and Accounts. Books and accounts of Level Up Academy shall be kept under the direction of the Treasurer.

Section 3. Execution of Documents. The Board of Directors may authorize any Officer or Officer's agent or agents to enter into any contract or to execute and deliver any instrument in the name of and on behalf of Level Up Academy. Such authority may be general or confined to specific instances. These authorizations are in addition to those authorized by these by-laws.

Section 4. Loans. No loans shall be contracted on behalf of Level Up Academy nor evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority shall be general or confined to specific instances.

Section 5. Deposits. All funds of Level Up Academy shall be deposited from time to time in such bank or banks or other depositories as the Board of Directors may elect.

Section 6. Conflict of Interest. The Board shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization or (c) an organization in or of which a director of Level Up Academy is a director, officer or legal representative, or in some other way has a material financial interest unless:

- 1) That interest is disclosed or known to the Board of Directors,
- 2) The Board approves, authorizes or ratifies the action in good faith, and
- 3) The approval is by a majority of directors (not counting the interested director), at a

meeting where a quorum is present (not counting the interested director).

The interested director may be present for discussion to answer questions, but may not advocate for the action to be taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

Notwithstanding the above, all actions must be in accordance with the conflict of interest provisions of MN Statute 124E.14.

Section 7. Checks, Drafts, Etc. All checks, drafts and other orders for payment of funds will be signed by such Officers or such other persons as the Board of Directors shall designate in its approved financial policies.

Section 8. Indemnity. Level Up Academy shall indemnify and hold harmless any Director, Officer, or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of conduct of such person in his or her capacity as a Director, Officer, or employee except in cases involving willful misconduct or any damage caused by any violation of conflict of interest provisions in Minnesota Statutes 2021, section 124E.07, subdivision 3(b). Indemnification provided under this section shall comply with and follow the requirements as provided by statute. Level Up Academy shall have the power to purchase or procure insurance for such purposes.

Section 9. Examination by Directors. Every director of Level Up Academy shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, and at the place or places where usually kept, all books and records of the corporation and make extracts or copies therefrom.

ARTICLE VIII **SCHOOL LEADERSHIP**

Section 1. Designation. The Board of Directors shall select and employ or contract with employees or contractors to perform the operations and fulfill all the obligations of the school (hereinafter School Leadership).

Section 2. Duties. The School Leadership shall be responsible for providing professional advice and assistance to the Board of Directors and shall administer the work delegated to the staff; shall recommend hiring and releasing staff members; and shall have such other powers to perform other duties as may be assigned by the Board of Directors. One or more members of the School Leadership may serve as members of the Board of Directors as authorized and elected by the Board.

Section 3. Other Staff. The School Leadership may hire and discharge such employed staff as may be necessary to support the organization. The employed staff shall report directly to and be accountable to the School Leadership or their designees.

of funds for Level Up Academy. She/he may also be authorized to administer a Petty Cash Fund, the size of which will be designated by the Board.

ARTICLE IX
MISCELLANEOUS

Section 1. Amendments. The Board of Directors shall have the power to amend the Articles of Incorporation and these bylaws. Subject to restrictions imposed by statute, the Board may amend the articles and bylaws by adopting a resolution setting forth the amendment, and providing written notice to the Board of the proposed amendments at least 15 calendar days prior to a duly called meeting. Such amendment shall require an affirmative vote of two-thirds of the Board at a duly constituted meeting. The Authorizer shall have notice of proposed changes to the bylaws at least ten days prior to board action.

These Bylaws were approved and adopted by the Board of Directors of this corporation on January 11, 2022.

A handwritten signature in black ink, appearing to read "Dennis Hastings", is written over a horizontal line.

Dennis Hastings
Board Chair