BYLAWS OF MATH AND SCIENCE ACADEMY

CERTIFICATE OF ADOPTION

The undersigned Officers of the Board of Directors of Math and Science Academy, a Minnesota nonprofit corporation, hereby certifies that the following revised "Bylaws of Math and Science Academy" were amended and made effective on October 27, 2026; and, that all previous Bylaws have been repealed and are no longer in effect. These Bylaws do not affect any change to the governance model that was improved with the approval of the Authorizer and with the majority vote of the Board of Directors and majority vote of the licensed teachers April 17, 2023.

Kari Koerner, Chair — Date: 10-27-26

Brian Linzmeier, Vice-Chair — Date: 10/27/26

Mark Greseth, Treasurer — Date: 10/27/26

Jennifer Neisse, Secretary — Date: 10/27/26

Adopted:
April 17, 2023
Amended:
May 21, 2024
June 13, 2024
February 25, 2025
April 22, 2025
October 27, 2026

Bylaws of Math and Science Academy

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Bylaws of Math and Science Academy

ARTICLE I: Purpose

The purpose of Math and Science Academy (MSA) is as stated in its Articles of Incorporation, as amended.

ARTICLE II: Offices

The registered office of MSA in the State of Minnesota is as stated in the Articles of Incorporation, as amended. MSA 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: Minnesota Law Compliance

The governance of the Corporation will at all times be in accord with the provisions of Minnesota Charter School Law and such other provisions of Minnesota laws as are therein referenced, all other statutory requirements, and in compliance with the Minnesota Open Meeting Law and Minnesota Government Data Practices Act. In the event that there are conflicts between the provisions of the Minnesota Charter School Law and the Minnesota Non-Profit Corporation Act, the provisions of the Charter School Law shall govern. Likewise, the Minnesota Open Meeting Law takes precedence over any conflict with the Non-Profit Corporation Act.

ARTICLE IV: Board of Directors

SECTION A. General Powers

The affairs of MSA shall be managed by its Board of Directors. The Board shall have the power and authority to do all acts and perform all functions that MSA may do or perform, except as limited by Minnesota Statutes and these Bylaws.

SECTION B. General Duties

The Board of Directors shall decide and is responsible for policy matters related to operating the school, including budgeting, curriculum programming, personnel, and operating procedures. The Board shall adopt a nepotism policy. The Board shall adopt personnel evaluation policies and practices that, at a minimum:

- carry out the school's mission and goals;
- evaluate how charter contract goals and commitments are executed;
- evaluate student achievement, postsecondary and workforce readiness, and student engagement and connection goals;
- establish a teacher evaluation process under section 124E.03, subdivision 2, paragraph (h); and,
- provide professional development related to the individual's job responsibilities.

SECTION C. NUMBER, TERM AND QUALIFICATIONS

1. NUMBER

The Board of Directors shall consist of at least five (5) but not more than nine (9) unrelated voting Members, all of whom meet the Qualifications set forth in this Section C, and include:

- at least one (1) but not more than four (4) licensed teachers employed as a teacher by MSA or who provide instruction under contract between MSA and a cooperative. No other school employees shall serve on the Board;
- at least one (1) but not more than three (3) parents or legal guardians of a student enrolled at MSA who is not an employee of MSA; and,
- at least one (1) but not more than two (2) interested community members who reside in Minnesota, are not employed by MSA, and do not have a child enrolled in MSA.
- The Executive Director may only serve as Ex-Officio, non-voting members of the Board.
- Two (2) students enrolled at MSA in grades 10-12 may serve as non-voting Student Representatives of the Board.

2. TERM

Board of Director seat terms shall be for three (3) years, commencing on the July 1 following the election. The term of a Director appointed to fill a vacancy begins on the date of appointment and continues for the balance of the unexpired term. No director shall serve more than six (6) years consecutively, whether by appointment or election, without a minimum one (1) year break in service.

3. QUALIFICATIONS

A candidate for Director must meet the eligibility requirements stated in these bylaws at the time of election and be reasonably expected to qualify for the entirety of the term.

(a) Teacher Director(s) who resign their position at MSA, or whose employment is terminated by MSA, is ineligible to be a Director and is removed from the Board as of the date of employment resignation or termination.

- A teacher employed by MSA who is also a parent of a child enrolled at MSA is eligible as a Teacher Director and ineligible as a Parent Director. Teacher Directors in compliance with Minn. Statute 122A.16 must be employed by the charter school at least 720 hours per academic year as the teacher of record in the field in which they are licensed or providing services to students in the field in which they are licensed.
- Teacher Directors cannot serve in an administrative or supervisory capacity for more than 240 hours in a school calendar year.

(b) Parent Director(s) must have a student enrolled and attending MSA. A Parent Director who unenrolls all of their children from MSA during such

Director's term is ineligible to be a Parent Director and is removed from the Board as of the date of such withdrawal.

(c) Community Member Director(s) who, during their Board term, becomes employed by MSA or becomes a parent of a child enrolled at MSA, is ineligible to be a Community Member Director and is removed from the Board as of the date of such employment or enrollment. Community member directors cannot have been a staff member, parent, or student of MSA for the preceding six (6) years.

(d) Prohibitions:

(1). The Board shall not contain any related parties, as defined by Minnesota's Charter School Law, or any persons prohibited by the Charter School Law.

(2). All Board Directors and Committee Members must be at least 21 years of age. Current students can only be non-voting representatives on the Board of Directors.

(3). A Director who has resigned or been removed from the MSA Board is ineligible to serve as a Director for the six (6) years following the removal or resignation.

(4). Contractors providing facilities, goods, services to a school may not serve on the board. Contractors of an authorizer, who participate in decision-making of the authorizer, are ineligible to serve on the BOD of a school chartered by that authorizer.

(5). An individual is prohibited from serving on more than one charter school board at the same time in either an elected or ex-officio capacity, except for when an individual is serving as an administrator at more than one school then they may serve on each board as an ex-officio member.

(e) Student Representative(s): MSA acknowledges that being a student is the priority over being a Student Representative. MSA is committed to ensuring that the student's position on the board is a valuable and positive civic lesson. Student Representatives will be aligned with the Executive Director or a designee for mentorship, including onboarding and consistent help with the process and content of board meetings. Student Representatives will provide input to the Board and their role will be advisory to the Board. The Student Representative(s) will not have a vote. Student Representatives are not permitted to attend Closed Meetings, and will not be furnished with sensitive materials/information pertaining to personnel matters, legal action,

negotiation strategy, land acquisition, individual student discipline/family matters, or other confidential data.

SECTION D. Designation and Change of Governance Structure

The composition of the Board of Directors must be consistent with Minnesota Statutes section 124E.07, subdivision 3, as amended. The term governance structure means having a majority of teachers, majority of parents, majority of community members, or no clear majority. The governance structure of the MSA Board of Directors is designated as no clear-majority. Any change in board governance structure must conform with the composition of the Board set forth in Minnesota Statutes section 124E.07, subdivision 4, as amended.

SECTION E. Resignation and Removal of Directors

1. Resignation of Directors

Directors may resign at any time, effective immediately or at a specific later date, by giving written notice to the Board's Chair or Secretary. The resignation shall be effective at the time specified therein, or if no time is specified, at the time of receipt by the Chair or Secretary. The acceptance of such resignation shall not be necessary to make it effective.

2. Removal of Directors

A Director may be removed at any time, with or without cause, if two-thirds (⅔) of the remaining Directors present affirmatively vote to remove the Director.

SECTION F. Board of Director Vacancies

Vacancies on the Board shall be filled by appointment with 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 term of their predecessor expires.

SECTION G. Board of Directors Training

New Directors shall attend initial training on the Board's role and responsibilities, employment policies and practices, and financial management in accord with Minnesota Statute 124E.07. A new Director who does not begin the required initial training within six (6) months after being seated and complete that training within 12 (twelve) months after being seated is automatically ineligible to continue to serve as a Director. Every Director shall attend annual training throughout the Director's term, in accord with Minnesota Statute 124.07. MSA shall include in its annual report the training that each Director attended during the previous year.

SECTION H. Board of Directors Meetings

Board of Directors meetings shall comply with the Minnesota Open Meeting Law, Chapter 13D, as amended.

1. Organizational Meeting

An Organizational Meeting of the Board of Directors shall be held annually, at such time as determined by the Board, for the purpose of installing newly elected Board Directors, electing Officers, setting the dates and times of regular Board of Directors meetings, and transacting other business as comes before the Board.

2. Regular Meetings

Regular Meetings shall be held monthly at a consistent date and time.

3. Special Meetings

Special Meetings of the Board of Directors may be called at any time upon request of the Chair or any three (3) Directors, provided that such request specifies the purpose(s) for the meeting.

4. Emergency Meetings

An Emergency Meeting may be called because of circumstances that, in the judgment of the Board, require immediate consideration.

5. Quorum

A quorum consists of a majority of the voting Directors of the Board of Directors. If a quorum is not present at any such meeting, the Director(s) present shall have the power to adjourn the meeting and establish the time and place at which the meeting shall be continued when a quorum shall be present.

6. Vote

Each Director shall have the power to exercise one (1) vote unless a Director has declared a conflict of interest. The affirmative vote of a majority of a quorum of Directors shall constitute a duly authorized action of the Board.

SECTION I. Compensation

Board Directors shall serve without compensation. However, Directors may be reimbursed for pre-approved actual and necessary expenses incurred while conducting MSA business.

SECTION J. Board Committees

The Board of Directors, by resolution, may designate and define the authority of committees. Committee members must be natural persons, but need not be Board

Directors. The Board may, by similar vote, designate the members of a committee, and one or more alternate members of any committee who may replace any absent or disqualified member. The Board will appoint one Member of each Committee to serve as Chair. All committees shall have at least one (1) Board Director serving as a committee member and liaison between the committee and the Board. All committees shall have membership less than a quorum of the Directors of the Board. Committees shall have limited authority to consider assigned topics and to make recommendations to the Board. No actions of a committee shall be binding on MSA absent Board ratification. Committee members may resign their position on a committee at any time, effective immediately or at a specific later date, by giving written notice to the Board Chair or the Secretary of the Corporation and shall be effective at the time specified therein, or if no time is specified, at the time of its receipt by the Chair or Secretary. The acceptance of such resignation shall not be necessary to make it effective. The Board may remove a member with or without cause.

ARTICLE V: BOARD OFFICERS

SECTION A. NUMBER, TERM AND ELECTION

The Officers of the Board shall consist of a Chair, Vice-Chair, Treasurer, Secretary and such other officers as the Board deems advisable. Officers shall be elected by the Board for the lesser of a one year term or the remaining unexpired term of their predecessor. Directors cannot hold the same officer position for more than three (3) consecutive years. The Chair and Vice-Chair cannot both be Teacher Directors.

SECTION B. DUTIES OF OFFICERS

1. CHAIR

If present, the Chair shall preside at board meetings; and, have such other powers and perform such other duties as prescribed by the Minnesota Non-Profit Corporation Statute 317A, and that also may be prescribed by Board Policies and the Board.

2. VICE-CHAIR

The Vice Chair shall assist the Chair and have the powers and perform the Chair's duties in the event of the Chair's absence.

3. TREASURER

The Treasurer shall serve as the Chair of the Finance Committee, have the powers and perform the duties of the Chair in the absence of both the Chair and Vice-Chair; and, exercise such other powers and perform such other duties as prescribed by the Non-Profit Corporation Statute, and that may be prescribed by Board Policies and the Board.

4. Secretary

The Secretary shall ensure that the records of the Board are maintained. The Secretary shall have such other powers and perform such other duties as prescribed by the Board; and, exercise the powers and perform the duties of the Chair in the absence of the Chair, Vice Chair and Treasurer.

SECTION C. Removal of Board Officer

Officer(s) may be removed from their Officer position at any time, with or without cause, without being removed from their Director position, by a majority vote of a quorum of the Board.

SECTION D. Resignation of Board Officer

Officer(s) of the Board of Directors may resign their Officer position at any time without resigning as a Director. Such resignation shall be made in writing to the Chair or Secretary of the Board and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the Chair or Secretary. The acceptance of the resignation shall not be necessary to make it effective.

SECTION E. Board of Directors Officer Vacancies

A vacancy in any officer position of the Board of Directors (e.g. Chair, Vice-Chair, Treasurer, Secretary) shall be filled by appointment for the unexpired portion of the predecessor's term.

ARTICLE VI: Distribution of Assets

SECTION A. Cessation of Operations

The Board of Directors may resolve that MSA cease operations and voluntarily dissolve. 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 MSA. A resolution to dissolve the MSA shall be approved only upon the affirmative vote of 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 B. Distribution of Assets

When cessation of operations and distribution of assets has been called for, the Board of Directors and the designated officers shall cause MSA to discontinue its regular business activities and operations as soon as practicable, and shall liquidate and distribute all of MSA's assets to other entities in accordance with the Non-Profit Corporation Statute and its Articles of Incorporation. Notice of intent to dissolve shall be filed with the Secretary of State pursuant to the Minnesota Non-Profit Corporation Statute, as amended.

ARTICLE VII: INDEMNIFICATION AND INSURANCE

SECTION A. INDEMNIFICATION

Each Director, Officer and employee of MSA, past or present, and those identified in section 124 E.09, as amended, shall be indemnified by MSA in accordance with, and to the fullest extent permitted by the Non-Profit Corporation Statute 317A, as amended. MSA 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 herein and no individual, firm or entity shall have any rights under this section by way of assignment, subrogation or otherwise, whether voluntarily, involuntarily or by operation of law. Notwithstanding the foregoing, nothing in this Article VII shall limit liability of a director of the Corporation under Minn. Stat. 124E.07, Subd. 3(e).

SECTION B. INSURANCE

MSA may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of MSA, against any liability asserted against and incurred by such person in their official capacity, or arising out of their status as such, whether or not MSA would have the power to indemnify such person against liability under Minnesota Non-Profit Corporation Statute 317A, MSA's Articles of Incorporation or these Bylaws.

ARTICLE VIII: FINANCIAL MATTERS

SECTION A. CONTRACTS

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

SECTION B. LOANS AND PLEDGES

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

SECTION C. AUTHORIZED SIGNATURES

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of MSA shall be signed by such person or persons and in such manner as shall from time to time be determined by the Board.

SECTION D. DEPOSITS

All Funds of MSA shall be deposited to the credit of MSA under such conditions and in such banks or depositories as shall be designated by the Board of Directors.

SECTION E. CORPORATE SEAL

MSA shall not have a corporate seal.

SECTION F. DOCUMENTS KEPT AT REGISTERED OFFICE

The Board shall keep at the registered office of MSA originals or digital copies, any documents required by law, including, but not limited to:

- records of all proceedings of the Board and all committees;
- records of all votes and actions of the Board;
- accounting records, including all financial statements of MSA; and,
- Articles of Incorporation and related amendments, and the Bylaws of MSA and all amendments and restatements thereof.

SECTION G. ACCOUNTING SYSTEM AND AUDIT

1. ACCOUNTING SYSTEM

The Board of Directors shall establish and maintain, in accordance with generally accepted standards of fiscal management for a public charter school applied on a consistent basis, an appropriate accounting and financial reporting system for MSA.

2. AUDITS

Audits must be conducted in accordance with Minnesota Charter School Law 124E. MSA must submit an audit report to the Commissioner of the Minnesota Department of Education and its authorizer by December 31 of each year in accordance with Charter School Law. The Board shall cause the records and books of account of MSA to be audited at least once each fiscal year (or as the law may require) and at such other times as it may seem necessary or appropriate, and may retain such person or firm for such purposes as it may deem appropriate.

ARTICLE IX: AMENDMENTS

The Bylaws may be amended, altered, changed, or repealed and new bylaws adopted, upon a majority vote of a quorum of Directors. However, the Board may amend its Governance Model, set forth in Article IV, only in accordance with Minnesota Charter School Law 124E, as amended.