

By-Laws

Article 1: Name, Purpose and Office

Section 1: Name

The name of the charter school shall be Twin Cities German Immersion School (TCGIS). It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2: Purpose

The purpose of Twin Cities German Immersion School is as stated in its Articles of Incorporation. Twin Cities German Immersion School is organized exclusively to provide education services in a German language immersion format as a public nonsectarian charter school. In the event that Minnesota law limits or enhances the powers of the Board set out herein, the law provisions shall prevail except to the extent that the Board of Directors exercises any options it may have to accept the law provisions or choose other options.

Section 3: Office

The registered office of the Twin Cities German Immersion School in the State of Minnesota is as stated in the Articles of Incorporation. TCGIS may have such other offices within the State of Minnesota as the Board may determine. The registered office may be, but need not be, identical with the principal office in the State of Minnesota.

Article 2: Membership

Section 1: Membership

Members shall be staff members employed at TCGIS, including teachers providing instruction under a contract with a cooperative, and all parents or legal guardians of children enrolled at TCGIS. Members shall not be required to pay a membership fee or annual dues.

Section 2: Voting Rights of Members

All members as defined in Section 1 shall be eligible to elect the members of the TCGIS Board of Directors. TCGIS must notify eligible voters of the TCGIS Board of Directors election date at least 30 days prior to the election. A complete and current list of voting members shall be regularly maintained and kept on file and available for inspection by any member at the annual meeting and at TCGIS for at least seven (7) days prior to each annual or special meeting or election.

Section 3: Voting by Proxy.

A Member eligible to vote under the provisions of this Article 2 shall be entitled to vote either in person or by a nonelectronic written appointment of a proxy signed by the member and filed with an officer of the TCGIS school board at the meeting or election at which the appointment is to be effective. The proxy is effective when received by the secretary or other officer or agent authorized to distribute and receive ballots and is valid for the duration of the meeting or election at which the appointment is to be effective. The proxy is revocable by the Member, either by

attending a meeting of the Members in person or by signing and delivering to the officer or agent authorized to tabulate votes a signed writing stating that the appointment of the proxy is revoked or a later appointment form. Unless the appointment specifically provides otherwise, if two or more persons are appointed as proxies for a Member, they may vote on each item of business in accordance with specific instructions contained in the appointment form, or, if no specific instructions are included in the appointment form, a majority of the proxies have the authority conferred by the instrument.

Article 3: Meetings of Members

Section 1: Annual Meeting

The Board of Directors may elect to have an annual meeting to be held at such time and location as determined by the Board of Directors. Notice of the annual meeting of the members of TCGIS shall be by email or newsletter at least thirty (30) days prior to the meeting date, or published on the school's official website thirty (30) days prior to the meeting date. 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 2: 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 at least 10% of voting members. Notification shall be by email, newsletter, or published on the school's official website no fewer than ten (10) days prior to the date of the meeting. Such notice shall contain the location, time, and purpose of the meeting. Only subjects listed on the agenda shall be acted upon at the meeting.

Section 3: Quorum

For any annual or special meeting, the presence of at least 10% of the voting members shall constitute a quorum.

Section 4: Voting

The affirmative vote of a majority of a quorum of voting members shall constitute a duly authorized action of the membership.

Article 4: Board of Directors

Section 1: General Powers

The affairs of Twin Cities German Immersion School shall be managed by its Board of Directors. Except as limited by the Articles of Incorporation, these Bylaws, Minn. Stat. 124D.10, and by law, the Board of Directors shall have the power and authority to do all acts and perform all functions that Twin Cities German Immersion School may do or perform. The Board may establish one or more committees having such powers and authority as are delegated to it by the Board.

Section 2: Board Size

The Board of Directors shall be composed of at least five (5) non related members. The target board configuration is 9 members but with board approval the Board can

Section 7: Expulsion of a Director

Any director who is absent from four consecutive meetings of the Board of Directors without good cause having been shown, can be removed by the Board of Directors, provided that such director shall first have been given the opportunity to be heard at the meeting at which such action is to be taken. A board member may be removed at any time, with or without cause, by a two-thirds majority of the remaining directors.

Section 8: Board Meetings and Notice

Meetings of the Board of Directors must comply with Minnesota Statutes Chapter 13D, the Minnesota Open Meeting Law, meaning that its meetings are generally open to the public.

Section 9: Regular Meeting

Regular meetings of the Board of Directors will take place regularly at such times and places as the board may determine at least six (6) times during the school year. Notice of regular meetings shall be given by the Secretary at least one week in advance of the meeting. A copy of the Board packet excluding any information not considered public will be available for review at TCGIS at least 72 hours before the meeting and at the meeting.

Section 10: Special Meeting

The Chair of the Board of Directors, the majority of the Directors or 25% of the members may call for a special meeting to discuss particular topics. Notice of a special meeting shall be given by the Secretary at least 72 hours in advance of such a meeting. Such notice shall state the topics to be considered.

Section 11: Closed Meeting

All closed meetings will be conducted in accordance with the Minnesota State Open Meeting Law.

Section 12: Quorum and Adjourned Meeting

A meeting at which at least a majority of the members of the Board of Directors are present 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 13: Voting

Each 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, except where a greater vote is required by these by-laws. To allow for reasonable discussion and consideration of materials presented to the board, voting shall occur only on items on the agenda. New business can be discussed during a meeting, with voting occurring at the following meeting.

have as many as 12 members. Board members shall serve three-year terms. A director can be elected to serve at most two successive three-year terms. Thereafter, a person can serve additional terms provided there is at least one year separating previous consecutive years.

Section 3: Board Composition

The Board of Directors shall include (i) at least one licensed teacher employed at TCGIS or a licensed teacher providing instruction under a contract between TCGIS and a cooperative, (ii) the parent or legal guardian of a student enrolled at Twin Cities German Immersion School, and (iii) an interested community member who is not employed by the charter school and does not have child enrolled in TCGIS.

Section 4: Board Election

An election of directors to succeed directors whose terms are expiring shall occur at each annual meeting of members (if any) or by ballot distributed to voting members in accordance with Minnesota State law. The members of TCGIS shall elect the directors in the following manner.

Each voting member will be entitled to one ballot. The ballot will list all candidates for a directorship to be filled for the next school year and prescribe the method and rules for voting. The voting members' ballots shall be returned to the Governance Committee in clearly marked ballot boxes by the end of the annual meeting or deadline established on ballot if election is conducted by ballot. Thereafter, the ballots will be counted by the Governance Committee. After the results are certified by the Secretary of the Board, they will be reported to the members. Directors shall be elected or re-elected by a simple majority of voting members who cast ballots. The election will be valid if quorum was attained at the annual meeting or a quorum was established through the number of ballots cast and no illegal or fraudulent voting behavior was observed.

Three directors shall be elected each year to the Board of Directors to serve a term of three years. In addition to the elected members of the Board, the Chair shall have the power to appoint up to three additional directors for a one-year term, subject to approval by the Board of Directors. The Board of Directors can have a maximum of twelve members.

Section 5: Vacancies

If there be a vacancy among the directors, by reason of death, resignation, or otherwise, such vacancies shall be filled for the remainder of the term by a vote of the Board of Directors. The Governance Committee shall propose a candidate to the Board of Directors at least 5 days before the Board of Directors is to vote on the candidate.

Section 6: Resignation

A current member of the Board of Directors may voluntarily resign for any reason, by giving notice to the Secretary or Board Chair in writing.

Statutes, Section 317A.521. TCGIS 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.

Section 2: Insurance

TCGIS may, but shall not be required to, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of TCGIS, 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 TCGIS would have the power to indemnify such person against liability under Minnesota Statutes, the Articles of Incorporation or these Bylaws.

Article 10: Distribution of Assets

Section 1: Right to Cease Operations and Distribute Assets

By a two-thirds (2/3) vote of all directors, the Board of Directors may resolve that TCGIS cease operations and voluntarily dissolve. Such resolution shall set forth the proposed dissolution and direct designated officers of TCGIS to perform all acts necessary to effect a dissolution. Written notice as required by these Bylaws shall be given to all voting members stating that the purpose of the meeting shall be to vote upon the dissolution of TCGIS. A resolution to dissolve TCGIS shall be approved only upon the affirmative vote of a two-thirds (2/3) of a quorum of voting members of TCGIS taken at a meeting during which the resolution is brought before the voting members. 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 TCGIS to discontinue its regular business activities and operations as soon as practicable, and shall liquidate and distribute all TCGIS's assets in accordance with Minnesota law. Notice of intent to dissolve shall be filed with the Secretary of State pursuant to Minnesota Statutes, Section 317A.723.

Article 11: Amendments

Subject to the right of the 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. 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 provided that notice is duly given that adoption, amendment, or repeal of the bylaws will be on the agenda of the meeting.

References

The Policy Sampler.

Board Café, Vol. 5, No. 3, March 28, 2001 <<http://www.boardcafe.org>>

- A. Refuse to place one spouse under the direct supervision of the other spouse where such has the potential for creating an adverse effect on supervision, safety, security, or morale.
- B. Refuse to place both spouses in the same department, division, program or facility where such has the potential for creating an adverse effect on supervision, safety, morale, or involves potential conflicts of interest.

Article 8: Financial Matters and Records

Section 1: Contracts

The Board of Directors may authorize any officer or officers, agent or agents of TCGIS to enter into any contract or execute and deliver any instrument in the name and on behalf of TCGIS, 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 TCGIS by any contract or engagement, or to pledge its credit or to render it liable pecuniarily 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 TCGIS 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 TCGIS 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 TCGIS shall be deposited to the credit of TCGIS 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: Accounting System and Audit

The Board of Directors shall cause to be established and maintained, in accordance with provisions of Minnesota law with generally accepted accounting principles applied on a consistent basis, an appropriate accounting and financial reporting system for TCGIS. The Board is required by law to and shall cause the records and books of account of TCGIS to be audited at least once each fiscal year and may retain such person or firm for such purposes as it may deem appropriate.

Article 9: Indemnification

Section 1: Indemnification

Each director, officer and employee of TCGIS, past or present, and each person who serves or may have served at the request of TCGIS as a director, officer, 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 TCGIS in accordance with, and to the fullest extent permitted by, Minnesota

and maintain Board policies. When vacancies on the Board of Directors occur between elections, the Governance Committee shall recommend a suitable candidate for appointment by the Board of Directors to fill the vacancy.

Section 4: Grants and External Relations Committee

The key roles of this committee are researching and applying for grants that promote TCGIS's mission and program objectives, cultivating relations with the German-American Chamber of Commerce (GACC) and its members as well as other organizations that support TCGIS's mission, and exploring long-term funding opportunities and support through the German Government.

Section 5: Executive Committee

The Executive Committee shall include the Board Chair, the Vice Chair, the Treasurer and the Secretary of the Board.

During the intervals between meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers and functions given to it by the Board of Directors. A majority of the members of the Executive Committee in office at the time shall be necessary to constitute a quorum and in every case an affirmative vote of a majority of the members of the committee present at a meeting shall be necessary for the taking of any action. The Executive Committee shall fix and establish its own rules of procedure and shall meet as provided by such rules and shall also meet at the call of its Chair or of any other two (2) members of the committee.

Article 7: Personnel

Section 1: School Director

The Board of Directors shall hire a director of TCGIS who is responsible for the daily affairs of the school, including carrying out the school's goals and policies. The Board of Directors shall establish qualifications for the School Director and use those qualifications as the basis for hiring and performance evaluations. The School Director will attend all Board meetings, report on the progress of the school, answer questions of Board members, and carry out the duties described in the job description. The Board of Directors can designate other duties as necessary.

Section 2: Other Employees

Subject to the limits prescribed by the Board of Directors, the school director shall employ, direct, and discharge such personnel as may be needed to carry out the affairs of the school, and shall, within limits set by the Board of Directors, fix the compensation of such employees.

Section 3: Nepotism

With respect to the employment of relatives, Twin Cities German Immersion School reserves the right to:

Section 11: Parent Liaison

One director will be elected annually for a 1 year term to act as the Parent Liaison and will be responsible for attending the meetings of the TCGIS PTO and maintaining appropriate lines of communication between that group and the Board.

Section 12: Teacher Liaison

One director will be elected annually for a 1 year term to act as the Teacher Liaison and will be responsible for attending TCGIS staff meetings and maintaining appropriate lines of communication between the teaching staff and the Board.

Section 13: Bond

The Board of Directors of TCGIS shall from time to time determine which, if any, of the officers, agents or employees of this school shall be bonded and the amount of each bond.

Article 6: Committees and Task Forces

Section 1: Committee Formation

The Board of Directors may create committees and task forces as needed. Each committee and task force shall be subject to the control and direction of the Board of Directors. The Board Chair appoints all committee chairs. The committee chairs will be responsible for keeping regular minutes of their proceedings and reporting these minutes to the Board of Directors. All Board committees will be chaired by a Board director. All committee meetings are subject to the open meeting law. The Board Chair will be an ex-officio member of all committees.

Section 2: Finance Committee

The Treasurer is the chair of the Finance Committee. The committee is responsible for fiscal matters. It shall coordinate the board's financial oversight responsibilities by recommending policy to the Board of Directors, interpreting it for the staff, and monitoring its implementation. The committee shall also provide board oversight of TCGIS's financial audits.

The finance committee shall monitor TCGIS's financial records; review and oversee the creating of accurate, timely, and meaningful financial statements to be presented to the Board; review the annual budget and recommend it to the Board of Directors for approval; monitor budget implementation and financial procedures; monitor budget assets; monitor compliance with federal, state, and other reporting requirements; and help the Board of Directors understand TCGIS's finances. The committee shall recommend the auditor for Board of Directors approval and review the audit.

Section 3: Governance Committee

The Governance Committee shall be responsible for improving the processes related to how the Board of Directors governs through its bylaws, policies, and decisions. The governance committee shall identify, recruit, and nominate persons to serve as members and officers of the Board of Directors, provide development opportunities for Board directors, be responsible for the annual Board director election, and review

Section 4: Vice Chair

The Vice Chair of the Board shall assist the Board Chair, as requested, in the performance of his or her duties and shall have such other functions as these Bylaws may provide or as the Board of Directors or Board Chair may assign from time to time. In addition to the foregoing, the Vice Chair shall possess the powers and perform the duties incumbent upon the Board Chair during his or her absence or disability.

Section 5: Treasurer

The Treasurer will chair the Finance Committee and will report to the Board of Directors the financial condition of TCGIS. The Treasurer shall have the power to deposit all monies, drafts and checks in the name of, and to the credit of, TCGIS in such banks and depositories as the Board of Directors shall from time to time designate; have the care and custody of the corporate funds and securities; have the power to endorse for deposit all notes, checks and drafts received by TCGIS; disburse the funds of TCGIS as ordered by the Board of Directors, making proper vouchers therefore.

Section 6: Secretary

The Secretary shall be responsible for keeping records of the Board actions, including overseeing the taking of minutes at all Board meetings, give, or cause to be given, notice of all meetings of the Board of Directors, distribute copies of minutes to all board directors, maintain records and documents of TCGIS, and perform such other duties as may be prescribed by the Board or Board Chair from time to time. The Secretary shall also maintain a list of all voting members of TCGIS.

Section 7: Officer Vacancies

A vacancy in any office of the Board of Directors 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 8: Removal of Officer

Any officer may be removed at any time, with or without cause, by the vote of a two-thirds (2/3) majority of a quorum of the Board of Directors at any regular meeting or at a special meeting called for that purpose.

Section 9: Resignation of an Officer

Any officer may resign at any time as long as written notice is given to the Secretary or Board Chair.

Section 10: Ex-officio Members

Ex-officio members shall serve as liaisons to particular organizations that the board deems important to the good standing of TCGIS in the Germanic community of the Twin Cities. They shall promote cooperation and good will among TCGIS and the organizations that they represent. They shall attend board meetings whenever possible and keep TCGIS informed of events and happenings at the organizations that they represent. They shall keep such organizations informed of events and happenings at TCGIS. They shall not be voting members of the Board of Directors.

Section 14: Compensation

Directors shall not receive compensation for their services as a director. The directors of Twin Cities German Immersion School may be reimbursed for reasonable out-of-pocket expenses incurred by them in rendering services to TCGIS, 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 TCGIS.

Section 15: Conflict of Interest

All board members shall act in compliance with the conflict of interest law as outlined in MN 124D.10.4a. Each director will annually receive a copy of the current conflict of interest law and will sign a statement acknowledging receipt and compliance with the law. A copy of the signed statement will be sent to TCGIS's authorizer.

Article 5: Board Officers, Board Directors and Duties

Section 1: Officer Number and Election

The officers of the TCGIS Board of Directors shall be elected for one (1) year terms by the Board of Directors, and shall consist of a Chair, Vice Chair, Treasurer, Secretary and such other officers as the Board of Directors shall determine from time to time. An officer can be elected to serve at most two consecutive one year terms for the same office. Thereafter, an officer can serve additional terms for the same office if at least one year is separating the consecutive terms. The office of Treasurer is exempt from this rule.

Section 2: Board Director Responsibilities

The Board of Directors is fiscally responsible for TCGIS. They shall know what the budget is and take an active part in reviewing, approving, and monitoring the budget. They are legally responsible for TCGIS. They shall decide matters related to the operation of TCGIS, including budgeting, curriculum, and operating procedures. They shall actively promote TCGIS, encourage and support its staff. The Board of Directors is responsible for ensuring that TCGIS meet the outcomes contained in the contract with the authorizer.

Board directors shall attend member and board meetings, and serve on at least one committee. If they are not able to meet their obligations as board member, they shall offer their resignation.

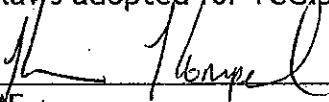
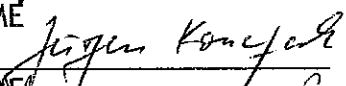
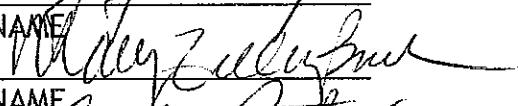
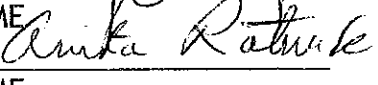
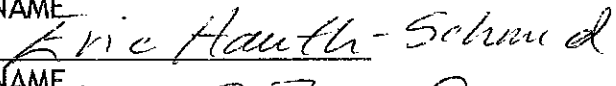
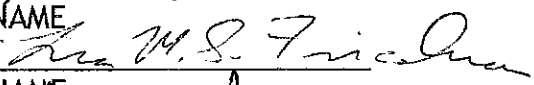
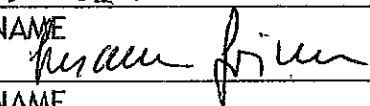
Section 3: Board Chair

The Board Chair shall preside at meetings of the Board of Directors and perform such duties and exercise such powers as are necessary or incident to the supervision and management of the business and affairs of TCGIS. He or she shall sign and deliver, in the name of Twin Cities German Immersion School, all deeds, mortgages, bonds, contracts or other instruments requiring an officer's signature, unless otherwise directed by the Board. He or she shall have such other powers and perform such other duties as are prescribed by Minnesota Statutes, Section 317A.305, subd. 2, and as the Board of Directors may from time to time prescribe.

Certification

The undersigned members of the Board of Directors of TWIN CITIES GERMAN IMMERSION SCHOOL, a Minnesota nonprofit corporation, do hereby certify that the foregoing pages constituting the bylaws are the bylaws adopted for TCGIS.

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NAME Andrew Oxenham

NAME Jigen Konyak

NAME Willy Zulu

NAME Anita Rabe

NAME Eric Hauth-Schmid

NAME M.S. Friedman

NAME Brian Finner
NAME