

**ARTICLES OF INCORPORATION
OF
NORTH METRO FLEX ACADEMY**

The undersigned, for the purpose of forming a corporation under and pursuant to the provisions of Chapter 317 A of the Minnesota Statutes, known as the Minnesota Nonprofit Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this incorporated association shall be NORTH METRO FLEX ACADEMY.

ARTICLE II - PURPOSE

This corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purpose of this corporation is to implement and operate one or more public charter schools pursuant to the Minnesota Charter Schools Act, Minnesota Statute § 124D.10.

ARTICLE III - EXEMPTION REQUIREMENTS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE IV - MEMBERSHIP/BOARD OF DIRECTORS

This corporation shall have no members.

The management of the affairs of the corporation shall be vested in a Board of Directors, as defined by the corporation's Bylaws. No Director shall have any right, title, or interest in or to any property of the corporation. The powers, authorities and duties of said Board, the time and place of its meetings, and all other matters concerning the Board, subject to the provisions of applicable law and the other provisions of these articles, shall be prescribed in the Bylaws.

The number of Directors constituting the initial Board of Directors is five (5). Their names, addresses and initial term expiration date are as follows:

Hugh Norsted, 222 2nd St. S.E., #1102 Minneapolis, MN 55414-5168	(June 30, 2015)
David Rhude, M.D., 3505 St. Paul Avenue, Minneapolis, MN 55416	(June 30, 2015)
Michelle Ford, 4443 41st Ave. S. Minneapolis, MN 55406	(June 30, 2015)
Bob Schneider, 601 Carlson Pkwy, Suite 1050, Minnetonka, MN 55305	(June 30, 2016)
Nick Christensen 813 Moonlight Place Woodbury, MN	(June 30, 2016)

Upon term expiration, their successor terms or successors will be duly elected and qualified, or removed as provided in the Bylaws.

ARTICLE V - PERSONAL LIABILITY

No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VI - DURATION/DISSOLUTION

The period of duration of this corporation's corporate existence shall be perpetual until dissolution.

This corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this corporation, unless any surplus property remaining after the payment of its debts is required by applicable law to be disposed of in accordance with the directives of the Minnesota Department of Education, any surplus property remaining after the payment of its debts shall be disposed by transfer to one or more other corporations, associations, institutions, trusts, or foundations organized and operated exclusively for one or more of the purposes of this corporation, and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or to the State of Minnesota or any political subdivision or agency thereof for exclusively public purposes, in such proportions as the board of directors of this corporation shall determine. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to an executory or special limitation, and such property upon dissolution of this corporation shall be transferred in accordance with the trust condition or limitation imposed with respect to it.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at 25 Paisley, Lane Golden Valley, MN 55422, , or at such other location as may be determined by the Board of Directors.

The name of the initial registered agent of this corporation is Cindy Lavorato, Esq.

ARTICLE VIII - BYLAWS

Provisions for the regulation of the internal affairs of this corporation, except as provided in these Articles, shall be determined and fixed by the Bylaws of this corporation. The Board of Directors shall adopt initial bylaws for the governance of the corporation consistent with these Articles and with applicable law. After the initial bylaws have been adopted by the Board of Directors, neither the Articles nor the bylaws of this corporation may be amended except by a majority vote of all directors. The Board of Directors from time to time may make such other rules and regulations, not inconsistent herewith or the Bylaws, nor contrary to law, as maybe deemed necessary or expedient for the management of its affairs and to carry out the purposes of this corporation.

If required by applicable Minnesota law, the board may change its governance model only:
(1) by a majority vote of the board of directors and 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.

ARTICLE IX - INCORPORATORS

These Articles of Incorporation may be amended from time to time in the manner provided by law.

In witness whereof, the undersigned, has hereunto subscribed our names for the purpose of forming the corporation under the laws of the State of Minnesota and certify the execution of these Articles of Incorporation this 9th day of January 9, 2015

Mark Kushner, Esq.
c/o Cindy Lavorato, Esq.
25 Paisley Lane
Golden Valley MN 55422

BYLAWS

North Metro Flex Academy

As of January 9, 2015
Revised October 15, 2018

**BYLAWS
OF
North Metro Flex Academy
(the "Corporation" or "School")**

**ARTICLE I
NAME AND PURPOSE**

The name of this nonprofit corporation is North Metro Flex Academy.

The purposes of the nonprofit Corporation are as stated in its Articles of Incorporation.

**ARTICLE II
OFFICES**

The registered office of the Corporation in the State of Minnesota is as stated in the Articles of Incorporation. The registered office may be, but need not be, identical with the principal office in the State of Minnesota.

**ARTICLE III
MEETINGS**

Section 1. Annual Meeting. The annual organization meeting of the Board of Directors ("Board") shall take place in May of each year or as designated by the Board. Notice of the annual meeting of the Corporation shall be by official posting on the school website and posting at the school site. Such notice shall contain the date, time and place of the meeting.

Section 2. Regular Meetings. Regular meetings of the Board shall be held monthly or as according to a board-approved schedule.

Section 3. Special Meetings.

(a) Special meetings of the Board may be called at any time, for any purpose, by the President or at least two Directors. The Board shall cause to be posted written notice of the date, time, place, and purpose of the meeting on the principal bulletin board of the School.

(b) The notice shall also be mailed or otherwise delivered to each person who has filed a written request for notice of special meetings with the School. This notice shall be posted and mailed, emailed or delivered at least three days before the date of the meeting.

The notice shall be accompanied by an agenda which shall specifically state the purpose of the special meeting.

Section 4. Emergency Meetings.

(a) An emergency meeting may be called because of circumstances that, in the judgment of the Board, require immediate consideration by the Board. Under such circumstances, the cause must be clearly identified in the agenda, and notification must be given to all board members.

(b) Notice of the emergency meeting shall be given by telephone or by any other method used to notify the members of the school. Posted or published notice of an emergency meeting is not required.

(c) For an emergency meeting, the School shall make good faith efforts to provide notice of the meeting to each news medium that has filed a written request for notice if the request includes the news medium's telephone number. Such notice shall be provided as soon as reasonably practicable after notice has been given to the members.

Section 5. 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. The existence of a quorum is determined when a duly called meeting is convened.

Section 6. Voting. The affirmative vote of a majority of a quorum of Board members shall constitute a duly authorized action of the Board.

Section 7. Open Meeting Law. All Board of Director meetings and committee meetings of the Board of Directors, and notice of all such meetings, shall comply with the Open Meeting Law.

ARTICLE IV **BOARD OF DIRECTORS**

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board. Except as limited by the Articles of Incorporation, these Bylaws, Minn. Stat. §124D.10, 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.

Section 2. Number, Tenure, and Qualifications.

(a) Number. The Board shall consist of at least five and no more than eleven voting members.

(b) Tenure - Initial Board of Directors. The initial Board shall be as stated in the Articles of Incorporation. Subject to clause (a) above, the Board may, by a majority vote of the Board members, appoint additional members. The Board may provide for staggered terms of board members.

(c) Tenure - Ongoing Board of Directors. The Ongoing Board shall be elected before the school completes its third year of actual operation, consistent with Minn. Stat. §124D.10, subd. 4(g). If the number of voting Ongoing Board members is to be increased from that allowed in clause (a), the Board shall announce the numbers of seats at least one year prior to the election for those seats.

(d) Qualifications.

(i) Related Parties Prohibited. The Board membership shall not contain any related parties, as defined by Minn. Stat. §124D.10 subd. 23 (b).

(ii) Additional Qualifications -- Ongoing Board.

(a) Governance Model. Consistent with Minn. Stat. §124D.10 subd. 4(g), the Board membership will adhere to the following governance model for the Ongoing Board:

1/1/1 Governance Model. For as long as required by Minnesota law, the Ongoing Board of Directors shall be comprised of at least one Minnesota licensed teacher employed at the school and providing instruction, at least one parent/legal guardian of a child enrolled at the school, and at least one community member who is neither employed at the school nor has a child enrolled at the school. Teachers employed at the school may not comprise a majority of the board.

A teacher employed at the school who is also a parent of a child enrolled at the school is eligible for a teacher-designated Director position and is ineligible for a parent-designated Director position.

A person who fills a community member-designated Director position and who, during his or her Board term, becomes employed at the school or a parent of a child enrolled at the school shall be deemed ineligible to serve on the Board as of the date of such employment or enrollment unless elected as a regular Board member.

A parent who fills a parent-designated Director position and whose child is unenrolled from the school during his or her term shall be deemed ineligible to serve on the Board as of the date of such unenrollment.

A parent Director may not be an employee of the school, per Minn. Stat. §124D.10 subd. 4(g).

These qualifications for the Ongoing Board do not apply to the initial Board.

Section 3. Elections of Ongoing Board Members. The Board shall notify eligible voters of the Board election dates for Ongoing Board members at least 30 days before the election. Board elections shall be held during the school year but may not be conducted on days when the school is closed for holidays or vacations.

Section 4. Eligible Voters. If required by Minnesota law, parents/legal guardians and employees may be eligible to vote for Ongoing Board Members. In that case, each parent and legal guardian of a child enrolled at the school and each employee of the school shall have the right to exercise one (1) vote for its Board candidates. A parent/legal guardian of a child enrolled at the school who is also employed at the school shall have the right to exercise one (1) vote.

Section 5. Resignation and Removal. Directors may resign at any time, effective immediately or at a specified later date, by giving written notice to the Board President 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 President or Secretary. The acceptance of such resignation shall not be necessary to make it effective. A Director may be removed at any time, by a two-thirds (2/3) majority vote of all remaining directors of the Corporation.

Section 6. Filling Vacancies. Unless otherwise provided by Minn. Stat. §317A.227, vacancies on the Board 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 end of the fiscal year, or until his or her successor has been duly elected and qualified.

Section 7. Compensation. Directors shall not receive compensation for their services as a Director, but nothing in these Bylaws shall be construed to preclude a teacher Director from serving the Corporation as an employee and receiving compensation therefore. 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 from time to time determines such services to be directly in furtherance of the purposes and in the best interest of the Corporation.

Section 8. Presence at Meetings. Members of the Board or of any committee, as applicable, may participate in a meeting of the Board or any committee by means of telephone or similar electronic communications if all of the following conditions are met:

- (a) All Board members, wherever physically located, can hear one another and all discussion and testimony,
- (b) All members of the public at the regular meeting location can hear all discussion and testimony and all votes, unless attendance at the regular meeting location is not feasible due to the health pandemic or emergency declaration,
- (c) At least one Board member, legal counsel, or chief administrator is physically present at the regular meeting location, unless unfeasible due to a health pandemic or emergency declaration, and
- (d) All votes are conducted by roll call, so that each Board member's vote on each issue can be identified and recorded.

Section 9. Committees of the Board. The Board of Directors may, by resolution passed by a majority vote of a quorum of the Board of Directors, designate, define authority of, set the number and determine the identity of, members of one or more committees. Committee members must be natural persons, but need not be members of the Board of Directors. The Board may, by similar vote, designate one or more alternate members of any committee who may replace any absent or disqualified member of any meeting of the committee.

(a) Authority of Committees. All committees shall make recommendations to the Board. No committee shall have the authority to act on behalf of the Board.

(b) Procedures for Conducting Committee Meetings. The activities of all committees of this Corporation shall be conducted in such manner as will advance the best interest of the Corporation. Each committee shall fix its own rules of procedure and other regulations which shall be consistent with the Articles of Incorporation, these Bylaws and the policies of the Corporation. The Board President shall be an ex-officio non-voting member of all committees, unless the President serves as a member of such committee.

(c) Limitation on Authority of Committees. Each committee shall be under the direction and control of the Board and shall keep regular minutes of its proceedings, and all action of each committee shall be reported to the Board of Directors and shall be subject to revision and alteration by the Board.

(d) Committee Establishment. The Board may establish committees by majority vote of Board membership.

Section 10. Conflict of Interest. A Conflict of Interest Policy will be established by the Board of Directors that is consistent with Minn. Stat. §124D.10 subd. 4(a). (Please refer to the Conflict of Interest Policy approved by the Board of Directors for specific requirements and conditions.)

ARTICLE V
OFFICERS

Section 1. Number and Election.

(a) Number of Officers. The officers of this Corporation shall consist of a President/Chairperson, Treasurer, Secretary and such other officers as the Board of Directors shall determine from time to time.

(b) Election of Officers and Term.

(i) Initial Board. The officers of the initial Board shall be elected by a majority vote of the Board, which officers shall retain such officer positions until their term otherwise expires, the votes to affirmatively change the officers, or until such director's death, disqualification, resignation, or removal.

(ii) Ongoing Board. The officers of the Corporation shall be elected by the Board for the lesser of a one (1) year term or the remaining unexpired term of the Director.

Section 2. Vacancies. A vacancy in any office of this Corporation occurring by reason of death, disqualification, resignation or removal shall be elected by a majority vote of the Board for the remaining unexpired term of the office.

Section 3. President/Chairperson. The President shall:

- (a) Exercise the functions of the Office of the President of the Corporation;
- (b) Preside at all meetings of the Board;
- (c) Perform such duties and exercise such powers as are necessary or incident to the supervision and management of the business and affairs of the Corporation as directed by the Board;
- (d) Sign and deliver, in the name of the Corporation, all deeds, mortgages, bonds, contracts, checks or other instruments requiring an officer's signature, unless otherwise directed by the Board;
- (e) Have the general powers and duties usually vested in the office of the president and;
- (f) Have such other powers and perform such other duties as are prescribed by Minn. Stat. § 317A.305 and as the Board may from time to time prescribe.

Section 4. Treasurer. The Treasurer shall facilitate the Board's financial oversight responsibilities and shall:

- (a) Provide direction for the oversight of the school's record keeping and accounting policies;
- (b) Ensure the presentation of timely and meaningful financial reports to the Board;
- (c) Ensure the development of the annual budget and its submission to the Board for its approval;
- (d) Oversee development and Board review of financial policies and procedures;
- (e) Sign and deliver, in the name of the Corporation, checks or other instruments requiring an officer's signature, unless otherwise directed by the Board;

- (f) Lead the board in assuring compliance with federal, state and other financial reporting requirements;
- (g) Present the recommendation of the auditor to the Board for their approval; and,
- (h) Perform such other duties and have such other powers as may from time to time be prescribed by the Board.

Section 5. Secretary. The Secretary shall provide direction for the keeping of legal documents and shall:

- (a) Certify and keep at the office of the Corporation the current Bylaws and Board-approved policies;
- (b) Keep at the office of the Corporation a book of minutes of all meetings of the Board and committees;
- (c) Present, for approval by the Board, copies of the minutes of meetings of the Board;
- (d) Ensure that all meeting notices are duly given in accordance with the provisions of the Bylaws or as required by law;
- (e) Serve as the general protocol officer of the Board, ensuring that all procedural requirements are followed legally and ethically; and,
- (f) Perform such other duties as may be prescribed by the Board of Directors.

Section 6. Management and Administrative Employees. The Corporation may have such management and administrative employees as the Board of Directors deems necessary.

Section 7. Compensation. The employees of the Corporation may be paid such reasonable compensation, if any, for their services rendered to the Corporation in such capacity, and may be reimbursed for reasonable out-of-pocket expenses, as the Board of Directors from time to time determines to be directly in furtherance of the purposes and in the best interests of the Corporation.

Section 8. Bond. The Board of Directors of this Corporation shall from time to time determine which, if any, of the officers, agents or employees of this Corporation shall be bonded and the amount of each bond.

Section 9. Removal of Officer. An officer may be removed at any time, by the vote of a majority of a quorum of the Board of Directors at any regular meeting or at a special meeting called for the purpose of considering the removal of an officer.

Section 10. Resignation. Any officer may resign at any time. Such resignation shall be made in writing to the President or Secretary of the Corporation and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

ARTICLE VI

DISTRIBUTION OF ASSETS

Section 1. Right to Cease Operations and Distribute Assets. By a two-thirds (2/3) majority vote of all directors, the Board of Directors may resolve that the Corporation 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 the Corporation. A resolution to dissolve the Corporation shall be approved only upon the affirmative vote of majority of the Board of Directors. 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 in accordance with Minn. Stat. §317A.735 and in accordance with the Articles of Incorporation and the contract with the Board's authorizer. 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. Indemnification. 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 the contract with its authorizer and, if not prohibited by that contract. Minn. Stat. § 317A.521. 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 Board or its designee 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.

Section 2. Insurance. The Corporation may 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 Minn. Stat. § 317A.521, the Articles of Incorporation or these Bylaws.

ARTICLE VIII **AMENDMENTS TO BYLAWS**

The Bylaws may be amended, altered, or repealed and new Bylaws adopted, upon proper notice and a majority vote of the Board of Directors.

ARTICLE IX
FINANCIAL MATTERS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation to sign any contract or execute and deliver any instrument in the name and on behalf of the Corporation if such contract is allowed by law. All contracts can be reviewed for final approval by the Board if requested by the Board. Unless so authorized by the Board 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. Budgets. The annual budget of estimated income, income expense and capital expense shall be approved by the Board. The School shall not deviate in any material respect from the annual budget approved by the Board unless consent to such deviation is granted by the Board.

Section 3. Loans and Pledges. No loans shall be contracted nor pledges or guarantees given on behalf of the Corporation unless specifically authorized by the Board.

Section 4. 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 the President/Chairperson and/or the Treasurer and in such manner as shall from time to time be determined by the Board or these Bylaws.

Section 5. 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 may from time to time determine.

Section 6. Corporate Seal. The Corporation shall not have a corporate seal.

Section 7. Documents Kept at Registered Office. The Board shall cause to be kept at the registered office of this Corporation original or copies of:

- (a) Approved minutes and records of all proceedings of the Board of Directors and all committees;
- (b) Records of all votes and actions of the members;
- (c) All financial statements of this Corporation; and,
- (d) Articles of Incorporation and Bylaws of this Corporation and all amendments and restatements thereof.

Section 8. Accounting System and Audit.

- (a) The Board shall cause to be established and maintained, 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 the Corporation.
- (b). 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 seem necessary or appropriate, and may retain such person or firm for such purposes as it may deem appropriate.
- (c) Audits shall be conducted in compliance with generally accepted governmental auditing standards, the federal Single Audit Act, if applicable, and Minn. Stat. § 6.65. A charter school is subject to and must comply with Minn. Stat. §§ 15.054 Stat. 118A.01; 118A.02; 118A.03; 118A.04; 118A.05; 118A.06; 471.38; 471.391; 471.392; and 471.425.
- (d) The audit must comply with the requirements of Minn. Stat. §§ 123B.75 to 123B.83, except to the extent deviations are necessary because of the program at the School. Deviations shall be approved by the commissioner and the school's authorizer.

ARTICLE X
MISCELLANEOUS

Section 1. Gender References. All references in these Bylaws to a party in the masculine shall include a feminine and neuter.

Section 2. Plurals. All references in the plural shall, where appropriate, include the singular and all references in the singular shall, where appropriate, be deemed to include the plural.

Pam Albrecht 10-17-18
Board Chair/Date Approved