

## BYLAWS OF CENTER SCHOOL, INC.

### ARTICLE I

1. Registered Office. The registered office of this corporation shall be located in Minneapolis, Minnesota, as set for the in the Articles of Incorporation, or as thereafter changed in the manner provided by law.
2. Other Offices. The corporation may have such other offices, within or without the State of Minnesota as the Board of Directors may from time to time determine.

### ARTICLE II

2.1 General Powers of Board of Directors. The property, policies, affairs and business of this corporation, including the authority to raise monies, shall be managed by the Board of Directors.

2.2 Number, Qualification and Term of Office. A majority of the members of the Board of Directors shall be American Indian. The number of directors shall be no less than five (5), nor greater than eleven (11). Each Member of the Board of Directors shall attend regular and special meetings, of the Board of Directors, and shall participate on at least one standing committee. Each director shall be a natural person of full age, 20 years or older, and, except for directors initially appointed for the lesser terms upon incorporation, shall hold office until the third annual meeting of the director's next meeting following his or her election and until his or her successor shall have been elected, or until his or her death, resignation, or removal as hereinafter provided. Board members may be re-elected to serve on the Board of Directors for a maximum of six three-year terms, after serving which they are no longer eligible to become active Board members.

2.3 Resignation. Any director of this corporation may resign at any time by giving written notice to the Chairperson or to the Secretary of this corporation. The resignation of any director shall take effect at the time, if any, specified therein or if no time is specified therein, upon receipt thereof by the officer of this corporation to whom the notice is given.

2.4 Vacancies. Any vacancy in the Board of Directors caused by death, resignation, removal, increase in the number of directors, or any other cause, shall be filled by vote of the remaining members, even though less than a quorum. In the event of a replacement, each director so chosen shall hold office for an initial replacement term equal to the unexpired term of the director so replaced. In the event of an increase in the number of directors, each director so chosen shall hold office for an initial term to be decided by the

Board of Directors, such term not to exceed three years. Thereafter, directors shall be subject to the same term of office as specified in Paragraph 3.2 herein.

2.5 Place, Time, and Frequency of Meetings and Notice. The Board of Directors may hold its regular meetings at such place or places within or without the State of Minnesota, at such hour and with such frequency as it may from time to time determine, subject, however, to the provision that a regular meeting of the Board of Directors shall be held at least once every calendar quarter throughout the fiscal year. Notice of each regular meeting of the Board of Directors shall be given in accordance with Paragraph 3.7, except that such notice shall be mailed or transmitted electronically at least 5 days before the day on which the meeting is to be held. Meetings may be held electronically or by phone.

2.6 Annual Meeting. The annual meeting of the Board of Directors shall be held each year in October on a day which is not a holiday for the purposes of electing the directors and officers of this corporation, and transacting such other business as shall come before the meeting. Notice of such meeting shall be given as provided in Paragraph 2.7 hereof for special meetings of the Board of Directors, unless excused in accordance with Paragraph 3.8 hereof.

2.7 Special Meetings and Notice. Special meetings of the Board of Directors shall be held whenever called by the Chairperson or by any three (3) of the other directors. Notice of each such special meeting, or of changes in a previously scheduled regular meeting, shall be mailed to each director addressed to him or her at his or her residence or usual place of business at least five (5) days before the day on which the meeting is to be held. Each such notice shall state the time, and purpose of the meeting.

2.8 Waiver of Notice. Notice of any meeting of the Board of Directors herein provided may be waived at any time by any member signing and filing a written waiver with the corporation, and meetings may be held at any time or place where all members are present and consent thereto by signing and filing a waiver of notice of such meeting, which shall be entered in the minutes of such meeting. Notice can also be waived by attending the meeting.

2.9 Authorization Without a Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing signed by all of the directors or through electronic communication by all board of directors.

2.10 Quorum. Except as otherwise provided by statute or these Bylaws, a majority of the total number of directors constitutes a quorum for the transaction of business at any meeting and the act of a majority of the directors present at any meeting at which a quorum is present shall be an act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a





quorum is had. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

2.11 Removal of Directors. Any director may be removed either with or without cause, at any time, by a vote of a majority of the total number of directors at any meeting of the Board of Directors, and the vacancy in the Board of Directors caused by any such removal shall be filled as provided in Paragraph 2.4 hereof. Any Director who misses three consecutive meetings or four meetings within a year will be automatically removed and informed of this provision in writing. A Director may request a leave from the board of up to six months and the Board may decide on an individual basis whether to grant the requested leave without causing removal.

### ARTICLE III

#### Officers

3.1 Designation. Principal Officers of Center School Inc. shall be a Chair, a Vice Chair, a Treasurer and a Secretary. The role of Treasurer and Secretary may be combined into one position. At the discretion of the Board of Directors, other officers may be elected with duties that the Board shall prescribe.

3.2 Elections and Term of Office. The Officers shall be members of the Board elected annually by the Board of Directors at its annual meeting and, unless sooner removed by the Board, the Officers shall serve for a term of one (1) year with a maximum of two (2) terms.

3.3 Resignation. Any officer may resign at any time by giving written notice of his or her resignation to the Board of Directors, the Chairperson or the Secretary of this Corporation. Any such resignation shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt thereof by the Board of Directors, Chairperson or Secretary of this corporation.

3.4 Removal. Any Officer may be removed with or without the cause by the Board of Directors by affirmative vote of a majority of the 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 five (5) days in advance.

3.5 Vacancies. A vacancy in any office because of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for election or appointment to such office.

3.6 Chairperson. 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, 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.

3.7 Vice Chairperson. It will be the duty of the Vice Chair to act in the absence or disability of the Chair and to perform such duties as may be assigned to him or her by the Chair.

3.8 Secretary. The Secretary of the Board shall be responsible for keeping the Board's records. He or she shall keep (or cause to be kept) the minutes of all meetings of the Board of Directors, and of the 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 bylaws.

3.9 Treasurer. The Treasurer (or his/her designee) shall be responsible for preparation (or see that it is prepared) of the proposed annual budget and shall keep (or cause to be kept) financial records belonging to the corporation. The Treasurer will present to the Board of Directors at their annual meetings 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 is responsible for annual tax filings. The Treasurer shall chair the meetings of the Finance Committee, if such a committee exists.

#### ARTICLE IV

4.1 Committees. The Board of Directors shall establish an Executive Committee and may establish such other task force groups, working committees or standing committee as are deemed necessary by the Board of Directors.

4.2 Executive Committee. The Executive Committee shall consist of the officers of this corporation, and the Executive Director, as a non-voting member. Any member of the Executive Committee may call a meeting of the Executive Committee for the purpose of transacting urgent business of behalf of the corporation, which cannot be delayed until the next regular or special meeting of the Board of Directors. A simple majority of the Executive Committee members shall constitute a quorum, and the act of a majority of the members present at any meeting at which a quorum is present shall be an act of the Executive Committee. Minutes of every Executive Committee meeting shall be recorded and presented at the next meeting of the Board of Directors. Any action of the Executive Committee shall be reported for ratification at the next meeting of the Board of Directors,



and, if indicated, may be reported earlier by mail or electronically. The Executive Committee shall hold such powers, perform such other duties and be governed by such rules as may from time to time be determined by resolution of the Board of Directors.

## ARTICLE V

5.1 Executive Director. The day-to-day operations of this corporation shall be managed by an Executive Director. The Executive Director shall be approved and hired by the Board of Directors as an employee of the corporation and shall be directly accountable to the Board of Directors. The Executive Director shall be responsible for the implementation of all resolutions, orders and policies authorized by the Board of Directors and for the management of established programs; shall be responsible for the hiring, supervision, training, and termination of all Center School, Inc. staff (paid and unpaid) in accordance with established personnel policies; shall be responsible for the management of the budget as established by the Board of Directors; shall be responsible for the management of all financial, program, and staff records; shall report to the Board of Directors or the Executive Committee on his or her areas of responsibility and other items as required by the Chairperson; and, shall take such other actions and perform such other duties as may from time to time as prescribed by the Board of Directors. This corporation may have such other agents and employees as may be deemed necessary by the Executive Director.

## ARTICLE VI

6.1 Books and Records. The Board of Directors of this corporation shall cause to be kept:

1. Records of all proceedings of the Board of Directors; and
2. Such other records and books of account as shall be necessary and appropriate for the conduct of the corporate business.

6.2 Documents. The Board of Directors shall cause to be kept at the registered office of this corporation originals or copies of:

1. Records of all proceedings of the Board of Directors;
2. All financial statements of this corporation;
3. Evidence of the nonprofit status of the corporation; and
4. Articles of Incorporation and Bylaws of this corporation and all amendments and restatements thereof.

Any member of the Board of Directors may inspect any or all of these documents during regular business hours.

6.3 Budget and Finances. An annual budget shall be prepared by the Executive Director. Such budget shall be reviewed and adopted by the Board of Directors. The general financial status of this corporation shall be reviewed by the Board of Directors at each

regular meeting of the Board of Directors and at such other times as it may deem necessary or appropriate.

6.4 Accounting System and Audit. The Board of Directors shall cause to be established and maintained an appropriate accounting system for this corporation. The Board of Directors shall cause the records and books of account of this corporation to be examined, at least once in each fiscal year and at such other times as it may deem necessary or appropriate and may retain such person or firm for such purposes as it may deem appropriate.

6.5 Reimbursement. The Board of Directors of this corporation may at any time and from time to time, by resolution adopted at a duly held meeting of the Board of Directors, provide for the payment or reimbursement of expenses incurred by, any director, officer, agent, or employee of this corporation for personal expenses rendered to this corporation by, or for any expenses necessarily paid by any such director, officer, agent or employee, but only if and to the extent that the performance of such service or the incurrence of such expenses as directly in furtherance of the charitable purposes of this corporation and in an amount which is reasonable and not excessive.

6.6 Fiscal Year. The fiscal year of this corporation shall be July 1 to June 30.

6.7 Checks, Drafts and Other Matters. All checks, drafts and other orders for the payment of money and all notes, bonds or other evidences of indebtedness issued in the name of this corporation shall be signed by a member of the Board of Directors or such officer, agent or employee of this corporation as may from time to time be determined by resolution of the Board of Directors.

## ARTICLE VII

7.1 Amendments. These Bylaws may be amended by a majority vote of the Board of Directors at any meeting of the Board of Directors when the proposed Amendment has been set out in the notice of such meeting.

7.2 Dissolution. Upon dissolution any funds or other property belonging to this corporation shall be used only as set forth in the Articles of Incorporation and such funds or property shall not be distributed to any member, director or officer of this corporation.

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