



Adopted: 04-22-2020 Revised:
02-21-2025, 06-11-2026

BYLAWS OF BULTUM ACADEMY (THE CORPORATION)

ARTICLE ONE: PURPOSE

The purpose of this Corporation is to establish and operate a results based learning, nonsectarian charter school to provide a culturally centered, academically challenging STEM curricula for students within the range of grades PreKindergarten through eighth grades within Osseo district and surrounding communities, pursuant to all relevant provisions of Minnesota law.

ARTICLE TWO: OFFICE

The registered office of the Corporation in the State of Minnesota is as stated in the Articles of Incorporation. The Corporation 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 THREE: BOARD OF DIRECTORS

1) GENERAL: Except as otherwise provided, the Board of Directors is responsible for governing, managing, and directing the affairs of Bultum Academy (hereinafter referred to as the "Corporation"). The members of the Board of Directors may in these bylaws be referred to as "Directors," and the Corporation may be referred to as the "school."

2) NUMBER OF MEMBERS: The Directors shall consist of five non-related voting members.

3) QUALIFICATIONS: A Director shall be committed to the purposes and rules of the Corporation as expressed in its articles and bylaws, and may not assume or remain in office unless s/he fulfills all qualifications for his/her Board seat as indicated in this Corporation's articles and bylaws. The ongoing board must include: (1) at least one licensed teacher; (2) at least one parent or legal guardian of a student enrolled in the charter school who is not an employee of the charter school; and (3) at least one interested community member. A community member serving on the board must reside in Minnesota, must not have a child enrolled in the school, and must not be an employee of the charter school.

(a) To serve as a licensed teacher on a charter school board, an individual must:

1. be employed by the school or provide at least 720 hours of service under a contract between the charter school and a teacher cooperative;
2. be a qualified teacher as defined under section 122A.16, either serving as a teacher of record in a field in which the individual has a field license, or providing services to students the individual is licensed to provide; and
3. not serve in an administrative or supervisory capacity for more than 240 hours in a school calendar year.



(b) A contractor providing facilities, goods, or services to a charter school must not serve on the board of directors. In addition, an individual is prohibited from serving as a member of the charter school board of directors if: (1) the individual, an immediate family member, or the individual's partner is a full or part owner or principal with a for-profit or nonprofit entity or independent contractor with whom the charter school contracts, directly or indirectly, for professional services, goods, or facilities; or (2) an immediate family member is an employee of the school. An individual may serve as a member of the board of directors if no conflict of interest exists under this paragraph, consistent with this section.

(c) A violation of paragraph (e) renders a contract voidable at the option of the commissioner or the charter school board of directors. A member of a charter school board of directors who violates paragraph (e) is individually liable to the charter school for any damage caused by the violation.

(d) Any employee, agent, contractor, or board member of the authorizer who participates in initially reviewing, approving, overseeing, evaluating, renewing, or not renewing the charter school is ineligible to serve on the board of directors of a school chartered by that authorizer.

(e) 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 that an individual serving as an administrator serving more than one school under section 124E.12, subdivision 2, paragraph (h), may serve on each board as an ex-officio member.

4) CHANGES IN CLASSIFICATION:

(a) A licensed teacher who is a Director and who resigns his or her employment at the Corporation or whose employment is terminated by the Corporation is ineligible to be a director and is removed from the Board as of the date of resignation or termination, or ceases to meet the following requirements in statute:

1. be employed by the school or provide at least 720 hours of service under a contract between the charter school and a teacher cooperative;



2. be a qualified teacher as defined under section 122A.16, either serving as a teacher of record in a field in which the individual has a field license, or providing services to students the individual is licensed to provide; and
3. not serve in an administrative or supervisory capacity for more than 240 hours in a school calendar year.

(b) A community member Director who, during his or her Board term, becomes employed at the Corporation or a parent of a child enrolled at the Corporation is removed from the Board as of the date of such employment or enrollment.

(c) A parent/legal guardian Director whose child is unenrolled from the Corporation during the director's term is removed from the Board as of the date of such unenrollment.

5) DESIGNATION AND CHANGE OF GOVERNANCE MODEL

(a) Designation of Governance Model: The governance structure of the board shall be no clear majority. Board member terms shall begin on July 1 and shall be 3 years in length. The number of consecutive terms a board member can serve is 3.

(b) Requirements to Change the Governance Model:
The board may change its governance structure only:

(c) by a majority vote of the board of directors

(d) by a majority vote of the licensed teachers employed by the school as teachers who provide instruction to students, including licensed teachers providing instruction under a contract between the school and a cooperative; and

(e) with the authorizer's approval.

Any change in board governance structure must conform with the board composition established under this section.



Board Meeting: The Board shall place on the agenda of its regular meeting following the consideration of changing the governance model. Placing the item on the agenda does not require any board member to introduce a motion or second a motion for such consideration.

Effective Date of Change in Governance Model: Any change in the governance model complying with this Section 3 is not effective for the duration of the current charter contract period and will be effective for the subsequent charter contract period and begin on the same date as the effective date of the charter contract next executed between the school and its authorizer.

6) NON VOTING MEMBERS: Those individuals serving as the chief administrative officer and the chief financial officer of the Corporation, however their positions are titled, shall serve on the Board of Directors as "ex officio" non voting members.

7) ELECTIONS: Staff members employed at the school, including teachers providing instruction under a contract with a cooperative, members of the board of directors, and all parents or legal guardians of children enrolled in the school are the voters eligible to elect the members of the school's board of directors.

(a) The board of directors must establish and publish election policies and procedures on the school's website.

(b) The board of directors must notify eligible voters of the school board election dates and voting procedures at least 30 calendar days before the election and post this information on the school's website.

(c) The board of directors must notify eligible voters of the candidates' names, biographies, and candidate statements at least ten calendar days before the election and post this information on the school's website.

Board elections must be held during the school year but may not be conducted on days when the school is closed.

8) TRAINING: Members of the Board of Directors will comply with charter school board training requirements imposed by the Minnesota charter school law, Minnesota Statutes Chapter 124E, and the Minnesota Department of Education.

(a) Every charter school board member and non voting ex-officio member who is a charter school director or chief administrator must attend board training.

(b) Prior to beginning their term, a new board member must complete training on a charter school board's role and responsibilities, open meeting law, and data practices law. An ex-officio member, who is a charter school director or chief administrator, must complete this training within three months of starting employment at the school.

(c) A new board member must complete training on employment policies and practices under chapter 181; public school funding and financial management; and the board's roles and responsibilities regarding student success, achievement, and performance within 12 months of being seated on the



board or the individual is automatically ineligible to continue to serve as a board member. A board member who does not complete training within the 12-month period is ineligible to be elected or appointed to a charter school board for a period of 18 months.

(d) Every charter school board member must complete annual training throughout the member's term based on an annual assessment of the training needs of individual members and the full board. Ongoing training includes but is not limited to budgeting, financial management, recruiting and hiring a charter school director or chief administrator, evaluating a charter school director or chief administrator, governance-management relationships, student support services, student discipline, state standards, cultural diversity, succession planning, strategic planning, program oversight and evaluation, compensation systems, human resources policies, effective parent and community relationships, authorizer contract and relationships, charter school law, legal liability, board recruitment and elections, board meetings and operations, policy development and review, and school health and safety.

(e) The organization or person providing training under paragraphs (b), (c), and (d) must certify the individual's completion of the training provided.

(f) The charter school is responsible for covering the costs related to board training. The charter school must include in its annual report the training each board member completed during the previous year.

(g) The board must ensure that an annual assessment of the board's performance is conducted and the results are reported in the school's annual report.

9) CONFLICT OF INTEREST: Statutory and common law conflicts of interest are prohibited. The Board of Directors has adopted a Conflict of Interest policy. This conflict of interest provision does not apply to compensation paid to a licensed teacher of the school who also serves as a member of the Board of Directors; however, a licensed teacher of the school shall not participate in the discussion or vote involving employee compensation or benefits.

10) REMOVAL: Except as otherwise provided, a Director may be removed with cause (one of which is missing three consecutive meetings without a valid excuse) by a vote of the majority of the remaining members of the Board.

11) VACANCIES: Vacancies on the Board shall be filled by a vote of the majority of all members of the Board, with the new person to serve until the end of the removed person's term.

12) RESIGNATION: Any Director may resign at any time by giving written notice to the Chair or to the Secretary/Treasurer. The resignation of any Director shall take effect at the time specified in such notice, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.



13) COMPENSATION: Directors shall not be paid compensation for the performance of their duties as Directors, but nothing in these Bylaws shall be construed to preclude any Director who is a licensed teacher for the school from receiving compensation. In addition, Directors may be reimbursed for reasonable out-of-pocket expenses incurred by them in rendering services to the Corporation, 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 the Corporation.

14) COMMITTEES AND ADVISORY MEMBERS:

(a) **Committees:** In addition to other actions relating to committees, the Board of Directors may:

1. establish standing or ad hoc committees as it sees fit;
2. define the powers and responsibilities of any committee that it has established;
3. designate and determine the members of any committee that it has established;
4. select or provide a method for selecting a chairperson for a committee;
5. designate one or more individuals to replace any absent or disqualified member of a committee;
6. direct and oversee any committee that it has established; and
7. disband any established committee as it sees fit, regardless of whether the committee is a standing committee or an ad hoc committee.

An ad hoc committee is considered disbanded once its designated task has been completed.

Authority of Committees: Except as authorized by the Board of Directors, each committee is advisory only, such that it has no decision-making authority. If the Board authorizes a committee to have decision-making authority or the committee consists of a quorum or more of Directors, the meetings of that committee must be posted and held in accordance with the Open Meeting Law. A committee that has decision-making authority may exercise that authority only through the affirmative vote of a majority of the total members of the committee.

Procedures for Conducting Committee Meetings: The activities of all committees of the Corporation must be conducted in a manner that will advance the best interest of the Corporation. Each committee must fix its own rules of procedure and must act in a manner that is consistent with the Articles of Incorporation, these Bylaws, and the policies of the Corporation.

Limitation on Authority of Committees: Every committee that is established by the Board will be subject to the direction and control of the Board.

Advisory Members: The Board may also in its discretion appoint and retain persons to serve as advisory resources to the Board.

ARTICLE FOUR: MEETINGS



1) MEETINGS: The Board shall meet at least once every month at a time and place convenient to members of the Board. The Board shall comply with the provisions of the Minnesota Open Meeting Law, Minnesota Statutes Chapter 13D, with respect to the conduct of its meetings. A schedule of the regular meetings of the Board will be kept on file in the school's main office. No notice of regular meetings needs to be provided to Board members.

2) SPECIAL MEETINGS: Special meetings of the Board may be called by the Chair, or by a majority of the members of the Board. The Secretary/Treasurer shall give adequate notice to all members of the Board, not less than 24 hours before the special meeting. Notice of special meetings must include the time, date, place, and purpose of the meeting. Notice of special meetings must be made available to the public in accordance with the Minnesota Open Meeting Law, Minnesota Statutes Chapter 13D. Board members will be provided with at least 24 hours' notice of any special meeting by email.

3) QUORUM: A majority of voting Directors shall constitute a quorum. A majority vote from that quorum shall suffice for a fully valid and official act of the Board, except as indicated otherwise in the articles of incorporation or bylaws of the Corporation.

ARTICLE FIVE: OFFICERS

1) OFFICERS: Officers of this Corporation shall be a Chair, Secretary, and Treasurer, who may or may not be Directors. One person may fill more than one post. The number of terms an officer can serve is 3.

2) TERMS: Officers shall each serve a term of one year, and shall be elected by a majority vote of the Board of Directors, at the beginning of the Corporation's fiscal year.

3) RESPONSIBILITIES: Responsibilities of the officers shall include the following:

(a) The Chair shall preside at all meetings of the Board; shall present a report annually of the work of the Corporation for the preceding year at the annual meeting of the Board; shall appoint all committees with the consent of a majority of the Board; and shall be an ex-officio member of all committees.

(b) The Secretary/Treasurer shall issue notice of all meetings; shall be responsible for the keeping and maintaining of Corporation minutes, records, reports, and other documents pertaining to the affairs of the Corporation; and shall be responsible for the custody of money and securities of the Corporation; and shall have responsibility for ensuring that regular books of accounts with respect thereto are kept.

(c) The officers of the Corporation shall also perform all duties regularly and customarily performed by like officers in similar organizations and shall perform all duties specifically delegated to them by the Board.



4) QUALIFICATIONS: An Officer shall be committed to the purposes and rules of this Corporation as expressed in its articles and bylaws, and may not assume or remain in office unless s/he fulfills all qualifications for his/her position as indicated in this Corporation's articles and bylaws.

5) REMOVAL: An officer may be removed with cause by a majority vote of the Board of Directors.

6) VACANCIES: Vacancies in any of the offices shall be filled by a vote of the majority of the Corporation's voting Directors.

7) RESIGNATIONS: Any officer may resign at any time by giving written notice to the Chair or to the Secretary/Treasurer. The resignation of any officer shall take effect at the time specified in such notice, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8) OTHER OFFICERS: The Board in its discretion may establish an office of Vice Chair, who shall assist the Chair in carrying out his/her activities, and shall act on behalf of the Chair in his/her absence. Additionally, Assistant Officers may from time to time be designated to assist the Board with administrative details. These officers and their duties may be determined by a majority vote of the Board of Directors. Assignment of duties to the Assistant Officers shall not relieve the regular Officers from the responsibility of performing their duties as provided in these bylaws.

ARTICLE SIX: ADMINISTRATIVE HEAD

- 1) The day to day affairs of the Corporation may be carried out by an Administrative Head, who shall be the chief administrative officer of the Corporation.
- 2) The Administrative Head shall be appointed by and shall serve at the pleasure of the Board of Directors.
- 3) The Administrative Head shall have the duty and authority to oversee the Corporation's day to day affairs in accordance with the policies and directions specified by the Board of Directors and shall have such additional authority and duties as the Board may from time to time prescribe. All such policies, directions, and duties shall be communicated to the Administrative Head by the Board. The Administrative Head shall, in the execution of his/her duties, report to and be directly responsible to the Board.
- 4) The Administrative Head may employ such other staff and personnel, as he/she deems appropriate and necessary to carry out the affairs of the Corporation.

ARTICLE SEVEN: MEMBERS

The Corporation does not have members.



ARTICLE EIGHT: ANNUAL MEETINGS AND ACTION BY BALLOT

1) ANNUAL MEETINGS: An annual meeting of the Corporation shall be held at such time and place as determined by the Board of Directors.

2) ELECTION MAY BE HELD AT ANNUAL MEETING: The Corporation may hold its election for the Board of Directors at its annual meeting. In lieu of calling an annual meeting, the Board of Directors may specify alternative procedures by which the school community can vote to elect the Board of Directors annually. Elections must be conducted as provided in Article Three, Section 6.

3) ACTION BY BALLOT: To the extent allowed by applicable law, an action that may be taken at an annual or special meeting may be taken by ballot, such as the Board election. The Corporation must mail or otherwise deliver a ballot to the school community entitled to vote on the matter. The ballot must:

- (a) set forth each proposed action; and
- (b) provide an opportunity to vote for or against each proposed action.

4) NOTICE: Notification of the annual meeting shall be in accordance with the Open Meeting Law, Minnesota Statutes Chapter 13D.

ARTICLE NINE: FINANCES

1) ACCOUNTS AND RECORDS: All financial accounts in any financial institution shall be held in the name of the Corporation in accordance with such procedures as the Board may adopt. The Board of Directors shall install and maintain an adequate system of accounts and records.

The Board shall cause the records and books of account of the Corporation to be audited, in accordance with Minnesota Statutes Section 124E.16, subdivision 1(b)-(3), as amended, and Section 124E.11(g), as amended, at least once every fiscal year and at such other times as it may deem necessary and appropriate, and may retain such person or firm for such purposes as it may deem appropriate.

2) DEPOSITORY: The Board of Directors shall have the power to select one or more banks or credit unions to act as depositories of the funds of the Corporation and to determine the manner of receiving, depositing, and disbursing the funds of the Corporation, the form of checks and the person or persons by whom they shall be signed. The Board also has the power to change such banks or credit unions and the person or persons signing such checks and the form thereof at will.



3) CHECKS AND DOCUMENTS: All checks or demands for money and notes of the Corporation and all other instruments, documents, or deeds of every kind, nature, and description required to be executed in the name and on behalf of the Corporation shall be signed by such officers or agents of the Corporation as the Board of Directors may from time to time by resolution designate and determine.

4) LOANS AND PLEDGES: No loans shall be contracted nor pledges or guarantees given on behalf of the Corporation unless specifically authorized by the Board of Directors.

ARTICLE TEN: AMENDMENTS

1) AMENDING THE ARTICLES: The articles of incorporation may be amended by a two thirds majority vote of the Corporation's Board of Directors, in accordance with Minnesota Statutes Section 317A.133, subdivision 2, as amended, and Section 317A.139, as amended.