

**BYLAWS OF THE
VERMILION COUNTRY SCHOOL**
(revised 9/23/2015)

ARTICLE I - NAME AND PURPOSE

Section 1- The name of the organization shall be Vermilion Country School (VCS). It shall be a non-profit organization incorporated under the laws of the State of Minnesota.

Section 2- Vermilion Country School is organized exclusively for educational purposes.

ARTICLE II - OFFICES

Section 1- Registered Office: The registered office of the corporation is in the state of Minnesota as stated in the Articles of Incorporation.

Section 2- Other Offices: The Corporation may have such other offices in the state of Minnesota as the VCS 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 principle office in the state of Minnesota.

ARTICLE III - MEETINGS OF MEMBERS

Section 1- The Annual Meeting: The annual meeting of VCS shall take place in the month of February; the specific date, time and location of which will be designated by the VCS Board of Directors. At the first annual meeting, the board chair shall select directors to vacant positions opened by a director's term ending, receive information in the annual report, and hear reports from standing committee chairpersons.

However, in accordance with MN Statute 124D.10, before VCS completes its third year of operation, an ongoing board will be elected in accordance with 124D.10. Additionally, at least a third of the VCS Directors shall be elected before the end of VCS's second year of operation; and the full board elected by the completion of VCS's third year of operation.

Terms of newly seated board members will begin at the March meeting.

Section 2- Special Meetings: Special meetings may be called by the board chair of the VCS Board of Directors. No business other than that specified in the notice of meeting shall be transacted at a special meeting.

Section 3- Notice of Meetings: Printed or electronic packets of information for each meeting shall be given to each board member, not less than 24 hours prior to the meeting.

Section 4- Quorum: Half of the board members plus one member must be present at any properly announced meeting to constitute a quorum.

Section 5- Voting: All issues to be voted on shall be decided by consensus using the “fist of five method” of those present at the meeting in which the vote takes place. If no consensus can be reached, a simple majority vote of the board members present will occur.

ARTICLE IV – BOARD OF DIRECTORS

Section 1- Board Role: The affairs of the corporation shall be managed by the VCS Board of Directors except as limited by the Articles of Incorporation, these bylaws, Minnesota Statutes Section 124D.10, and by law. The board is responsible for the overall policy and direction of the Vermilion Country School, and delegates responsibility for day-to-day operations to the school administrator and staff.

Section 2- Number, Qualifications and Term of Office: The board shall have no less than five and no greater than nine members. All board members will serve three-year terms, but are eligible for reelection. Director’s terms shall be staggered so that at least one, but no more than three, directors shall be elected each year. Before the end of VCS’s third year of operation, the make-up of the board should conform to the language in MN Stat. 124D.10, which calls for at least one licensed teacher, one parent or guardian of an enrolled student, and one interested community member who is not employed by VCS. The board will have no clear majority. No related parties may serve on the board simultaneously.

Section 3- Regular Meetings: The board shall meet at least monthly (August through June, with July optional) at an agreed upon time and place.

Section 4- Special Meetings and Notices: Special meetings of the VCS Board of Directors may be called by the board chair. Notice of a special meeting of the VCS Board of Directors shall be emailed to each director at least three days before the day on which the meeting is to be held, or delivered in person or by telephone no later than 24 hours before the meeting is to be held.

Section 5- Presence at Meetings: Members of the VCS Board of Directors may participate in a meeting by means of conference telephone or similar communications equipment as long as all persons participating in the meeting can simultaneously see and hear one another. Such participation at a meeting shall constitute presence in person at the meeting.

Section 6 - Any Board Member that misses three meetings in a row and is unexcused shall be disqualified from serving on the Board. An absence will be excused by notifying the Board chair prior to the meeting.

Section 7- Resignation: Any director of Vermilion Country School may resign at any time by filing written notice to the board chair or secretary of the VCS Board of Directors. The resignation shall take effect at the time specified therein.

Section 8- Removal of Directors: Any director may be removed, with or without cause, by a vote of a simple majority of the total number of directors, excluding the board member in question, at a special meeting of the VCS Board of Directors called for that purpose. The vacancy in the VCS

Board of Directors caused by such removal shall be filled in the manner specified in Article V, Section 9.

Section 9- Vacancies: Any vacancy on the VCS Board of Directors caused by death, resignation, removal or other cause shall be filled by a vote of the remaining directors (no less than a quorum). Each director so chosen shall hold office until completion of the term of the director he or she replaces.

Section 10- Quorum and Adjourned Meeting: Except as otherwise provide by statute or these bylaws, a majority (half plus one) of the number of directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors at any meeting at which a quorum is present shall be the act of the VCS 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 present. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 11- Voting: Each member of the VCS Board of Directors shall have the power to exercise one vote on all matters to be decided by resolution of the board. The affirmative vote of the unanimous consensus of those present, or by a simple majority of a quorum of board members shall constitute a duly authorized action of the board.

Section 12- Compensation: Directors shall not receive compensation for their services as a director. In addition, the directors of the corporation may be reimbursed for reasonable out-of-pocket expenses incurred by them in rendering services to Vermilion Country School, as the VCS 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 school.

ARTICLE V - OFFICERS AND EMPLOYEES

Section 1- Officers and Duties: There shall be three officers of the board, consisting of a chair, secretary, and treasurer. Their duties are as follows:

The chair shall act as chair of the VCS Board of Directors and exercise the functions of the office of the chair of the corporation; preside at all meeting of the VCS Board of Directors; perform such duties and shall exercise such powers as are necessary or incident to the supervision and management of the business and affairs of the corporation; sign and deliver, in the name of the corporation, all deeds, mortgages, bonds, contracts or other instruments requiring an officer's signature unless otherwise directed by the board; have the general powers and duties usually vested in the office of chair; and have such other powers and perform such other duties as are prescribed by Minnesota Statutes, Section 317A.305, subd. 2, and as the VCS Board of Directors.

Section 2 -The secretary shall: attend all meetings of the members, the VCS Board of Directors and all committees (when requested), record (or oversee recording) proceedings of all meetings of the members, the VCS Board of Directors and committees in a book to be kept for that

purpose; oversee preservation of all documents and records belonging to the corporation; give or cause to be given notice of all meetings of the VCS Board of Directors and committees; and perform such other duties as may be prescribed by the VCS Board of Directors or board chair from time to time.

Section 3 -The treasurer (chief financial officer) shall: oversee accurate accounts of all monies of the corporation received or disbursed; deposit all monies, drafts and checks in the name of, and to the credit of, the corporation in such banks and depositories as the VCS Board of Directors shall from time to time designate; have the care of custody of the corporate funds and securities; have the power to endorse for deposit all notes, checks and drafts received by the corporation; disburse the funds of the corporation as ordered by the VCS Board of Directors, making proper vouchers therefore; render to the board chair and the VCS Board of Directors, whenever required, an account of all of his/her transactions as chief financial officer and of the financial condition of the corporation; and perform such other duties and have such other powers as may from time to time be prescribed by the VCS Board of Directors or the board chair.

Section 4- School Administrator: The administrator of the Vermilion Country School is hired by the board. The administrator has day-to-day responsibility for the school, including carrying out the school's goals and policies. The school administrator will attend board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as needed.

Section 5- Bond: The VCS Board of Directors of the Vermilion Country School shall determine which, if any, officers of the VCS Board of Directors shall be bonded and the amount for each bond.

ARTICLE VI – COMMITTEES

Section 1- Committee Formation: The board may create committees as needed, such as fundraising, building and grounds, public relations, parent involvement, etc. The board chair appoints all committee chairs. The board-appointed committees are advisory to the board.

ARTICLE VII – NOMINATIONS

Section 1- Committee on Nominations: During the month of January (when needed to elect the ongoing board before the end of VCS's third year of operation, and thereafter) the VCS Board of Directors shall appoint a nominating committee of five members, none of whom need to be a member of the board. The duty of the committee shall be to nominate candidates for directors to be elected at the next annual election. Committee members shall notify the secretary in writing, at least twenty-one days before the date of the annual meeting, of the names of the candidates. The secretary, except as otherwise provided herein, shall include the list of candidates with the meeting notice sent to all members.

Section 2 – Independent Nominations: Independent nominations must also be sent to the secretary, on the same timeline as those of the committee, so the names can be included with the notification to members.

ARTICLE VIII – CONFLICT OF INTEREST

Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item. The members of the VCS Board of Directors shall comply with MS 124D.10, subd. 4a in regards to conflict of interest. VCS Board members shall receive training in the provisions of all state and federal requirements regarding conflicts of interest.

ARTICLE IX – FISCAL POLICIES

The fiscal year of the board shall be July 1-June 30.

ARTICLE X - AMENDMENTS

Amendments: These bylaws may be amended as necessary by consensus or, if necessary, by a simple majority vote of the VCS Board of Directors. Proposed amendments must be submitted to the secretary to be sent out with the regular board announcements.

CERTIFICATION

I, the undersigned, being secretary of the Board of Directors of Vermilion Country School, a Minnesota corporation, hereby certify that the forgoing bylaws consisting of Articles I through XI, inclusive, were adopted and declared to be the bylaws governing the school's business and affairs as of the 13rd day of November, 2013, and were amended/updated on the 23rd day of September, 2015.

Jodi Summit, Board President