

**BYLAWS  
OF  
SAINT PAUL CONSERVATORY FOR PERFORMING ARTISTS**

**ARTICLE I  
BOARD OF DIRECTORS**

**Section 1.01. General Powers.** The general management of the corporation shall be vested in the Board of Directors, which shall determine the activities, programs or projects to be financed or administered by the corporation. The Board of Directors may, from time to time, delegate such authority and responsibility as it may determine to one or more committees of the Board or to Officers.

**Section 1.02. Number and Election.** The Board of Directors shall consist of such number of Directors, but not less than five (5), and with such qualifications as may be determined from time to time by the Board of Directors. After such time as the corporation is approved to operate a charter school in Minnesota pursuant to the provisions of Section 124D.10 of Minnesota Statutes (including any amendments thereto or substitutions therefore, and hereinafter referred to as the “Charter School Statute”), the Board of Directors shall establish procedures for election and qualification of Directors in compliance with the voting and eligibility criteria set forth in the Charter School Statute.

**Section 1.03. Term.** Each Director shall serve for a term of three (3) years that expires at the annual meeting of the Board of Directors three years subsequent to his or her election and until his or her successor is elected and has accepted.

**Section 1.04. Vacancies.** Any vacancy occurring among the Directors by reason of death, resignation, removal, or otherwise may be filled for the unexpired term by an affirmative vote of a majority of the remaining Directors; provided, however, that the composition of the Board of Directors shall at all times satisfy the requirements of the Charter School Statute.

**Section 1.05. Removal.** Any one or more Directors may be removed with or without cause at any time by an affirmative vote of a majority of the Directors: provided, however, that the composition of the Board of Directors shall at all times satisfy the requirements of the Charter School Statute.

**ARTICLE II  
MEETINGS OF BOARD OF DIRECTORS**

**Section 2.01. Annual Meetings of Board.** An annual meeting of the Board of Directors of the corporation for the purpose of electing Officers and transacting such other business as may properly come before the meeting shall be held each year at such time and place as the Board of Directors may designate.

**Section 2.02. Regular Meetings.** Regular meetings of the Board of Directors may be held at such times and at such place as the Board of Directors may designate.

**Section 2.03. Special Meetings.** A special meeting of the Board of Directors may be called for any purpose at any time by the President or upon written request of any two or more Directors of the corporation. Upon request in writing to the President or the Secretary by any two or more Directors, such Officer shall cause to be given to the Directors notice of a meeting to be held at such time, not less than five days after receipt of such request, as such Officer may fix. Special meetings of the Board of Directors shall be held at the principal office or at such other place as the Board of Directors may designate.

**Section 2.04. Notice of Meetings.** Written notice of each meeting of the Board of Directors stating the date, time and place and, in the case of a special meeting, its purpose, shall be delivered, mailed, e-mailed or faxed, not less than five days prior to the meeting to each Director entitled to vote at the meeting at his or her last address according to the available records of the corporation. If the date, time and place of a meeting of the Board have been announced at a previous meeting of the Board, notice of the meeting is not required.

**Section 2.05. Waiver of Notice.** A Director may waive notice of a meeting of the Board. A waiver of notice by a Director entitled to notice is effective whether given before, at, or after the meeting, and whether given orally, in writing, or by attendance. Attendance by a Director at a meeting is a waiver of notice of that meeting unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

**Section 2.06. Quorum.** At each meeting of the Board of Directors, the presence in person of a majority of the Directors shall be necessary to constitute a quorum for the transaction of business. In the absence of such a quorum, any meeting may be adjourned from time to time by a majority of the Directors present. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though one or more Directors withdraws from the meeting leaving less than a quorum.

**Section 2.07. Voting.** Each Director shall have one (1) vote. Except as otherwise provided in the Minnesota Statutes, the Articles of Incorporation of the corporation, or these Bylaws, all questions at a meeting of the Board of Directors at which a quorum is present shall be decided by the affirmative majority vote of the Directors present in person at the meeting.

**Section 2.08. Adjournments.** If any meeting of the Board of Directors is adjourned to another time or place, no notice as to such adjourned meeting need be given other than by announcement at the meeting at which such adjournment is taken. At an adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally noticed.

**Section 2.09. Meetings by Electronic Communication.** A conference among Directors by means of communication through which the Directors may simultaneously hear each other during the conference is a Board meeting if the same notice is given of the conference as would

be required for a meeting and if the number of Directors participating in the conference is a quorum. Participation in a meeting by this means is personal presence at the meeting.

**Section 2.10. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of Directors who would be required to take the same action at a meeting of the Board of Directors at which all Directors were present; provided, however, that all Directors must be notified immediately of its text and effective date. The written action is effective when signed by the required number of Directors, unless a different effective time is provided in the written action. Failure to provide the notice does not invalidate the written action. A Director who does not sign or consent to the written action is not liable for the action.

**Section 2.11. Conflicts of Interest.** The Board of Directors shall conduct all of its meetings and business in accordance with the conflicts of interest provisions and requirements of the Minnesota Nonprofit Corporation Act and the Charter School Statute.

### **ARTICLE III COMMITTEES**

**Section 3.01. Executive Committee.** If the Board of Directors so chooses, an executive committee comprised of the President and such other Directors as may be appointed by the Board of Directors may act during intervals between meetings of the Board of Directors. During such intervals and subject to the Board's control and direction, the executive committee shall have and may exercise all of the authority and powers of the Board of Directors subject to such limitations as the Board may impose from time to time. Unless specifically authorized by the Board of Directors by resolution approved by the affirmative vote of a majority of the Directors, the executive committee shall not have the authority and power to elect Officers, to amend the Articles of Incorporation, to adopt a plan of merger or consolidation, to authorize the sale, encumbrance or disposition of all or substantially all of the property and assets of the corporation, to authorize a voluntary dissolution of the corporation or a revocation thereof, or to amend these Bylaws.

**Section 3.02. Other Committees.** The Board of Directors may designate one or more other committees and may adopt such regulations as it deems advisable with respect to the membership, authority and procedures of such committees.

**Section 3.03. Rules of Procedure.** Subject to these Bylaws and to such regulations as the Board of Directors may adopt from time to time, each committee designated by the Board of Directors may fix its own rules or procedure and may hold meetings at such times and places as it may determine.

**Section 3.04. Minutes.** Committees shall keep reasonable records of all meetings and actions. Minutes of committee meetings must be made available upon request to members of the committee and to all Directors.

## ARTICLE IV OFFICERS

**Section 4.01. Election, Qualification, Terms.** The Officers of the corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and an Executive Director, all of whom shall be elected by the Directors at an annual meeting of the Board of Directors, and such other Officers as may be elected or appointed from time to time by the Board of Directors. Any number of offices or functions of these offices may be held or exercised by the same person. The President and the Vice President shall be Directors. Each Officer shall hold office until his or her successor is elected and qualified, provided that each Officer shall serve at the pleasure of the Board of Directors and may be removed with or without cause at any time by the Board of Directors.

**Section 4.02. President.** The President shall preside at all meetings of the Board of Directors and shall maintain records of and, when necessary, certify proceedings of the Board of Directors. In general, the President shall perform all duties usually incident to the office of president and all duties prescribed by the Board of Directors.

**Section 4.03. Vice President.** The Vice President shall assume the duties of the President in his or her absence, and shall perform such other duties as may be assigned by the Board of Directors or delegated by the President.

**Section 4.04. Executive Director.** The Executive Director shall be the chief executive officer of the corporation, shall actively manage the business and affairs of the corporation, and shall see to it that all orders and resolutions of the Board of Directors are carried into effect. The Executive Director shall be responsible for overseeing the application and implementation of established policies in the operation of the corporation. In general, the Executive Director shall perform all duties usually incident to the office of executive director and all duties prescribed by the Board of Directors.

**Section 4.05. Secretary.** The Secretary shall attend all meetings of the Board of Directors and shall record or cause to be recorded all proceedings of such meetings in the minute book of the corporation. The Secretary shall give or caused to be given proper notice of all meetings of the Board of Directors. If one or more assistant secretaries are elected or appointed by the Board of Directors, the Secretary may delegate thereto any of the foregoing duties.

**Section 4.06. Treasurer.** The Treasurer shall be responsible for the keeping of accurate financial records for the corporation. The Treasurer shall be responsible for the depositing of all money, drafts and checks in the name of and to the credit of the corporation in such banks and depositories as the Board of Directors may designate. The Treasurer shall have power to endorse for deposit all notes, checks and drafts received by the corporation and issue checks and drafts in the name of the corporation as ordered by the Board of Directors. The Treasurer shall render to the Board of Directors whenever requested an account of all transactions as Treasurer and of the financial condition of the corporation. If one or more assistant treasurers are elected or appointed by the Board of Directors, the Treasurer may delegate thereto any of the foregoing duties.

**Section 4.07. Authority and Duties.** In addition to the foregoing authority and duties, all Officers of the corporation shall respectively have such authority and perform such duties as may be designated from time to time by the Board of Directors

**Section 4.08. Resignation, Removal, Vacancy.** An Officer may resign by giving written notice to the Board of Directors. The resignation is effective without acceptance when the notice is given to the Board of Directors, unless a later effective date is named in the notice. An Officer may be removed with or without cause by a resolution adopted by the Board of Directors. A vacancy in an office for any reason may, and in the case of a vacancy in the office of President or Treasurer must, be filled for the unexpired part of the term as determined by the Board of Directors, provided that in the absence of an election or appointment of Officers by the Board of Directors, the persons exercising the principal functions of the President or the Treasurer is considered to have been elected to the office.

## **ARTICLE V INDEMNIFICATION**

**Section 5.01. General.** The corporation shall indemnify persons acting in an official capacity on behalf of the corporation in the manner and to the extent set forth in Minnesota Statutes Section 317A.521. In addition, the corporation may, in the sole discretion of the Board of Directors, indemnify such persons or any other person under such circumstances or difference circumstances as the Board of Directors shall deem appropriate as long as the Board reasonable believes such indemnification to be in the best interests of the corporation.

**Section 5.02. Advancement of Expenses.** If a person acting in his official capacity on behalf of the corporation is made or threatened to be made a party to a legal proceeding by or in the right of the corporation, the person is entitle, upon written request to the corporation, to payment or reimbursement by the corporation of reasonable expenses, including attorneys' fees and disbursements, incurred by the person in advance of the final disposition of the proceeding, upon receipt by the corporation of a written affirmation by the person of a good faith belief that the criteria for indemnification described in Section 5.01 above have been satisfied and a written undertaking by the person to repay the amounts paid or reimbursed by the corporation if it is determined that the criteria for indemnification have not been satisfied; and after a determination that the facts then known to those making the determination would not preclude indemnification under this section. The written undertaking is an unlimited general obligation of the person making it but need not be secured and must be accepted without reference to financial ability to make the repayment.

**Section 5.03. Rights Not Exclusive.** Nothing contained in this article shall affect any rights to indemnification to which the corporation's personnel may be entitled by contract or otherwise under law.

**Section 5.04. Insurance.** The corporation may buy and maintain insurance on behalf o a person in his official capacity against liability asserted against the person in (or arising from )

that capacity whether or not the corporation would have been required to indemnify the person against the liability.

## **ARTICLE VI POLICY OF NONDISCRIMINATION**

The corporation which operates a charter high school exempt from federal income tax, shall admit students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

## **ARTICLE VII MISCELLANEOUS**

**Section 7.01. Principal Office.** The principal office of the corporation, at which the general business of the corporation shall be transacted and at which the general records of the corporation shall be kept, shall be in Saint Paul, Minnesota, or at such other place in the State of Minnesota as the Board of Directors may designate.

**Section 7.02. Execution of Instruments.** All deeds, mortgages, bonds, notes, checks, drafts, contracts and other instruments may be signed on behalf of the corporation by such persons as may be designated by the Board of Directors.

**Section 7.03. Authority to Borrow and Encumber Assets.** No Director, Officer, agent or employee of the corporation shall have the power of authority to borrow on its behalf, to pledge its credit, or to mortgage or pledge its property except within the scope and to the extent of the authority delegated by resolutions adopted by the Board of Directors. The authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

**Section 7.04. Fiscal Year.** The fiscal year of the corporation shall be the twelve-month period ending December 31 of each year or such other period as the Board of Directors may designate.

**Section 7.05. Amendment.** These Bylaws may be amended by the affirmative vote of a majority of the Directors at any regular or special meeting called for that purpose.