

The World Learner School of Chaska, Inc.

Bylaws

Incorporating the most recent changes of March 19, 2019



BYLAWS
of
THE WORLD LEARNER SCHOOL OF CHASKA, INC.
Master Copy (this line printed in red) as of March 19, 2019

ARTICLE 1
Registered Office

The registered office of this corporation, at which the general business of this corporation shall be transacted and where the records of this corporation shall be kept, shall be at such place in the State of Minnesota as shall be fixed from time to time by duly adopted resolutions of the Board of Directors. Until otherwise fixed by the Board of Directors, the registered office shall be at 112050 Hundertmark Road, Chaska, Minnesota, 55318.

ARTICLE 2
Members

SECTION 2.1 Members. This corporation shall initially have no members. From and after such date as the Board of Directors may specify, this corporation shall have one class of members with voting rights.

SECTION 2.2 Terms. Each member's term of membership shall begin when he or she has qualified for membership and has indicated the intention to become a member by signing a membership roster or other form provided by the corporation for this purpose. Such member's term of membership shall end automatically when he or she ceases to qualify for membership or upon the member's earlier resignation, incapacity or death.

SECTION 2.3 Qualification For Membership. Qualification for membership in the corporation is defined as having a child currently enrolled in and attending the school, or being a current employee of the school. A maximum of two member votes per only child or sibling set is allowed.

SECTION 2.4 Resignation. Any member may resign his or her membership at any time by giving written notice to the Board of Directors or to the Secretary. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Withdrawal of a member's only or last child from the school constitutes immediate resignation from the corporation.

SECTION 2.5 Interest in property. The members of this corporation shall not, as such, have any right, title or interest in the real or personal property of this corporation.

ARTICLE 3
Meetings of Members

SECTION 3.1 Annual Meeting. The annual meeting of the members of this corporation for the election of directors, the presentation of reports on the activities and financial condition of this corporation, and the transaction of such other business as may properly come before the meeting, shall be held at such time

and date as may be designated from time to time by the Board of Directors and at the place, in the county where the registered office is located, designated from time to time by the Board of Directors. If the Board of Directors does not fix a different time or place, each such meeting shall be held at 4 p.m. Central Time on the third Monday of September at the registered office of this corporation.

SECTION 3.2 Special meetings. Special Meetings of the members of this corporation may be called at any time (a) by the Chairperson, (b) by the Board of Directors, or (c) upon written request by at least ten percent of the members. Anyone entitled to call a special meeting of the members may make written request to the Chairperson to call the meeting, and the Secretary shall then give notice of the meeting, setting forth the time, place and purpose thereof, to be held no later than ninety days after receiving the request. If the Secretary fails to give notice of the meeting within thirty days from the date on which the request is received by the Chairperson, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. If a special meeting is demanded by the members, the meeting shall be held in the county where the registered office is located. The business transacted at a special meeting is limited to the purposes stated in the notice.

SECTION 3.3 Notice. Written notice of individual meetings of the members or meetings of the Board of Directors, or a schedule of meetings covering no longer than the following twelve months, stating the time(s) and place(s) thereof, shall be transmitted by mail, postage prepaid, or email, or other forms of electronic communication, not less than fifteen days before the first of such meetings covered in the notice, excluding the day of the first meeting, to each member of this corporation at his or her last known address. Any member may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Any change in the time and place of any meeting included in an early schedule transmitted to the members shall be transmitted as if it were the notice of a new meeting in accordance with this section. Attendance at a meeting is deemed a waiver unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the time may not lawfully be considered at that meeting and the member does not participate in the consideration of the item at that meeting. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken. If the corporation is deemed to be covered by the Open Meeting Law of the state of Minnesota, it shall comply with all requirements thereof.

SECTION 3.4 Members list for meeting. The Board of Directors shall fix a date not more than sixty days before the date of a meeting of the members as the date for determination of the members entitled to notice of the meeting. If the Board of Directors fails to set such a date, the date shall be the sixtieth day before the date of the meeting. After fixing a record date for a meeting, the Secretary shall prepare a list of the names (in alphabetical order) and addresses of each member entitled to vote at the meeting. Beginning two business days after notice of the meeting is given, the list shall be available at the registered office of this corporation for inspection and copying on written demand by any member (or the agent or attorney of any member), at the member's expense, for the sole purpose of communication with other members concerning the meeting. The list shall be made available through the date of the meeting and at the meeting.

SECTION 3.5 Voting; quorum. At all meetings of the members, each member shall be entitled to cast one vote on any question coming before the meeting. Members may not vote by proxy. Cumulative voting shall not be permitted. A quorum shall be present if 30 percent of all members is present. The members present and entitled to vote at any meeting, although less than a quorum, may adjourn the meeting from

time to time. A majority vote of the members present and entitled to vote at any meeting at which a quorum is present shall be sufficient to transact any business.

SECTION 3.6 Written action. Any action that may be taken at a meeting of the members may be taken without a meeting by written action signed by all of the members entitled to vote on that action.

SECTION 3.7 Written ballot. Any action that may be taken at a regular or special meeting of members may be taken by written ballot without a meeting in accordance with the procedure set forth in Minnesota Statutes, section 317A.447.

ARTICLE 4

Directors

SECTION 4.1 Number and method of election. The Board of Directors of this corporation shall consist of no fewer than five and no more than fifteen persons, and, subject to such limitation, the number of members of the Board of Directors shall be such as may be designated from time to time by the Board of Directors. The initial Board of Directors shall consist of the persons designated in the Articles of Incorporation of this corporation who shall serve until the times indicated in the Articles of Incorporation. At such times as the corporation has no voting members, the directors shall be elected by the Board of Directors. At all other times, directors of this corporation shall be elected by the voting members at each annual meeting or appointed by the Board of Directors as specified in Section 4.2. The Board of Directors shall be constituted so as to be consistent with the requirements of Minnesota Statutes 124D.10.

SECTION 4.2 Terms. Teachers who are elected to serve as directors shall serve a term of two years. In order to create staggered term elections, two teachers shall serve one term and three teachers shall serve two terms during 2015-2016. Beginning in 2016-2017, all teachers will serve a two year term. Other members of the corporation who serve as directors shall be elected to serve a term of two years, or for one other member of the corporation, appointed by the Board of Directors to serve a term of one year. New terms will begin July 1 and will end June 30, coinciding with the corporation's fiscal year. A director shall hold office for the term for which he or she was elected or appointed. Any director may at any time be removed, with or without cause, by the Board of Directors by two-thirds majority vote. Any vacancy occurring because of the death, resignation or removal of a director shall be filled by the Board of Directors for the unexpired term of such director. Any vacancy occurring because of an increase in the number of members of the Board of Directors shall be filled by the members or, if there are no members, by the Board of Directors. Any director may resign his or her membership at any time by giving written notice to the Chairperson or to the Secretary. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A director shall be deemed to have resigned when he or she ceases to be a member of this corporation.

SECTION 4.3 Terms of initial directors; successors. Successors to the initial members of the Board of Directors shall be elected at a meeting of the members of the corporation, at a time and place to be determined by the Board of Directors after the school being run by the corporation begins operation. Successors to the initial members shall be elected so that the membership of the Board of Directors is consistent with the requirements of Minnesota Statutes 124D.10.

SECTION 4.4 Ex officio and honorary directors. The Board of Directors may, from time to time, elect one or more ex officio or honorary directors of this corporation. Any such election shall be for such term and based on such criteria as the Board of Directors from time to time deems appropriate. All ex officio and honorary directors shall be non-voting directors.

ARTICLE 5

Meetings of the Board of Directors

SECTION 5.1 Annual Meeting. The annual meeting of the Board of Directors for the purpose of electing officers and transacting such other business as may properly come before the meeting shall be held at the first regularly scheduled board meeting of the fiscal year commencing after the annual meeting at the time and place, in the county where the registered office is located, designated from time to time by the Board of Directors, unless such other time and place is designated by the Board of Directors.

SECTION 5.2 Other meetings. Other meetings of the Board of Directors may be held at such time and place as are announced at a previous meeting of the Board of Directors. Meetings of the Board of Directors may also be called at any time (a) by the Chairperson, (b) by the Board of Directors, or (c) upon the written request of two or more members of the Board of Directors. Anyone entitled to call a meeting of the Board of Directors may make a written request to the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time, place and purpose thereof, to be held between five and thirty days after receiving the request. If the Secretary fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

SECTION 5.3 Notice of meetings. Written notice of individual meetings of the Board of Directors, or a schedule of meetings covering no longer than the following twelve months, and each annual meeting, stating the time(s) and place(s) thereof, shall be mailed, postage prepaid, or email, or other forms of electronic communication, not less than fifteen days before the first of such meetings covered in the notice, excluding the day of the first meeting, to each director of this corporation at his or her last known address. Any director may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Any change in the time and place of any meeting included in an early schedule mailed to the directors shall be mailed as if it were the notice of a new meeting in accordance with this section. Attendance at a meeting is deemed a waiver 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 the director does not participate in the meeting. If the corporation is deemed to be covered by the Open Meeting Law of the State of Minnesota, it shall comply with all requirements thereof.

SECTION 5.4 Quorum and voting. The presence of a majority of the members of the Board of Directors shall constitute a quorum at any meeting thereof, but the directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. At all meetings of the Board of Directors, each director shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes are required by law or these Bylaws. A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. A director who is present at a meeting of the Board of Directors when an action is approved by the Board of Directors is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action.

SECTION 5.5 Adjourned meetings. When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

SECTION 5.6 Written action. Any action that could be taken at a meeting of the Board of Directors may be taken by written action signed by all of the directors. Any such action may also be taken by written action signed by fewer than all of the directors in accordance with the provisions of the Articles of Incorporation and Section 5.4 of these By-Laws.

SECTION 5.7 Director conflicts of interest. This corporation shall not enter into any contract or transaction with (a) its directors or a member of the family of a director, (b) a director of a related organization (within the meaning of Minnesota Statutes, section 317A.011, subd. 18 and section 124D.10, subd. 4a) or a member of the family of a director of a related organization; or (c) an organization in or of which this corporation's director, or a member of the family of it's director, is a director, officer or legal representative or has a material financial interest, unless the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote (without counting the interested director) of a majority of the entire Board of Directors, at a meeting at which there is a quorum without counting the interested director. For the purpose of the Bylaws, "member of the family of a director" shall mean a spouse, parent, child, spouse of child, brother, sister, or spouse of a brother or sister, of the director. Failure to comply with the provisions of this Section 5.7 shall invalidate the contract or transaction in which the conflict of interest was discovered after the fact and to which this corporation is a party.

ARTICLE 6 **Officers**

SECTION 6.1 Tenure of office. The officers of this corporation shall be Chairperson, an Executive Director, a Secretary and such other officers as the Board of Directors may from time to time designate. Officers shall be elected by the Board of Directors for terms as described in Section 4.2. Any officer may at any time be removed by the Board of Directors with or without cause as per Section 4.2 of these By-Laws. At least the Chairperson and the Secretary shall be directors of this corporation.

SECTION 6.2 Chairperson. The Chairperson shall preside at all meetings of the Board of Directors. He or she may execute on behalf of this corporation all contracts, deeds, conveyances and other instruments in writing which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of this corporation.

SECTION 6.3 Executive Director. The Executive Director shall be the chief executive officer of the corporation. He or she shall be responsible for the general supervision, direction and management of the affairs of the corporation. The execution of any instrument of the Executive Director on behalf of this corporation shall have the same force and effect as if it were executed on behalf of this corporation by the Chairperson.

SECTION 6.4 Secretary. The Secretary shall provide for the keeping of accurate minutes of all meetings and shall be responsible for the custody of the records, documents and papers of this corporation. He or

she shall provide for the keeping of proper records of all transactions of this corporation.

SECTION 6.5 Assistant Secretary. The Board of Directors, at its discretion, may elect an Assistant Secretary, who shall perform the duties and assume the responsibilities of the Secretary as above set forth, under general direction of the Secretary or Chairperson. The Assistant Secretary need not be a member of the Board of Directors.

SECTION 6.6 Treasurer. The Treasurer shall work with the director, accountant and auditor to provide for the maintenance of accurate financial records for this corporation and safeguarding the assets of this corporation. He or she, or their designee, shall present a report of this corporation's financial transactions and status to the members of the corporation at its annual meeting, and shall from time to time make such other reports to the Board of Directors as it may require. He or she may have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Treasurer, or imposed by the bylaws. The Treasurer shall perform the duties of the Chairperson in case of the latter's absence or disability. He or she shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

SECTION 6.7 Additional Powers. Any officer of this corporation, in addition to the powers conferred upon him or her by these Bylaws shall have such powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

SECTION 6.8 Employment of Staff. The board of directors shall be informed before or after the fact by the school's designated authority, of all hiring, issuance and renewal of contracts, and termination of an employee.

ARTICLE 7 **Committees**

SECTION 7.1 Authority. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors. Committee members need not be directors.

SECTION 7.2 Executive Committee. The Board of Directors may designate an Executive Committee composed of at least three directors and any other persons, who need not be directors, as designated by the Board of Directors. The Executive Committee shall have the authority of the Board of Directors in the management of the business of this corporation in the interval between meetings of the Board of Directors, and the Executive Committee shall at all times be subject to the control and direction of the Board of Directors.

Section 7.3 Meeting and Voting. Meetings of each committee may be held at such time and place as are announced at a previous meeting of the committee. Meetings of any committee may also be called at any time by the chairperson of the committee or by the Chairperson, on at least five days' notice by mail, or two days' oral notice by telephone, by email or other electronic communication, or in person, to each member of the committee. Appearance at a meeting is deemed to be a waiver of notice unless the

committee member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the committee member does not participate in the meeting. At all meetings of a committee of this corporation each member thereof shall be entitled to cast one vote on any question coming before such meeting. The presence of a majority of the membership of any committee of this corporation shall constitute a quorum at any meeting thereof, but the members of a committee present at any such meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members of a committee of this corporation present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee. Any action that could be taken at a committee meeting may be taken by written action signed by all member of the committee.

ARTICLE 8
Education Mission

The education mission of the corporation is to educate children consistent with the vision, ideals and practices of the Montessori system. This mission can only be changed by a unanimous vote of the Board of Directors, or by two-thirds of the members of the corporation.

ARTICLE 9
Indemnification

To the full extent permitted by any applicable law, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the former or present capacity of the person as –

- (a) a director, officer, employee or member of a committee of this corporation or,
- (b) a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer or employee of this corporation, is or was serving the other organization or employee benefit plan at the request of this corporation or whose duties as a director, officer or employee of this corporation involve or involved such service to the other organization or employee benefit plan, against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fee and disbursements, incurred by the person in connection with the proceeding.

Indemnification provided by this section shall vest immediately at the time a person becomes a director, officer, employee or member of a committee of this corporation and continue as to a person who has ceased to be a director, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or a member

of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

ARTICLE 10
Miscellaneous

SECTION 10.1 Fiscal Year. Unless otherwise fixed by applicable law or by the Board of Directors, the fiscal year of this corporation shall begin July 1 and end on the succeeding June 30.

SECTION 10.2 Corporate seal. This corporation shall have no seal.

SECTION 10.3 Electronic Communications. A member, director or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting, may simultaneously hear and see each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among members, directors, or committee members by any means of communication through which such persons may simultaneously hear and see each other during the conference is a meeting of the members, Board of Directors or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

SECTION 10.4 Amendments. Both the Board of Directors and members shall have the power to amend these Bylaws. The power of the Board of Directors shall be subject to the power of the members. The board of Directors may amend the Bylaws by adopting a resolution setting forth the amendment. An amendment to change the education mission of the corporation as defined in Article 8 shall require a unanimous vote of the Board. At such times as there are members, the Board of Directors may not adopt, amend or repeal a bylaw fixing a quorum for meetings of members, prescribing procedures for removing directors or filling vacancies in the Board of Directors, fixing the number of directors of their classifications, qualifications, or terms of offices, or changing the education missions of the corporation as defined in Article 8. An amendment for adoption by the members must be proposed by at least fifty members or ten percent of the members, whichever is less. The membership may amend the Bylaws by adopting a resolution setting forth the amendment; except that an amendment to change the education mission of the corporation as defined in Article 8 shall require a vote of at least two-thirds of the members.

SECTION 10.5 Authority to borrow, encumber assets. No director, officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. 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 10.6 Execution of instruments. All deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of this corporation shall be signed on behalf of this

corporation by the Chairperson, or the Executive Director, or by such other person or persons as may be designated from time to time by the Board of Directors.

SECTION 10.7 Deposit of funds. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner

SECTION 10.8 Dissolution of Corporation. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code or shall be distributed to the federal, state or local government for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.