

By-Laws
The Math and Science Academy
Board of Directors

I. NAME & OFFICES

The name of this organization shall be the Math and Science Academy Board of Directors, herein called the Board. The principal office of the Math and Science Academy Charter School is 8430 Woodbury Crossing, Woodbury, MN 55125. The Math and Science Academy was organized in Minnesota as a 317A nonprofit corporation in accordance with Minnesota Charter School Statute 124D.10.

II. PURPOSE

The Board's purpose is to promote effective education for students at the Math and Science Academy charter school with attention to the areas of curriculum, staffing, policy formulation, community involvement, home-school communication, budget, and other appropriate matters affecting the well-being of the school. The Board's decisions govern the school and the actions of its employees. The BOD is responsible for hiring the MSA Director. The Director is responsible for hiring all staff, with the approval of the Board of Directors. At all times, the Board shall act in conformance with applicable Federal and Minnesota law, rules, and regulations.

III. MEMBERSHIP

Membership on the Board shall be in accord with Minnesota law and consist of three parents (or legal guardians) of enrolled students, four licensed teachers who are employed by MSA at .5 FTE or above, two community members who are not employed by the school and do not have a child enrolled in the school, and two students who must be enrolled in grades 9-12 at MSA. The student representative is a nonvoting member. A teacher employed by MSA, who is also a parent or guardian of a child enrolled at MSA, is eligible for membership as a teacher and is ineligible for membership as a parent member. The Director and the Contracted Financial Officer shall sit on the Board as ex-officio, non voting members. No Board member may vote on any matter that could result in personal financial gain or loss, and all voting Board members must be unrelated. The Board member election procedure is to include: 1) presentation of information concerning the Board and the duties of membership, 2) the solicitation and recruitment of candidates, 3) providing information about candidates, and 4) electing the representatives. Parent members and community members must pass a criminal background check before assuming a Board position. Current board members, any staff members who are employed at the school, including teachers providing instruction, and all parents of children enrolled in the school may vote in the election.

IV. TERMS OF BOARD MEMBERS

Terms of Board members shall be three years. All board terms shall begin and end at the regularly scheduled meeting in June. Each seat will be up for election in April prior to its expiration. New members to the Board shall take their office upon being seated at the first meeting in June, whereupon the member(s) whose term is expiring shall step down. The student representative shall serve a one year term, which shall run concurrent with the academic year (Viz. September-June).

V. OFFICERS After new members are seated at the regularly scheduled meeting in June, the Board shall elect officers. The Board shall elect officers from its voting membership, to serve annual terms for the offices of Chair, Vice Chair, Secretary, and Treasurer. The chair will appoint committee members, call and chair meetings, and serve as the chief spokesperson for the Board. The Vice Chair will assist the Chair and will preside in the absence of the Chair. The Treasurer will work with staff to maintain financial records. The Secretary will be responsible for the minutes of the meeting and provide members with a report of the proceedings. In the instance that the Board chair is a non-teacher, the vice-chair shall be a teacher, and in the instance that the Board chair is a teacher, the vice-chair shall be a non-teacher.

VI. VACANCIES

Vacancies in officer positions shall be filled by election of the Board from its own membership at the call of the Chair within 30 days of the occurrence of the vacancy. Vacancies in membership positions, exclusive of regular elections, shall be filled by a majority vote of the Board. A position may be considered vacant upon three consecutive missed meetings without hearing from the missing Board member, by written resignation, or dismissal for cause. In this instance, the Chair shall appoint a committee for the purpose of soliciting volunteers to be considered for appointment by the Board to the vacant seat or seats. Such appointment shall stand for the remainder of the term for that seat or seats. In the event that a BOD member will need to miss three (3) or more consecutive BOD meetings, a suitable member will be appointed by the BOD as soon as possible after notification to fulfill the duties during the absence.

If the Chair of the Board leaves the Board, the Vice-Chair will assume the Chair duties, until the Chair's seat can be filled and an officer election conducted. If the membership of the Board ever falls below five due to resignations, a Board of Directors meeting shall not be held until the new membership can be brought to at least five. In such a case when the membership of the Board falls below five, the Chair shall appoint eligible persons to fill the seats in a manner suited to the Chair's best judgment. If the Chair and Vice-Chair both resign, then the remaining officers shall assume the responsibility of appointing enough people to Board positions to establish a membership of five. Once that is done, the five members shall hold an officer election, after which the newly elected Chair

shall appoint a committee to solicit volunteers to be considered for election by the Board to fill the remaining seats.

VII. MEETINGS

The meeting schedule for the year shall be determined at the first meeting in June. The Board may call additional meetings in the following manner: additional meetings can be called by the Board Chair or with majority Board consent. Meeting dates may be changed provided adequate and reasonable notice is given. Meetings shall be open except for disciplinary hearings regarding individual students or staff. Any action required by law to be taken at a meeting of the Board requiring immediate action between regularly scheduled Board meetings, may be taken without a meeting if there is consent in writing, setting forth the action to be taken, is signed by a quorum of Board members. The student representative cannot and shall not come to closed sessions.

VIII. COMMITTEES

The Board shall establish committees as needed. Membership of committees may include both Board members and others.

IX. QUORUM

A quorum for meetings shall be a majority of elected members.

X. PARLIAMENTARY PROCEDURE

Meetings shall be governed by Robert's Rules of Order, Revised, as amended by the MSA Board of Directors in these MSA by-laws.

XI. RATIFICATION

These by-laws shall be in force upon a two-thirds vote of the Math and Science Academy Board of Directors.

XII. AMENDMENTS

According to Minnesota Statute, authority to make amendment to these by-laws is granted to the elected members of the permanent Math and Science Academy Board of Directors, and shall require a two-thirds vote of the voting members present. However, the Board may amend its governance model, set forth in Article III, only (1) by a majority vote of the Board and the licensed teachers employed by the school; and (2) with the authorizer's approval. An amendment shall be read and passed at two consecutive board meetings, at which time it will take effect.

Originally ratified: December 3, 1998	
Revised first vote: May 4, 2000	Second vote: May 18, 2000
Revised first vote: September 4, 2003	Second vote: October 2, 2003
Revised first vote: October 3, 2005	Second vote: November 3, 2005
Revised first vote: September 7, 2006	Second vote: October 5, 2006
Revised first vote: October 5, 2006	Second vote: November 2, 2006
Revised first vote: February 1, 2007	Second vote: March 1, 2007
Revised first vote: October 2, 2008	Second vote: November 6, 2008
Revised first vote: November 5, 2009	Second vote: December 10, 2009
Revised first vote: May 17, 2012	Second vote: May 31, 2012
Revised first vote: March 21, 2013	Second vote: April 18, 2013
Revised first vote: September 15, 2014	Second vote: October 20, 2014
Revised first vote: July 8, 2015	Second vote: August 17, 2015
Revised first vote: February 19, 2019	Second vote: March 18, 2019