

NEW HEIGHTS SCHOOLS, INC.

BYLAWS

Amended 5/15/1997
5/19/1998
5/21/2003
5/26/2010
5/28/2014

ARTICLE I

Principal Office

The principal 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 resolution of the Board of Directors.

ARTICLE II

Membership

Section 2.1: Voting Members. This corporation shall have a single class of members who shall consist of all staff members employed at the school operated by this corporation and all parents/legal guardians of children enrolled therein, and current board members. Such members shall have voting rights, including the right to elect the members of this corporation's Board of Directors and any others provided by these Bylaws.

Section 2.2: Interest In Property. The members of this corporation shall not, as such, have any right, interest in the real or personal property of this corporation.

ARTICLE III

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 in the month of May in each year as may be designated from time to time by the Board of Directors and at the place, within or without the State of Minnesota, 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 10:00 a.m. Central time on the third Saturday of May.

Section 3.2: Special Meetings.

1. For a special meeting, the Board of Directors shall post written notice of the date, time, place, and purpose of the meeting on the bulletin board in the main office of the corporation or on the door of the Board of Directors usual meeting room if there is no bulletin board.
2. The notice shall also be mailed or otherwise delivered to each person who has filed a

- written request for notice of special meetings.
3. This notice shall be posted and mailed or delivered at least three days before the date of the meeting. As an alternative to mailing or otherwise delivering notice to persons who have filed a written request, the Board of Directors may publish the notice once, at least three days before the meeting, in the official newspaper of the corporation or, if none, in a qualified newspaper of general circulation within the area of the corporation.
 4. A person filing a request for notice of special meetings may limit the request to particular subjects, in which case the Board of Directors is required to send notice to that person only concerning those particular subjects.
 5. The Board of Directors will establish an expiration date on requests for notice of special meetings and require re-filing once each year. Not more than 60 days before the expiration date of request of notice, the Board of Directors shall send notice of the re-filing requirement to each person who filed during the preceding year.

Section 3.3: Notice. Written notice of each meeting of the members, stating the time and place thereof, shall be sent home with each NHS student and posted in a designated public place within each NHS, Inc. site, not less than five nor more than sixty days before the meeting excluding the day of the meeting. Any member may waive notice of a meeting before, at, or after the meeting, orally, in writing, or by attendance. 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 item may not lawfully be considered at the meeting and the member does not participate in the consideration of that 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.

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), addresses and number of votes 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 principal 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. The presence of a simple majority in person, shall constitute a quorum at any meeting thereof. A majority vote of the members present at which a quorum is present, shall be sufficient to transact any business.

Section 3.6: Written Ballot. An 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 MN Statutes, section 317A.447.

ARTICLE IV

Directors

Section 4.1: Number and Method of Election. The Board of Directors of this corporation shall be composed of at least five nonrelated members and include: (i) at least one licensed teacher employed at the school or a licensed teacher providing instruction under a contact between the charter school and a cooperative; (ii) the parent or legal guardian of a student enrolled in the charter school; and (iii) an interested community member who is not employed by the charter school and does not have a child enrolled in the school. The board may be a teacher majority board composed of teachers described in this paragraph. The chief financial officer and the chief administrator are ex-officio nonvoting board members. Directors of this corporation shall be elected by the voting members at annual meetings.

Section 4.2: Training. Every charter school board member shall attend department-approved training on board governance, the board's role and responsibilities, employment policies and practices, and financial management. A board member who does not begin the required training within six months of being seated and complete the required training within 12 months of being seated on the board is ineligible to continue to serve as a board member.

Section 4.3: Terms. All members of the Board of Directors shall be elected for two year terms. Thus the terms of approximately half of the members of the Board of Directors will expire in alternate years. A director shall hold office for the term for which he or she was elected and through the end of the meeting at which he or she was elected and through the end of the meeting at which his or her successor has been elected and until such successor has qualified, or until the director's prior death, resignation or removal. Any director may at any time be removed with or without cause by the members or by unanimous vote for removal by the Board of Directors in accordance with Article III, Section 3.5 in the Articles of Incorporation. 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. In the event of multiple sites, each site shall have at least one member of the Board of Directors.

ARTICLE V

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 immediately following the annual meeting of the members of this corporation at the time and place, within or without the State of Minnesota, designated from time to time by the Board of Directors.

Section 5.2: Other meetings. Other meetings of the Board of Directors may be held at such times and places 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 President, (b) by the Board of Directors, or (c) upon the written request of 3 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 each meeting of the Board of Directors for which written notice is required, and of each annual meeting, stating the time, place and purpose thereof shall be mailed, postage prepaid, not less than five nor more than thirty days before the meeting, excluding the day of the meeting, to each director at his or her address according to the last available records of this corporation. Any director may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. 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.

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 is required by law or these Bylaws. A director shall not appoint a proxy for himself or herself or 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 taken 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 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.

Section 5.7: Director conflicts of interest. This corporation shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization (within the meaning of Minnesota Statutes section 317.011, subd. 18), or (c) an organization in or of which a director is a director, officer or legal representative or has a material financial interest, unless the material facts as 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. Failure to comply with the provisions of this Section 5.7 shall not invalidate any contract or

transaction to which this corporation is a party, except at the option of this corporation.

ARTICLE VI

Officers

Section 6.1: Tenure of office. The officers of this corporation shall be a Chief Executive Officer, a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time designate. Officers shall be elected from among the Board of Directors, and by the Board of Directors, to serve for terms of one year and until their respective successors are chosen and have qualified. Any officer may at any time be removed by the Board of Directors with or without cause, by unanimous vote of the Board of Directors. The same person may hold more than one office at the same time, except the office of (a) President and Vice President, (b) President and Secretary, and (c) Chief Executive Officer and any other except President.

Section 6.2: Chief Executive Officer. The Chief Executive Officer is responsible for providing the general direction of NHS. He or she is responsible for establishing basic purposes and vision and expressing that to the Board of Directors and members. He or she will be responsible for maintaining direct and frequent contact with each learning site and each local site Board of Directors. The CEO shall serve as an ex-officio non-voting member of the Board of Directors.

Section 6.3: President. The President shall preside at all meetings of the Board of Directors. He or she shall be responsible for the general supervision, direction and management of the affairs of this corporation. 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 6.4: Vice President. The Vice President shall perform the duties of the President in case of the latter's absence or disability. The execution of any instrument by the Vice President on behalf of this corporation shall have the same force and effect as if it were executed on behalf of this corporation by the President.

Section 6.5: 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 have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws. He or she shall also perform such other duties as may be assigned to him or her from the Board of Directors.

Section 6.6: Assistant Secretary. The Board of Directors in its discretion may elect an Assistant Secretary, who shall perform the duties and assume the responsibilities of the Secretary as above set forth under the general direction of the Secretary or President.

Section 6.7: Treasurer: The Treasurer shall ensure and verify the maintenance of accurate financial records and shall ensure the safeguarding of the assets for this corporation. He or she shall ensure a report of financial transactions and status is made to the Board of Directors at its annual meeting, and may request other reports be presented to the Board of Directors as deemed necessary. From time-to-time, the Treasurer shall perform other relevant duties as assigned by the Board of Directors.

Section 6.8: 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.

ARTICLE VII 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, other than members of the Executive Committee, need not be directors.

Section 7.2: Executive Committee. The Board of Directors may designate an Executive committee composed of at least five directors 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: Meetings 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 President, on at least five days notice by mail, or two days oral notice by telephone 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 members of the committee.

ARTICLE VIII 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:

- (1) a director, officer, employee or member of a committee of this corporation or,
- (2) a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer or employee of the 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' fees and disbursements, incurred by the person in connection with the proceeding.

Indemnification provided by this section shall continue as to 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 member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

ARTICLE IX Miscellaneous

Section 9.1: Fiscal Year. Unless otherwise fixed by the Board of Directors, the fiscal year of this corporation shall begin on July 1st and end on the succeeding June 30th.

Section 9.2: Corporate Seal. This corporation shall have no seal.

Section 9.3: 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 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 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 participation in the conference would be sufficient to constitute a quorum at a meeting. Participation in meeting by that means constitutes presence in person at the meeting.

Section 9.4: Amendments. The Board of Directors may propose an amendment to the Bylaws by adopting a resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of the members. An amendment to the Bylaws may also be proposed by written petition signed by at least 50 members or ten percent of the members, whichever is less, and delivered to the Secretary. Each proposed amendments shall be adopted upon the affirmative vote of a majority of the members. Notice of the meeting shall include a copy or summary of each proposed amendment. The members shall have no power to amend the Bylaws except as described in this section.

Section 9.5: Authority to borrow, encumber assets. No director, officer, agent or employee of this corporation shall have any power or authority to borrow 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 resolution 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 9.6: 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 President, or the Vice President, or by such other person or persons as may be designated from time to time by the Board of Directors.

Section 9.7: 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 or manners authorized by the Board of Directors from time to time.