AMENDED AND RESTATED BYLAWS
OF
NEW HEIGHTS SCHOOLS, INC.

Revisions Accepted on February 12, 2025

ARTICLE I:
OFFICES

The registered office of the corporation in the State of Minnesota is as stated in the Articles of Incorporation. The corporation may have such other offices within the State of Minnesota as the 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 principal office in the State of Minnesota.

ARTICLE II:
PURPOSE

New Heights Schools, Inc., a Minnesota nonprofit corporation, (referred to herein as the "School" or the "Corporation"), has as its purpose education within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to, the establishment of a charter school under the laws of the State of Minnesota.

ARTICLE III:
BOARD OF DIRECTORS

1. Number of Directors. The Board of Directors shall consist of not fewer than five (5) nor more than nine (9) unrelated Directors, excluding *ex officio* non-voting Directors, if any, as determined by the Board from time to time.

2. Board Composition. The composition of the Board shall be in compliance with Minn. Stat. Section 124E.07, Subd. 3 (or successor statute), provided that the Board's governance structure shall be no clear majority required. As used in these Bylaws, "teacher" or "teachers" will have the meaning defined in Minn. Stat. Section 124E.07, Subd. 3(b), or successor statute.

3. Advisors to the Board of Directors. As permitted by Minn. Stat. §124E.07, subd. 3(a), at the invitation of the Board, any designated Charter School administrator may serve as *ex-officio* nonvoting board members.

4. Powers. The Board of Directors shall conduct or direct the affairs of the Corporation and exercise its powers, subject to the limitations of Minn. Stat. Chapter 317A and Section 124E (or successor statutes), the Articles of Incorporation, these Bylaws, and by any other controlling law. The Board of Directors may delegate the management of the activities of the Corporation to others. The Board may exercise all powers of the Corporation and perform all acts which are not prohibited by law, by the Articles or by these Bylaws, all as may be amended, including but not limited to the following specific powers:

a. To select and remove officers, agents, and employees of the Corporation; to prescribe powers and duties for them; and to fix their compensation;

b. To manage, and oversee the affairs and activities of the Corporation, and to make rules and regulations;

c. To enter into contracts, leases, and other agreements which are, in the judgment of the Board of Directors, necessary or desirable in obtaining the purposes of promoting the interests of the Corporation;

d. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of such property;

e. To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;

f. To indemnify and maintain insurance on behalf of any of its Directors, officers, employees, or agents for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of Minn. Stat. Chapter 317A (or successor statute) and the limitations noted in these bylaws; and

g. To remove Directors.

5. Election of Directors. Election of Directors shall take place as follows:

a. *Staggered Terms*. The election of Directors shall be in compliance with Minn. Stat. Section 124E.07 (or successor statute). Except for ex officio non-voting Directors, the Board of Directors shall be divided into three (3) classes of Directors so that the terms of office of approximately one-third (1/3) of the Directors shall expire each year, at approximately the end of the fiscal year. The Board Secretary shall maintain a schedule of the classes and terms of office for all seats on the Board of Directors.

b. *Eligible Voters and Voting*. To the extent required by applicable law, teachers, staff members who are employed by the Corporation at the time of the election, , existing Directors of the Corporation, and parents/legal guardians of students enrolled at the School at the time of the election, may participate in the annual election of Directors. The Board of Directors will determine the method for voting, which may include in-person election, written ballots, email or online voting, telephonic voting, or other method, provided that the Board of Directors will endeavor to implement a method of voting that is reasonably likely to enable participation by the maximum number of eligible voters.

c. *Notice of Election*. Notice of the election shall be provided to all Eligible Voters as described in Article IV, Section 8, below.

d. *Application Process*. Not more than one hundred eighty (180) days nor less than ninety (90) days prior to each election, the Board shall solicit applications for all of the Director positions to be filled at such election. Interim Directors, existing Directors whose term(s) will expire at the next July meeting of the Board, and Founders may apply for a director position, subject to the same term of office requirements as other elected Directors. No applicant will be eligible to run for a Director position if, at the time of application (i) such person is under the age 21, (ii) such person is enrolled as a student in the School, (iii) such person is a former employee of the School whose employment contract expired and was not renewed, or whose employment was terminated, or (iv) such person, or an immediate family member of such person, has been a party to litigation or legal action adverse to the School (but not including legal claims instituted by a parent of a student at the School that involve the student's education) at any time during the five (5) year period prior to the application. The Board, or, if applicable, its Governance Committee, shall compile a list of applicants with a brief statement of their qualifications, and provide the list to the Board of Directors and all eligible voters at least five (5) days prior to the annual meeting.

6. Term of Office.

a. Newly elected Directors will be sworn into office at the first regularly scheduled Board meeting following the later of the election or the end of the Fiscal Year. The term of office for each Director will commence on July 1 of the fiscal year, and the term of office for each outgoing Director will expire on June 30 of the third year of such term.

b. As Directors are elected following the expiration of the terms set forth above, all elected Directors shall hold office for three (3) years from the date they are sworn into office and until their respective successors are elected and sworn into office or, if earlier, their death, resignation or removal from office, provided, however, that:

(i) A parent/legal guardian may serve as a Director only so long as the parent/legal guardian has a child enrolled at the Corporation. If a parent/legal guardian disenrolls his child during his/her term of office, or is hired by the School as an employee, or begins teaching at the School pursuant to a contract between the School and a cooperative, his/her position as Director will cease immediately. The Board shall note the removal of such Director from office at the next regular meeting of the Board.

(ii) A teacher employed by the Corporation, or who provides instruction at the School pursuant to a contract between the School and a cooperative, may serve as a Director only so long as he/she is an employee of the Corporation. If an employee of the Corporation also has a child who is a student of the Corporation, such employee is eligible to hold a teacher Director position, but ineligible to hold a parent Director position. If a teacher ceases being employed by the Corporation, or ceases teaching in the School, during

his/her term of office, his/her position as Director will cease immediately. The Board shall note the removal of such Director from office at the next regular meeting of the Board.

(iii) A Director appointed to fill a vacancy shall hold office until the expiration of the term of vacated office.

c. Directors may be reelected to successive terms and may serve simultaneously as officers; provided, however, that individual may serve more than four (4) consecutive terms of three (3) years. The Board of Directors may exercise all their powers notwithstanding any vacancy or vacancies in their number, provided that the Board will proceed with reasonable diligence to appoint Directors to fill vacancies, subject to the availability of willing and qualified replacements (i.e. -- a parent must be appointed to fill a vacant parent Director position).

7. Resignation of a Director. Directors may resign at any time, effective immediately or at a specified later date, by giving written notice to the Board Chair or the Secretary of the Corporation. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8. Removal of Directors. In addition to the bases for removal set forth in Article III, Section 5, above, a Director may be removed with or without cause as provided by Minn. Stat. Chapter 317A (or successor statute) by an affirmative majority vote of the Directors then in office excluding the Director proposed for removal. The Board of Directors will remove any Director who has failed to attend four (4) consecutive regular meetings of the Board.

9. Vacancies. A Board vacancy shall exist if any Director becomes ineligible (i.e. -- due to withdrawal of a student or cessation of employment), dies, resigns, or is removed. It is the responsibility of the Board of Directors to fill vacant positions as promptly as possible. Unless otherwise provided by Minn. Stat. Section 317A.227 (or successor statute), any vacancy on the Board of Directors shall be filled by the appointment of a new Director by the affirmative vote of a majority of the then remaining Directors present at a duly noticed meeting. The Board of Directors, or the Governance Committee, shall nominate candidates and make recommendations to the Board to fill vacancies on the Board; provided, however that the Board may also consider candidates other than those nominated and/or recommended by the Governance Committee to fill a vacancy. A Director filling a vacancy shall hold office as set forth in Section 7.c.iii. of this Article III.

10. Compensation. Directors shall not receive compensation for their services, however, the Directors of the Corporation may be reimbursed for reasonable out-of-pocket expenses incurred by them in rendering services to the Corporation, as the Board of Directors from time to time determines such services to be directly in furtherance of the purposes and in the best interests of the Corporation. Notwithstanding the foregoing, Directors who are also employees of the Corporation shall be entitled to reasonable compensation for services rendered to the Corporation as employees; if permitted by applicable law provided that no part of the compensation of an employee of the Corporation shall be compensation for services as a Director.

ARTICLE IV:
MEETINGS OF THE BOARD OF DIRECTORS

1. Open Meetings. Meetings of the Board of Directors and all Standing and Ad Hoc Committees shall comply with the Minnesota Open Meeting Law, Minn. Stat. Section 13D, as amended (or successor statute) ; provided, however, that if a committee does not contain a majority of the Directors of the Corporation, or if such committee is not empowered to make decisions on behalf of the Board of Director, such committee is not obligated to comply with the Open Meeting Law.

2. Place of Meetings. Board meetings may be held at the Corporation's principal office or at any other reasonably convenient place as the Board may designate.

3. Regular Meetings. Regular meetings shall be held each month at such times as are set on the school calendar adopted annually by the Board of Directors, as such calendar may be revised from time to time by the Board of Directors. The Board of Directors shall meet no less than ten (10) times per fiscal year. The calendar of regular board meetings shall be posted on the Corporation's web site.

4. Annual Meeting. The Board may conduct an annual meeting for the purpose of electing Directors, officers and standing committee chairs for the upcoming year, making and receiving reports on corporate affairs, and transacting such other business as comes before the meeting. The annual meeting will be on the date selected by the Board of Directors, subject to the notice requirements in Section 8.c., below. If it is impracticable to hold an annual meeting due to war, famine, weather, pandemic, or similar reason, the Board of Directors may postpone or cancel the annual meeting, as the Board of Directors deems prudent.

5. Special Meetings. Special meetings of the Board of Directors may be called at any time for any purpose by the Board Chair. The Board Chair shall call a special meeting of the Board of Directors upon the written request of one-half (1/2) of the Directors. Any Director may call a special meeting in accordance with Minn. Stat. Section 317A.231 (or successor statute).

6. Cancellation of Meetings. The Board Chair may cancel a meeting with reasonable cause.

7. Adjournment. A majority of the Directors present at a meeting, may adjourn the meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given if the time and place be fixed at the meeting adjourned and recorded in the minutes of that meeting.

8. Notices of Meetings. Notices of meetings of the Board meetings shall be given as follows:

a. *Regular Meetings*. A schedule and the location of regular meetings of the Board shall be provided to each Director, shall be posted on the school web site, and shall be kept on file at the Corporation's principal office. If the Board holds a regular meeting at a time or place different from the time or place stated in its schedule of

regular meetings, the same notice shall be given as if the meeting were a special meeting pursuant to paragraph b below.

b. *Special Meetings*. Written notice of the date, time, place and purpose of a special meeting shall be delivered to each Director, posted on the web site or principal bulletin board of the Corporation (or, if the School has no principal bulletin board, the main entry or other prominent location), and emailed or otherwise delivered to each person who has filed a written request for notice of special meetings with the Secretary. This notice shall be posted and mailed or delivered at least three (3) days before the day on which the meeting is to be held, or such other period specified by applicable law if the special meeting is being called by a Director in accordance with Minn. Stat. Section 317A.231 (or successor statute).

c. *Annual Meeting*. In addition to the schedule required by paragraph a above, notice of the date, time, place and purpose of the annual meeting (if there will be one) shall be delivered to each eligible voter, as defined in Article III, Section 6.b., and posted on the principal bulletin board and web site of the Corporation (or, if the School has no principal bulletin board, the main entry or other prominent location) at least thirty (30) days (or other period if required by applicable law) in advance of the annual meeting. The Board shall determine the method of delivering such notice from time to time.

d. *Other Methods*. Notice to Directors shall be delivered personally, sent by facsimile communication, sent by electronic mail, posted on an electronic network together with a separate notice to the Director of the specific posting, mailed, first class, postage prepaid, or such other methods as are fair and reasonable as determined in the sole discretion of the Secretary of the Corporation. Whenever written notice to Directors provides less than five (5) days' prior written notice of the meeting, excluding the date of the meeting, reasonable effort shall be made to notify Directors by telephone, text, or other electronic means, of the meeting at the time of giving written notice, but the failure to contact any Director(s) by such means shall not affect the validity of the meeting or any action taken at such meeting. The Corporation may provide such other notices of meetings to parents/legal guardians of students enrolled at the Corporation, employees of the Corporation, and other members of the public, as the Secretary or the Board may from time to time determine.

9. Actual Notice. If a person receives actual notice of a meeting of the Board at least twenty-four (24) hours before the meeting, all notice requirements of this Article are satisfied with respect to that person, regardless of the method of receipt of notice.

10. Agendas for Meetings. The Board Chair shall set the agendas for regular meetings of the Board of Directors. Any Director, parent/legal guardian of a student enrolled in the Corporation, employee of the Corporation, or student enrolled in the Corporation may request that an item be placed on the agenda of the next regular Board of Directors meeting by contacting the Board Chair or Chair elect in writing, by phone, or via email with such request not less than five (5) days prior to the scheduled meeting, provided that the Board

Chair will not be required to place any item on the agenda that was not requested by another Director. The person calling a special meeting may prepare an agenda, provided, however, that the notice of a special meeting is not required to state the agenda, and any business of the Corporation within the scope of the purpose of such special meeting stated in the notice of such special meeting may be discussed or conducted at a special meeting.

11. Public Comment at Meetings. The Board of Directors may elect to reserve a reasonable time at any regular meeting for comments and requests for business to be brought before the Board by parents/legal guardians of students enrolled in the Corporation, employees of the Corporation, students enrolled in the Corporation, and interested community members. The Board Chair may reasonably limit individual speaking times. The Board may, but is not required to, reserve time for public comment at a special meeting.

12. Closed Meetings. The Board may close a meeting to evaluate the performance of an individual who is subject to its authority, including but not limited to employees of the Corporation, or as otherwise permitted by law or the attorney-client privilege. If a meeting is closed to evaluate the performance of an individual, prior to closing the meeting, the Chair shall identify the individual to be evaluated and at the next open meeting, the Chair shall summarize the Board's conclusions regarding the evaluation; provided, however, that the meeting must be open at the request of the individual who is the subject of the meeting. The Board shall close a meeting if expressly required by law or to discuss information that would identify alleged victims or reporters of criminal sexual conduct, domestic abuse, or maltreatment of minors or vulnerable adults, active investigation data as defined in Minn. Stat. Section 13.82 (or successor statute), or educational data that is not public under Minn. Stat. Section 13.32 (or successor statute). The Board shall also close a meeting for preliminary consideration of allegations or charges against an individual subject to its authority; provided, however, that if the Board determines discipline may be warranted as a result of such allegations or charges, further meetings related to such allegations or charges shall be open, and all meetings related to such allegations or charges shall be open at the request of the person who is the subject of such allegations or charges. Before closing a meeting, the Board shall state on the record the specific grounds permitting the meeting to be closed and describe the subject to be discussed.

13. Minutes. The minutes of meetings of the Board shall record all votes taken at the meeting. The minutes shall record the vote of each Director on appropriations of money, except for payment of judgments and amounts fixed by statute. After the Minutes have been reviewed and approved by the Board, minutes of Board meetings shall be open to the public during all normal business hours where records of the Corporation are kept, and will be posted on the Corporation's web site.

14. Public Copies of Directors' Materials. Unless a meeting is closed pursuant to Section 13, at least one copy of any printed materials relating to the agenda items of the meeting prepared or distributed by or at the direction of the Board or its employees and distributed at, before or available during the meeting to all Directors shall be available in the meeting room for inspection by the public while the Board considers their subject matter. This section does not apply to materials classified by law as other than public, or to materials relating to the agenda items of a closed meeting.

ARTICLE V:
ACTION BY THE BOARD OF DIRECTORS

1. Quorum. A quorum consists of a majority of the Directors currently in office.

2. Action by the Board. The actions done and decisions made by a majority vote of the Directors present and entitled to vote at a meeting duly held at which a quorum is present are the actions and decisions of the Board of Directors unless a greater or lesser vote is required for the specific action as set forth in these Bylaws, the Articles of Incorporation, or by law. The Board of Directors may continue to transact business at a meeting at which a quorum was originally present, even though Directors withdraw or are removed, provided that any action taken is approved by a majority of the then-remaining Directors. Each Director shall have the power to exercise one (1) vote on all matters to be decided by resolution of the Board of Directors. Voting by proxy shall not be allowed.

ARTICLE VI:
COMMITTEES AND PURPOSE

1. Committees. The Board of Directors may maintain committees at its discretion. Directors may be part of one or more committees, provided, however, that no committee will contain a number of Directors that would constitute a quorum of the Board of Directors. Unless specifically set forth in a resolution creating a committee, committees shall serve be advisory only, and shall not have authority to conduct business of the Corporation, nor make resolutions or decisions for the Corporation.

2. Election and Removal of Committee Chairs. Committee chairs and committee members shall be appointed and shall serve at the sole discretion of the Board of Directors.

3. Action by Committees. Unless otherwise stated in the resolutions creating it, or in these Bylaws, committee actions shall be taken only upon the affirmative vote of a majority of the members of the committee. Failure of a committee to reach an agreement upon any issue before it shall require referral of such issue to the entire Board of Directors. Committee actions are recommendations until approved by the full Board of Directors.

4. Committee Meetings. The activities of all committees of the Corporation shall be conducted in such manner as will advance the best interests of the Corporation. Except as specifically set forth herein, the provisions of these Bylaws shall apply to committees and members thereof to the same extent they apply to the Board of Directors and Directors. Each committee shall meet at such times and places as agreed by all of the members of the committee, or otherwise as provided by its rules or by resolution of the Board of Directors. Notice of committee meetings shall be given to each committee member a reasonable time in advance of such meeting, except that (a) if the time, date and location of a committee meeting was announced at a previous committee meeting, no notice is required, and (b) if all committee members attend the meeting, notice is deemed to have been waived by all members. The calendar of committee meetings will be posted on the Corporation's web site. The meetings of all committees shall be open to attendance and participation by all Directors, but only members of the committee may vote. Committee chairs shall submit

minutes of all committee meetings to the Secretary of the Corporation, who shall post them on the Corporation's web site.

5. Quorum. A quorum for any committee meeting shall be a majority of the voting members of the committee of record.

6. Control by the Board of Directors. Each committee shall be under the direction and control of the Board of Directors and shall keep regular minutes of their proceedings, and all actions of each committee shall be reported to the Board of Directors and shall not be effective until approved by the Board, subject to revision and alteration by the Board of Directors.

ARTICLE VII:
PARLIAMENTARY AUTHORITY

The Board of Directors will generally follow Robert's Rules of Order Newly Revised, or similar framework, in the conduct of its meetings.

ARTICLE VIII:
OFFICERS AND DUTIES

1. Officers. The officers of the Corporation shall consist of a Chair, Chair-elect, Secretary and Treasurer.

a. *Chair*. The Chair shall:

(i) Act as the chair of the Board of Directors and exercise the functions of the office of the President of the Corporation;

(ii) Preside at all meetings of the Board of Directors or arrange for another officer to preside in the following order: Chair-elect, Secretary, Treasurer;

(iii) Perform such duties and exercise such powers as are necessary or incident to the supervision and management of the business and affairs of the Corporation;

(iv) Sign and deliver, in the name of the Corporation, all deeds, mortgages, bonds, contracts, or other instruments requiring an officer's signature, with the advice and consent of the Board of Directors;

(v) Have the general powers and duties usually vested in the office of the president; and

(vi) Have such other powers and perform such other duties as are prescribed by Minn. Stat. Section 317A.305, subd. 2 (or successor statute), and as the Board of Directors may from time to time prescribe.

b. *Secretary*. The Secretary shall maintain the office of the Corporation and shall:

(i) Be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings;

(ii) Give, or cause to be given, notice of all meetings of the Board of Directors;

(iii) Distribute copies of minutes and agendas to all Board members;

(iv) Maintain the documents and records of the Corporation; and

(v) Perform such other duties as may be prescribed by the Board or the Board Chair from time to time,

c. *Treasurer*. The Treasurer shall:

(i) Perform the duties of Chief Financial Officer of the Corporation;

(ii) Make a report on the Corporation's finances and all transactions made as Chief Financial Officer at each regular Board meeting;

(iii) Chair the Board's Budget and Finance Committee;

(iv) Oversee accurate accounts of all monies of the Corporation received or disbursed;

(v) Verify the deposit of all monies, drafts and checks in the name of, and to the credit of, the Corporation in such banks and depositories as the Board of Directors shall from time to time designate;

(vi) Have the care and custody of the corporate funds and securities;

(vii) Disburse the funds of the Corporation as ordered by the Board of Directors, making proper vouchers therefore; and

(viii) Perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors or by the Board Chair.

2. Election, Eligibility and Term of Office.

a. *Election*. The Board of Directors shall appoint a Chair, a Chair-Elect, a Secretary and a Treasurer annually at a regular meeting, or at a special meeting for that purpose, except that officers appointed to fill vacancies shall be elected as vacancies occur. Unless the Board determines otherwise, the Chair-Elect shall automatically move to the office of Chair at the start of the next term of office.

b. *Eligibility*. An officer shall be a Director unless this requirement is waived by a vote of a majority of Directors then in office.

3. *Term of Office*. Terms of office shall be for one (1) year beginning July 1st in the year elected. Any officer may serve consecutive terms as determined by the Board of Directors; provided, however, that no individual may hold a Board officer position for more than six (6) consecutive years.

4. Removal and Resignation. The Board of Directors may remove an officer, either with or without cause, at any time, by an affirmative vote of two-thirds (2/3) of the Directors currently in office. An officer may resign at any time by giving written notice to the Board of Directors, the resignation taking effect on receipt of notice or at a later date as specified in the notice.

ARTICLE IX:
RESPONSIBILITIES OF DIRECTORS

1. Duty of Care.

a. *Performance of Duties*. Each Director shall perform all duties of a Director, including duties on any Board Committee, in good faith, in accordance with the mission of the Corporation, in a manner the Director believes to be in the Corporation's best interest and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

b. *Reliance on Others*. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, presented or prepared by:

(i) One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;

(ii) Legal counsel, independent accountants, or other persons as to matters that the Director believes are within the person's professional or expert competence; and

(iii) A Board Committee on which the Director does not serve, as to matters within its designated authority, provided the Director believes the Committee merits confidence and the Director acts in good faith, after reasonable inquiry when the need is indicated by the circumstances, and without the knowledge that would cause such reliance to be unwarranted.

c. *Investments*. In investing and dealing with all assets held by the Corporation for investment, the Board of Directors shall exercise the standard of care described above and avoid speculation, looking instead to the permanent disposition of funds, considering the probable income, as well as the probable safety of the Corporation's capital. The Board of Directors may delegate its investment powers to others, provided that those powers are exercised with the ultimate direction of the Board of Directors. No investment violates this section where it conforms to provisions

authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to the corporation.

d. *Rights of Inspection*. Every Director has the right to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation, provided that such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the obligation to maintain the confidentiality of the reviewed information, in addition to any obligations imposed by any applicable federal, state, or local law.

e. *Participation in Voting*. Every Director has the right to participate in the discussion and vote on all issues before the Board of Directors, except as provided below with respect to conflicts of interest.

f. *Responsibilities of a Board Member*.

(i) Uphold the mission of the Corporation;

(ii) Come to meetings well-prepared and informed;

(iii) Support the Corporation by attending Corporation events and participating in Corporation activities;

(iv) Respect confidentiality;

(v) Understand long-range effects of decisions;

(vi) Maintain up-to-date knowledge of activities;

(vii) Visit the school to see its impact first-hand;

(viii) Act in the best interests of the Corporation as a whole; and

(ix) Promote the Corporation within the community.

ARTICLE X:
NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the Corporation's debts, liabilities, or other obligations. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the finds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due to them from the Corporation.

ARTICLE XI:
INDEMNIFICATION OF CORPORATE AGENTS

Each director, officer and employee of the Corporation, past or present, and each person who serves or may have served at the request of the Corporation as a director, officer, partner, Director, employee, representative, or agent of another organization or employee benefit plan, and the respective heirs, administrators and executors of such persons, shall be indemnified by the Corporation in accordance with, and to the fullest extent permitted by, Minn. Stat. Section 317A.521 (or successor statute); provided that the foregoing shall not limit liability of a director to the Corporation under Minn. Stat. 124E.07, Subd. 3(c). The Corporation shall not be obligated to indemnify any other person or entity, except to the extent such obligation shall be specifically approved by resolution of the Board of Directors. The Corporation shall have the power to advance such person's expenses incurred in defending any such proceeding to the maximum extent permitted by law. This section is and shall be for the sole and exclusive benefit of the individuals designated in this Article and no individual, firm, or entity shall have any rights under this Article by way of assignment, subrogation, or otherwise, whether voluntarily, involuntarily, or by operation of law.

ARTICLE XII:
INSURANCE

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, against any liability asserted against and incurred by such person in his or her official capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against liability under Minn. Stat. Section 317A.521 (or successor statute), the Articles of Incorporation or these Bylaws.

ARTICLE XIII:
SELF-DEALING TRANSACTIONS AND CONFLICTS OF INTEREST

1. Conflict of Interest Policy. Each Director shall certify that he/she has read, is in compliance with, and will abide by the Conflicts of Interest Policy attached hereto. Each Director and Officer shall promptly complete and forward to the Board such annual or more frequent written disclosures as may be required from time to time by board resolution and/or policy.

2. Periodic Review. The current conflict of interest policy is attached hereto as Exhibit B and incorporated herein by reference. The Board of Directors shall review the Conflict of Interest Policy periodically, with advice of legal counsel for the Corporation, to ensure it complies with applicable laws as enacted and/or amended from time to time.

3. Annual Disclosure Statement. On an annual basis, each Director shall review the conflict of interest policy adopted by the BOD and complete an Annual Disclosure Statement including the information listed in the Annual Disclosure Statement attached as Exhibit A.

ARTICLE XIV:
FINANCIAL MATTERS

1. Fiscal Year. The fiscal year of the Corporation begins on July 1 of each year and ends on June 30 of the following year.

2. Execution of Instruments. Except as otherwise provided in these Bylaws, the Board of Directors may adopt a resolution authorizing any officer or agent of the Corporation to enter into any contract, or execute and deliver any instrument in the name of, or on behalf of, the Corporation. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power to bind the Corporation by any contract or engagement, to pledge the Corporation's credit, or to render it liable monetarily for any purposes or any amount.

3. Checks and Notes. Except as otherwise specifically provided by Board resolution, checks, drafts, promissory notes, orders of the payment of money, and other evidence of indebtedness of the Corporation may be signed by the Chair, the Chair-elect, the Treasurer, the Secretary, or the Corporation's School Director.

4. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate and shall be disbursed under such general rules and regulations as the Board of Directors may from time to time determine.

5. Corporate Seal. The Corporation shall not have a corporate seal.

6. Documents Kept at Registered Office. The Board of Directors shall cause to be kept at the registered office of the Corporation, and posted on the Corporation's web site, originals or copies of:

a. Records of all proceedings of the Board of Directors and all Board committees;

b. Records of all votes and actions of the Directors;

c. All financial statements of the Corporation; and

d. Articles of Incorporation and Bylaws of the Corporation and all amendments and restatements thereof.

ARTICLE XV:
ADOPTION AND AMENDMENT OF BYLAWS

The Corporation's governance model as set forth in these bylaws and/or otherwise required by law may be changed only by a majority vote of the Board of Directors and otherwise in accordance with applicable law. Any change in board governance shall conform to the board structure set forth in Minn. Stat. Section 124E.07, as amended (or successor statute).

ARTICLE XVI:
MISCELLANEOUS PROVISIONS

1. Construction and Definitions. These Bylaws shall be construed to conform to the laws of the State of Minnesota.

2. Force Majeure. The Board of Directors may waive or modify provisions of these Bylaws to the extent reasonably necessary or prudent to enable the School and the Board of Directors to carry on with business operations or governance in times of war, famine, extreme weather, pandemic, or similar occurrences.

3. Interpretation. Any provision of these Bylaws which turns out to be prohibited or unenforceable under Minnesota law shall be ineffective to the extent of such prohibition or unenforceability without invalidating any other provision of the Bylaws. These Bylaws shall also be construed in a manner which renders their provisions valid and enforceable to the maximum extent (not exceeding their express terms), under applicable law.

ACKNOWLEDGMENT

The undersigned officer of this Corporation, does hereby certify that the foregoing Bylaws, including the attached conflict of interest policy, were adopted as the complete Bylaws of this Corporation by its Board of Directors by resolution at a meeting dated March 31, 2020.

	_____ Secretary

EXHIBIT A

CONFLICT OF INTEREST ANNUAL DISCLOSURE STATEMENT

1. I am a member of the Board of Directors, a member of a committee with Board- delegated duties, or an Officer of New Heights Schools, Inc. (the "Corporation").

2. I have received a copy of the current Conflict of Interest Policy adopted by the Corporation.

3. I have read and I do understand the Policy.

4. I agree to comply with the Policy.

5. I understand that the Corporation is a Minnesota public (charter) school and charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes. I agree to refrain from any conflicts of interest or appearance of conflicts of interest between the Corporation and myself, and to disclose any such conflicts of interest or appearance of conflicts of interests prior to any decision by the Board of Directors or any committee of the Corporation.

_____I am not aware of any conflict of interest.

_____I have, or potentially have, a conflict of interest in the following area(s):

_____

_____

_____

_____

_____

_____

_____

_____

Name:_____ Signature:_____

Date:_____

EXHIBIT B

CONFLICT OF INTEREST POLICY

1. Purpose. The purpose of this policy is to observe state statutes regarding conflict of interest for charter school board members and to engage in charter school business activities in a fashion designed to avoid any conflict of interest or the appearance of impropriety.

2. General Statement of Policy. It is the policy of the charter school board to contract for goods and services in conformance with statutory conflict of interest laws and in a manner that will avoid any conflict of interest or the appearance thereof.

3. Conflict of Interest, Statutory Requirements. The board will update this policy regularly to ensure compliance with the current Minnesota statutory requirements regarding conflict of interest (Minn. Stat. §124E.07, subd.3 and 124E.14, which read as follows:

124E.07 Subd. 3(b) and (c)

Membership Criteria

(b) An individual is prohibited from serving as a member of the charter school board of directors if (1) the individual, an immediate family member, or the individual's partner is a full or part wner or principal with a for-profit or nonprofit entity or independent contractor with whom the charter school contracts, directly or indirectly, for professional services, goods, or facilities; or (2) an immediate family member is an employee of the school. An individual may serve as a member of the board of directors if no conflict of interest exists under this paragraph, consistent with this section.

(c) A violation of paragraph (b) renders a contract voidable at the option of the commissioner or the charter school board of directors. A member of a charter school board of directors who violates paragraph (b) is individually liable to the charter school for any damage caused by the violation.

124E.14 Conflict of Interest

(a) No member of the board of directors, employee, officer, or agent of a charter school shall participate in selecting, awarding, or administering a contract if a conflict of interest exists. A conflict exists when:

(1) the board member, employee, officer, or agent;

(2) the immediate family of the board member, employee, officer, or agent;

(3) the partner of the board member, employee, officer, or agent; or

(4) an organization that employs, or is about to employ any individual in clauses (1) to (3).

Has a financial or other interest in the entity with which the charter school is contracting. A violation of this prohibition renders the contract void.

(b) The conflict of interest provisions under this section do not apply to compensation paid to a teacher employed as a teacher by the charter school or a teacher who provides instructional services to the charter school through a cooperative formed under chapter 308A when the teacher also serves on the charter school board of directors.

4. General Prohibitions and Recognized Statutory Exceptions. A Director shall not voluntarily nor knowingly have a personal financial interest in any contract between the Corporation and any entity that provides good, professional services, or facilities to the Corporation.

5. Determination as to Whether a Conflict of Interest Exists. The determination as to whether a conflict of interest exists is to be made by the BOD. Any BOD member who believes he or she may have an actual or potential conflict shall notify the BOD of such conflict immediately. The BOD member shall thereafter cooperate with the BOD as necessary for the BOD to make its determination.