

AMENDED BYLAWS OF
THE BDOLE LEARNING CENTER

This instrument constitutes the Amended Bylaws of The Bdote Learning Center ("School"), a Minnesota nonprofit corporation, incorporated on July 7, 2010, Corporate Charter Number 3906101-2, pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statute, Chapter 317A. The Bylaws originally adopted by the Corporation's duly organized Board of Directors are hereby amended in their entirety and replaced by the text as set forth below.

ARTICLE I
NAME AND PURPOSE

The name of this Minnesota Nonprofit Corporation, organized pursuant to Minnesota Statute 124D.10, is The Bdote Learning Center. Its purposes shall be to manage, operate, guide, direct and promote a public charter school, The Bdote Learning Center, and related educational activities as more fully set forth in the Corporation's Articles of Incorporation.

ARTICLE II
OPERATIONS

The Corporation shall conduct its operations in accordance with the requirement of the Minnesota Charter School Statute, Minn.Stat. 124D.10, or any successor statutes.

ARTICLE III
BOARD OF DIRECTORS

Section 1 - General Powers. The affairs of the Corporation shall be governed by its Board of Directors. Except as limited by the Corporation's Articles of Incorporation, these Bylaws, and the Minnesota statutes under which this Corporation is organized, the Board shall have the power and authority to do all acts, and perform all functions, that the Corporation may do or perform. The Board shall be responsible for overall policy and direction of the Corporation, and shall delegate responsibility for day-to-day operations to the staff and committees. In addition to the powers expressly conferred upon it by these Bylaws, the Board may exercise all powers allowed by law.

Section 2 - Size. The Board of Directors shall consist of not fewer than nine (9), nor more than twelve (12) unrelated adults, two-thirds (2/3) of whom must be of American Indian heritage.

Section 3 - Founding Board Members. Upon adoption of these Amended Bylaws, those Directors previously selected pursuant to the Corporation's Bylaws as originally in force ("Founding Board Members") shall continue to serve, subject to resignation or removal, until the annual meeting of the Corporation's Board of Directors in October 2016. If a Board member resigns, dies, or is removed, the Board shall determine whether to appoint a replacement or leave the Board seat open until the appropriate election.

Section 4 - Board Composition. Following the Annual Meeting of the Board of Directors in October 2015, the Board shall at all times include at least one licensed teacher employed at the School, at least one parent or guardian of a student enrolled in the School who is not an employee of the School, and at least one interested community member who is not employed by the School and does not have a child enrolled in the School.

Section 5 - Election. Commencing in October 2016, Directors shall be elected by the staff members employed at the Corporation's Charter School, including teachers, together with all parents or legal guardians of children enrolled in the School and current members of the Board ("Voters"). The Board Secretary shall notify eligible voters in writing, via hand delivery, U.S. Mail, or email, of the Board election dates at least thirty (30) days before the election. Notice of election dates shall also be posted at the website of the Corporation's Charter School.

Section 6 - Term. Directors, except as otherwise set forth in these Bylaws, shall be elected for a staggered term of three (3) years, and shall assume office upon election, if qualified. Directors shall hold office until expiration of the term and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the Director.

Section 7 - Initial Elections. Prior to the annual meeting of the Board of Directors in October 2016, the Founding Directors shall designate one-third (1/3) of Board positions as Class I positions. These Board positions shall be up for election in October 2016 for a three (3) year term of office. The Founding Directors shall also designate one-third (1/3) of the Board positions as Class II positions. These positions shall be up for election for three (3) year term in October 2016. In addition, the founding Board of Directors shall designate one-third (1/3) of the Board positions as being Class III positions. These positions shall be filled via election in October 2017.

Section 8 - Service on Board. After the aforementioned terms are completed, all succeeding Directors, unless otherwise provided herein, shall serve a three (3) year term until a successor has been duly elected and qualified or until the Director dies, resigns, or is removed.

Section 9 - Selection of Replacement Board Directors. Should a Director position be vacated, the Board may choose to appoint a replacement to serve until the next scheduled Board election or to leave the seat open until the next scheduled Annual Meeting, provided total Board is not fewer than five. At said Annual Meeting, Voters shall elect an individual to serve the remaining term of the vacated office, of one or two years; or where the term is completed, to elect a Director to serve three (3) years.

Section 10 - Filing. The School shall file with the Authorizer specification concerning any changes as to the Directors serving upon the Board.

Section 11 - Background Check. Prior to the time new Board Directors are seated, the Corporation shall cause to be conducted a criminal background check identical to those required by Minnesota Statute 123B.03, subd 1. The Board will certify to the Authorizer that background checks have been completed and, consistent with data practices law, will provide the Authorizer any adverse information that is revealed as part of the background checks. The Authorizer shall evaluate, on a case-by-case basis, membership on the Board in those instances where the background check revealed adverse information.

Each Board Member will submit to the Authorizer a signed agreement stating they will comply with all required federal and state laws governing organizational, programmatic, and financial requirements applicable to charter schools.

Section 12 - Nomination Process. At least twenty (20) days prior to the Corporation's Annual Meeting, the Board, or its committee, shall solicit nominations for all positions that are to be filled at the forthcoming Annual Meeting. The Board will compile and distribute a list of qualified nominees at least seven (7) days prior to the Annual Meeting to each eligible voter. The list of qualified nominees shall also be posted at the website of the Corporation.

Section 13 - Election Procedure. Election procedures shall comply with Minnesota Statute 124D.10.

ARTICLE IV BOARD MEMBER TRAINING

Board Directors shall attend annual training, throughout the Director's term, on Board governance, including training on the Board's role and responsibilities, financial management and employment policies, and practices consistent with Minnesota Statute 124D.10 subd. 4(f). A Board Member who does not begin the required training within six (6) months of being seated and complete the required training within twelve (12) months of being seated on the Board is ineligible to continue to serve as a Board Member, and said position shall be deemed vacant.

ARTICLE V MEETINGS

Section 1 - Regular Meetings. Regular Meetings of the Board shall be scheduled to be held at least once per month. The Secretary shall send notice of the regular meeting to each Director at least seven (7) days before the date upon which the meeting is to be held. Notice shall be given in person, via U.S. Mail, or via electronic mail. In addition, a schedule of Regular Meetings shall be kept on file at the School's primary office to provide proper notice to the public.

Section 2 - Annual Meetings. The Board shall hold an Annual Meeting in October of each year, at a date and time set by the Board for the purpose of electing Directors and to conduct such other business as may become before the Board. The Secretary shall send out Notice of the Annual Meeting at least thirty (30) days in advance to all individuals entitled to vote for Directors, and to all serving Directors, specifying the date, time, and location of the Annual Meeting and further specifying that elections of Directors to serve on the Board shall be held. Said notice shall also be posted at the website of the Corporation's Charter School. The Annual Meeting shall be held at the Charter School location or such other accessible location located within the metropolitan Twin Cities, Minnesota area.

Section 3 - Delayed Meeting. If for any reason a Regular Meeting or an Annual Meeting is not held as specified above, such meeting may be called and held as a delayed meeting with notice being sent out to

those entitled to receive notice of the subject meeting at least seven (7) days prior to said meeting. Said notice shall also be posted at the website of the Corporation's Charter school.

Section 4 - Special Meeting. Special Meetings of the Board may be held at any time scheduled by the Board during a previous meeting, or as called by two Officers, or any four Directors of the Corporation. Notices shall be sent to all Directors specifying the purpose, or purposes, of the Special Meeting with such advance Notice being made, if feasible, seven (7) days before the scheduled meeting, or if such Notice is not feasible, then with as much advance notice as is practical under the circumstances. Notice shall be provided in person, via U.S. Mail, or via electronic mail. In addition, the School shall post written notice of the date, time, place and purpose of the meeting on the principal bulletin board of the School, or if the School has no principal bulletin board, on the door of its usual meeting room. Said notice shall also be posted at the website of the Corporation's Charter school.

Section 5 – Quorum; Proxies. At any meeting of the Board, a majority of the Directors then holding office shall be necessary and sufficient to constitute a quorum for the transaction of business. Except where otherwise required by statute or provided in these Bylaws, the affirmative vote of a majority of the Directors present at a meeting at which there is a quorum is sufficient for any action. Appointment of a personal proxy or vote by proxy is not permitted.

Section 6 - Order of Business at Annual Meeting. The order of business at the Annual Meeting of membership shall be as follows:

- (a) Roll call;
- (b) Reading notice and proof of mailing;
- (c) Reading of minutes of last preceding meeting;
- (d) Report of Board Chair-President;
- (e) Report of Secretary;
- (f) Report of Treasurer;
- (g) Election of Directors;
- (h) Transaction of other business mentioned in the notice; and
- (i) Adjournment.

Provided that, in the absence of any objection, the presiding officer may vary the order of business at his or her discretion.

ARTICLE VI RESIGNATION AND REMOVAL

Section 1 - Removal. Any Director may be removed at any time, upon just cause, by the affirmative vote of a majority of the Board of Directors then serving in office, at a Regular, Special, or Annual Meeting for which written notice of at least fourteen (14) days has been provided to each sitting Director.

Section 2 - Resignation. Any Director or Officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the Chairperson or the Secretary. An acceptance of a resignation shall not be necessary to make it effective.

ARTICLE VII OFFICERS

Section 1 -Appointment of Officers. The Officers of the Corporation shall be appointed by the Board each year at its Annual Meeting from among the Directors serving on the Board. The officers shall include Chairperson, Vice Chairperson, Secretary, and Treasurer. Officers shall be persons who are adults.

Section 2 - Other Officers. The Board may appoint such other Officers and agents as it shall deem appropriate, who shall hold their offices for such terms, exercise such powers, and perform such duties as shall be determined by the Board.

Section 3 - Removal. Any Officer appointed by the Board may be removed, with or without cause, by the affirmative vote of a majority of the sitting Directors present at a meeting at which a quorum is present and for which notice stating the purpose of the meeting has been given to each sitting Director at least fourteen (14) days in advance of the meeting date. Said notice shall also be posted at the website of the Corporation's Charter school.

Section 4 - Resignation. Any officer may resign at any time. Such resignation shall be made in writing, including by electronic means, to the Chairperson or Secretary of the Corporation and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the Chairperson or Secretary. The Board acceptance is not required to make the resignation effective.

Section 5 - Vacancy. If any Officer of the Corporation ceases to serve by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the Board may appoint a successor.

Section 6 - Chairperson. The Chairperson shall:

- (a) Act as the Chairperson of the Board and exercise the functions of the Chairperson of the Corporation;
- (b) Preside at all meetings of the Board;
- (c) 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;
- (d) Sign and deliver, in the name of the Corporation, all deeds, mortgages, bonds, contracts or other instruments requiring an Officer's signature, unless otherwise directed by the Board;
- (e) Have the general powers and duties usually vested in the Chairperson; and
- (f) Have such other powers and perform such other duties as are prescribed by Minnesota Statute Section 317A.305, subd. 2 and such duties as the Board may from time to time prescribe.

Section 7 - Vice Chairperson. The Vice-Chairperson shall:

- (a) Exercise the functions of the Office of the Chairperson of the Corporation; common in the absence of the Chairperson;
- (b) Preside at all meetings of the Board, in the absence of the Chairperson;

- (c) 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 as directed by the Board, in the absence of the Chairperson;
- (d) Sign and deliver, in the name of the Corporation, all deeds, mortgages, bonds, contracts or other instruments requiring an Officer's signature, unless otherwise directed by the Board, in the absence of the Chairperson;
- (e) Have the general powers and duties usually vested in the Office of the Chairperson, in the absence of the Chairperson; and
- (f) Have such other powers and perform such other duties as are prescribed by Minnesota Statutes and as the Board may from time to time prescribe.

Section 8 -Treasurer. The Treasurer shall:

- (a) Keep accurate accounts of all monies of the Corporation received and disbursed;
- (b) Oversee 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 shall from time to time designate;
- (c) Have the care and custody of the corporate funds and securities;
- (d) Have the power to endorse for deposit all notes, checks, and drafts received by the Corporation at the direction of the Board;
- (e) Disburse the funds of the Corporation as ordered by the Board, making proper vouchers therefore;
- (f) Render to the Board Chairperson and the Board, whenever required, an account of all the transactions as Chief Financial Officer and of the financial condition of the Corporation; and
- (g) Perform such other duties and have such powers as may from time to time be prescribed by the Board.

Section 9 - Secretary. The Secretary shall:

- (a) Attend all meetings of the Board and all committees as required;
- (b) Record all proceedings in the Minutes of the Board and committees in a book; to be kept for that purpose;
- (c) Preserve all documents and records belonging to the Corporation;
- (d) Give or cause to be given notice of all meetings of the Board and its committees;
- (e) Give or cause to be given advance notice of all Board elections; and
- (f) Perform such other duties as may be prescribed by the Board.

ARTICLE VIII BOARD ENTITIES

Section 1 – Governance Committee. A Governance Committee consisting of the Chairperson, Vice Chairperson, Secretary and Treasurer, shall be maintained by the Board and shall be authorized to act for the Board in such matters as the Board may direct during intervals between Board meetings. The Governance Committee shall, at all times, be subject to control and direction of the Board and shall render to the Board complete reports of its actions. A quorum of the Governance Committee shall be a majority of its members.

Section 2 - Committees. The Board of Directors shall appoint such standing permanent Committees and such temporary ad hoc committees, and appoint the members thereof, as may be reasonably necessary to

assist in the operation of the Corporation's affairs. Each Committee shall determine its own manner of meetings, notice, quorum and like matters.

Section 3 - Board of Advisors. The Board of Directors may formulate a Board of Advisors, and appoint designated individuals thereto for such terms as may be specified. The Board of Advisors shall consist of persons with experience and expertise in School operations and other School concerns as determined by the Board of Directors. Members of the Board of Advisors may speak at Board meetings, but shall not be entitled to vote.

ARTICLE IX CONFLICT OF INTEREST.

An individual, other than a teacher employed by the School, is prohibited from serving on the Board if he or she or an immediate family member, is an owner, employee or agent of, or a contractor with a for-profit or nonprofit entity with whom The Bdote Learning Center contracts, on a significant ongoing basis, directly or indirectly, for professional services, goods or facilities. No member of the Board, employee, Officer or agent of The Bdote Learning Center shall participate in selecting, awarding or administering a contract if a conflict of interest exists. All provisions of Minnesota Statute 124D.10 subd. 4a shall apply.

ARTICLE X AUTHORIZER

Section 1 - Name; Term. The selected authorizer for Bdote Learning Center shall be Innovative Quality Schools through June 30, 2018. A performance evaluation shall be prepared prior to any renewal of the contract between the Parties. The Authorizer may determine not to renew the contract at the end of term for good cause or may unilaterally terminate the contract during the term for good cause. The Corporation in renewing the Authorizer, or selecting a new Authorizer, shall comply with the requirements set forth within Minnesota Statutes.

Section 2 - Contract with Authorizer. A written contract shall be entered into between the Corporation and the Authorizer. The contract shall be completed within forty five (45) business days of the approval by the Minnesota Commissioner of Education ("Commissioner") of the Affidavit submitted by the Authorizer. The Authorizer shall submit to the Commissioner a copy of the signed contract within ten (10) business days of its execution. The contract shall contain specification of all items as set forth within Minn. Stat. 124D.10, subd. 6, paragraphs 1 through 14 and shall additionally address such items as are found to be necessary and appropriate by the Authorizer and the Board of Directors.

Section 3 - Duties. The Corporation shall enter into such a contract with the authorizer which shall define responsibilities and obligations of each party. The Authorizer shall perform the duties, approvals, and evaluations as set forth within the Minnesota Charter Schools Statute, Minn.Stat. 124D.10, and such other functions as may be contained within the Contract by and between the Corporation and the Authorizer.

Section 4 - Reports. Bdote Learning Center will file reports with the Authorizer regarding the program and financial status of the School. The Authorizer will provide a format and a timeline for these reports.

Section 5 - Access to Information. Consistent with the provisions of Minnesota Statute Section 13.05, subd. 6(c), the School will provide the Authorizer with, and permit prompt and reasonable access to any, School information requested by the authorizer.

Section 6 - Other Reports. The Corporation and the Authorizer shall file reports with the Minnesota Commissioner of Education consistent with the procedures established by the Commissioner.

Section 7 - Violations of Law. The Corporation shall promptly notify the Authorizer of all complaints alleging that a violation of state and federal law or regulation has been committed by the Corporation's Charter School, unless such reporting would be in non-compliance with a state or federal law. The Corporation shall provide the Authorizer with copies of all documents that come to its attention regarding the investigations, findings, conclusions, required action or any other information regarding such complaints.

ARTICLE XI ADMINISTRATIVE, SUPERVISORY, AND INSTRUCTIONAL

QUALIFICATIONS AND DUTIES

Section 1- Qualifications. The Board of Directors shall establish qualifications for persons that hold administrative, supervisory, and instructional leadership roles in the Charter School operated by the Corporation. Said qualifications shall be established for the services specified at Minn. Stat. 124D.10, subd. 11(b) and for such other job classifications as the Board deems appropriate

Section 2- Startup Coordinator. The Board shall select a Startup Coordinator to supervise, under direction by the Board, the development of the Corporation's Charter School until such time as the School hires its first permanent School Director.

Section 3 - Administrator. The Board shall select an Administrator to supervise and direct the day-to-day operations of the Corporation's Charter School. Said Administrator may be authorized to exercise hiring authority as to specified non-supervisory employees, and may, upon Board resolution, be extended authority to enter into contracts for operational purposes that provide for expenditures of up to five thousand dollars (\$5,000.00). The Administrator shall possess check signing authority as to sums up to five hundred (\$500.00) dollars for operational purposes, and may be delegated by Board Resolution, check signing authority of up to five thousand dollars (\$5,000.00).

ARTICLE XII ACCOUNTING AND AUDIT

Section I - Accounting System. The Board shall cause to be established and maintained, in accordance with generally accepted standards of fiscal management applied on a consistent basis, an appropriate accounting and financial reporting system for the Corporation. The Board shall cause the records and

books of account of the Corporation to be audited as it may seem necessary or appropriate, but at least annually, and may retain such person or firm for such purposes as it may deem appropriate.

Section 2 - Financial Reports. The Corporation shall provide the Authorizer a copy of the annual budget for review and comment prior to its approval by the Board. The Corporation shall also provide the Authorizer periodic reports of the financial status of the School.

Section 3 - Accounting Principles. The Corporation shall utilize the UFARS financial accounting principles and methods. Accounting shall comply with MARSS requirements. All accounting records shall be audited annually by a public accounting firm engaged by the Board.

Section 4 - Financial Management. If the Corporation does not directly manage the financial operations of the Charter School, the Board shall request bids for the financial management of the School. The Board will review decisions regarding the award to assure no conflicts of interest exist and that the contract is in the best interests of the Corporation.

Section 5 -Audits. The Corporations shall comply with the financial audits, audit procedures, and audit requirements set forth within the Minnesota Charter School Statute, Minn. Stat. 124D.10. The Corporation shall provide the Minnesota Commissioner of Education and the Authorizer with a final audit and any management letters provided by the auditor. As provided by Minnesota Statute 124.D.10 subd. 6a, if the audit presents findings that a material weakness exists in the financial reporting systems the Corporation shall submit a written report to the Minnesota Commissioner of Education explaining how the material weakness will be resolved in accordance with the procedures set by the Commissioner. The report to the Commissioner will also be provided to the Authorizer.

Section 6 - Financial Records Available to Authorizer. The School shall make available for review by the Authorizer all financial records at such times as requested by the Authorizer.

ARTICLE XIII INDEMNIFICATION

To the full extent permitted by the Minnesota Nonprofit Corporation Act, or any amendment thereof and by other provisions of law, each person who is a party or is threatened to be made a party to any proceeding, wherever and by whosoever brought (including any proceeding by or in the right of the Corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the Corporation, or that he or she is or was serving at the specific request of the Board as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against all reasonable expenses, including attorneys' fees and disbursements, judgments, penalties, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided herein shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure

to the benefit of such person and his or her heirs, executors and administrators, with respect to activities of such person during the period he or she acted as a Director, officer, employee or agent of the Corporation, and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this Bylaw.

ARTICLE XIV CONTRACTS, CHECKS, BANK ACCOUNTS. ETC.

Section 1 - Contracts. The Board of Directors may, except as set forth herein, authorize any Office or Officers, agent or agents, of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Any such authority shall be confined to specific instances and, unless so authorized by the Board of Directors, no Officer, agent or employee shall have any power or authority to bind the Corporation, by any contract or engagement, to pledge its credit, or to render it liable pecuniarily of any purpose or for any amount. Provided, nevertheless, that the Board of Directors may grant such general authority to the Chairperson of the Board, the School Administrator, or to any combination of two (2) or more members of the Executive Committee as it deems necessary. Provided further, that the Board of Directors may grant authority to the Administrator of the Corporation's Charter School to enter into contracts for operational purposes that provide for expenditures of up to five thousand (\$5,000.00) dollars.

Section 2 - Loans. No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

Section 3 - Banking. The Board of Directors may grant authority to specified officers or Administrator, to individually sign checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation of up to five hundred (500.00) dollars. All checks, drafts, or other orders of the payment of money, notes, or other evidence of indebtedness issued in the name for the Corporation in excess of five hundred dollars (\$500.00) shall be signed by Board authorized signatories. At least two (2) signatures shall be required at all times upon all checks, drafts, etc. in excess of five hundred dollars (\$500.00) issued in the name of the Corporation. Notwithstanding the above, the Board of Directors may delegate to the Administrator of the Corporation's Charter School, check signing authority for operational purposes as to sums of up to five thousand (\$5,000.00) dollars.

ARTICLE XV DOCUMENTS KEPT AT REGISTERED OFFICE

The Board shall cause to be kept at the registered office of the Corporation, original or copies of:

- (a) Approved minutes and records of all proceedings of the Board and all Committees;
- (b) Records of all votes and actions of the members;
- (c) All financial statements of this Corporation; and
- (d) Articles of Incorporation and Bylaws of this Corporation and all amendments and restatements thereof.

**ARTICLE XVI
WEBSITE**

The Corporation shall maintain a website accessible to the public upon which general information associated with the Corporation, and its Charter School, shall be posted. The information posted shall include but not be limited to the following:

- (a) Minutes of meetings of the Board of Directors and Board authorized Committees dating back for at least one calendar year;
- (b) Directory information for members of the Board of Directors and of members of Committees having Board delegated authority;
- (c) Identification and contact information for the School's Authorizer;
- (d) Identification information as to School Officials, Teachers and employees;
- (e) Information concerning upcoming scheduled Board and Committee meetings;
- (f) Schedule of School dates and hours.

**ARTICLE XVII
PUBLIC INFORMATION**

The Corporation shall make available for examination by the public during normal business hours, and upon 48-hour notice, the following:

- (a) Such information and documents as may be posted on the School's website;
- (b) Financial statements showing all operations and transactions affecting income, surplus, and deficits during the School's last annual accounting period;
- (c) A balance sheet summarizing assets and liabilities of the Corporation on the closing date on the last annual accounting period.

**ARTICLE XVIII
CHANGE OF GOVERNANCE MODEL**

The Governance Model associated with the Corporation may be changed only upon:

- (a) A majority vote by the Board of Directors at a properly convened Regular Special or Annual Meeting at which the Directors have received notice of at least fourteen (14) days specifying proposed changes in the Corporation's Governance Model, and;
- (b) A majority vote of the licensed teachers employed by the School (including licensed teachers providing instruction under a contract between the School and the Corporation), and
- (c) Approval of the Authorizer.

Should a change in the Governance Model require amendment to these Bylaws or the Articles of Incorporation of the Corporation provisions associated with said amendment must be observed.

**ARTICLE XIX
CEASATION OF OPERATIONS, LIQUIDATION AND DISTRIBUTION**

Section 1 - Right to Cease Operations and Distribute Assets. By a two-thirds (2/3) vote of all serving Directors, the Board may resolve that the Corporation cease operations and voluntarily dissolve. Such resolution shall set forth the proposed dissolution and direct designated officers of the Corporation to perform all acts necessary to affect dissolution. Written notice at least thirty (30) days before any vote upon such a resolution shall be sent to all Directors, the Authorizer, and all those entitled to vote for Directors, and shall state that the purpose of the meeting shall be to vote upon the dissolution of the Corporation.

If such cessation and distribution adopted by resolution, the Board shall set a date for commencement of the distribution.

Section 2 - Distribution. In the event of liquidation, dissolution or winding up the Corporation, whether voluntary or involuntary, or by operation of law, except as to the extent these provided or required by law, the remaining property and assets of the Corporation shall be distributed to one or more funds, foundations, or corporations organized and operated exclusively for one or more of the exempt purposes described in Section 501(c)(3) of the IRS Code, with preference being given to another charter school offering a similar student population, to the Federal Government, or to one or more State or Local Governments for a public purpose, all as the Directors of the Corporation determine is best suited to carry out the purposes for which the Corporation was formed. No Officer or Director of the corporation shall be entitled to share in the distribution of the corporate assets.

Section 3 - Cessation. When cessation of operations and distribution of assets has been directed by resolution, the Board and the designated Officers shall cause the Corporation to discontinue its regular business activities and operations as soon as practicable, and shall liquidate and distribute all the Corporation's assets to other entities in accordance with Minnesota Statutes and in accordance with the Articles of Incorporation. Notice of intent to dissolve shall be filed with the Minnesota Secretary of State pursuant to Minnesota law.

ARTICLE XX AMENDMENTS

These Bylaws may be amended by the affirmative vote of a majority of sitting Directors at a meeting at which a quorum is present, and for which notice, stating a purpose of the meeting is amendment of the Bylaws, has been given to each sitting Director at least twenty (20) days in advance. Notice shall also be given at least ten (10) days in advance to the Authorizer, of any proposed amendments to the Bylaws prior to adopting any changes. No vote shall be taken by the Board as to a proposed amendment until the Authorizer has had the opportunity to present its review as set forth below. At its discretion, the Authorizer may provide review and comment on the proposed amendments at or before the Board meeting at which proposed amendments are to be discussed and voted upon. The Corporation shall not adopt Bylaw amendments affecting the governance structure of the Corporation without prior approval of the Authorizer except as provided herein. If the Authorizer does not issue its review of Bylaw amendments affecting the governance structure of the Corporation within thirty (30) days, the School may proceed with its proposed amendment unless the Authorizer requests an additional fifteen (15) days for the review which shall be granted by the School.

**ARTICLE XXI
TERMINOLOGY**

All references in these Bylaws to a party in the masculine shall include the feminine. All references in the plural shall, where appropriate, include the singular, and all references in the singular shall, where appropriate, be deemed to include the plural.

CERTIFICATE

The foregoing Bylaws of The Bdote Learning Center were adopted by the Board of Directors of the corporation effective the 24th day of October 2013, and amended, reviewed and approved on Monday, January 22, 2018.

Louise Matson, Board Chair