

BYLAWS OF FRIENDS SCHOOL OF MINNESOTA

ARTICLE I MEMBERSHIP

Section 1.1 NO MEMBERS. The Corporation will have no members.

ARTICLE II SCHOOL COMMITTEE

Section 2.1 AUTHORITY. The Board of Directors of the Corporation, hereby designated as the “School Committee,” has full authority to manage and control the business and affairs of the Corporation, including the employment of the Head of School, determination of policy, financial management of funds, and performance of such other duties as may be prescribed by the Articles of Incorporation of the Corporation, these Bylaws, and applicable law.

Section 2.2 SELECTION OF SCHOOL COMMITTEE MEMBERS. The School Committee consists of not fewer than sixteen (16) nor more than twenty-one (21) people, chosen for staggered three-year terms. The School Committee consists of the Clerk, the Assistant Clerk, the Recording Clerk, the Treasurer, and no more than seventeen (17) members at large. The Committee on Trustees (described in Section 4.2 below) will nominate a slate of new members of the School Committee (including Officers) to be approved or rejected by the School Committee at its annual meeting and the School Committee approves or rejects each nominee at the annual meeting. At least half of the members of the School Committee must be members or active attenders of a monthly meeting of the Religious Society of Friends (Quakers).

Section 2.3 TERM OF OFFICE. Each School Committee member serves for a term of three years, except where selected to fill an unfinished term. Each member serves until her or his successor is nominated and confirmed or until the earliest of such member’s death, resignation, or removal. All terms (except for those of members selected to fill unfinished terms) begin at the first regular meeting of the School Committee that follows the annual meeting. A School Committee member may serve no more than six years consecutively, but may be reappointed after a one-year absence from the School Committee.

Section 2.4 VACANCIES. The School Committee fills all vacancies on the School Committee. Following the occurrence of a vacancy, the Committee on Trustees will nominate a successor member. At the next regular meeting of the School Committee (or at a special meeting called for such purpose) following the nomination by the Committee on Trustees, the School Committee will consider and then subsequently approve or reject the nominee to fill the vacancy. The nomination will be discussed at the meeting and then laid

over for seasoning. If the School Committee approves the nominee, the new member will serve for the unexpired term of her or his predecessor.

Section 2.5 ANNUAL MEETING. The School Committee will hold an annual meeting in May of each year for these purposes: the Clerk, the Head of School, and the Treasurer will summarize the year's work; the School Committee will approve the slate of new members of the School Committee and new Officers, if any; and the School Committee will consider proposed changes in the Bylaws, if any. The annual meeting marks the end of the year for the terms of service of School Committee and Executive Committee members.

Section 2.6 REGULAR MEETINGS. As soon as practicable after each annual meeting of the School Committee, and in any case no more than thirty (30) days after such annual meeting, the School Committee will hold a regular meeting to transact such business that properly comes before the School Committee. The School Committee will hold additional regular meetings at such time and place as agreed to by the School Committee, provided, however, that the School Committee must hold at least six (6) regular meetings during each fiscal year.

Section 2.7 SPECIAL MEETINGS. The Clerk or any three School Committee members may call for special meetings of the School Committee, which will be held at such time and place and for such purpose as may be designated in the notice of such meeting.

Section 2.8 NOTICE OF MEETINGS. The Clerk or the Recording Clerk will give written notice of each regular or special meeting of the School Committee to each School Committee member at least five (5) days prior thereto, unless waiver of notice is given by all School Committee members.

Section 2.9 QUORUM. A majority of the members of the School Committee constitutes a quorum for the transaction of business at any meeting of the School Committee.

Section 2.10 CONDUCT OF MEETINGS.

(a) The School Committee will conduct all of its meetings in the manner of Quaker meetings for business, in which decisions are reached through a Spirit-led sense of the meeting.

(b) Each School Committee meeting begins and ends with a short period for worship. Following the initial period of worship, the School Committee will adopt an agenda for the meeting.

(c) Except for written actions taken in accordance with Section 8.6, the School Committee may only take official action in accordance with the sense of the meeting, which sense will be stated by the presiding Clerk to the School Committee. In situations in which the deliberations have been complex or controversial, at the end of the deliberations the Recording Clerk will write and then read a minute stating the sense of the meeting (a "Minute") and the School Committee will then

approve the Minute at the meeting. In any event, the reporting of the sense of the meeting in a written Minute is an integral part of the decision-making process.

(d) Members of the School Committee may participate in meetings of the School Committee by remote communications and such participating members are present for quorum and decision-making purposes. "Remote communications" means communications by electronic means (including telephone, video, and internet communications) whereby members may communicate with each other on a substantially simultaneous basis. The Corporation is not required to provide the facilities for remote communications, but may do so at its discretion.

Section 2.11 MINUTES. The Recording Clerk will record the proceedings of each School Committee meeting in Minutes to be circulated prior to the next meeting of the School Committee. The School Committee will correct the Minutes, if necessary, and approve them at its next meeting.

Section 2.12 ABSENTEEISM. The School Committee functions as a working committee and regular attendance is expected. In the event that a member of the School Committee is absent for three consecutive meetings of the School Committee, the remaining members may declare his or her seat vacant after reviewing any extenuating circumstances and start the process for the appointment of a replacement.

Section 2.13 REMOVAL. Any member of the School Committee may be removed with or without cause by action of the remaining members of the School Committee.

Section 2.14 RESIGNATION. Any member of the School Committee may resign at any time by giving notice to the School Committee, the Clerk, or the Recording Clerk. The resignation will be effective upon receipt thereof or at such subsequent time as may be specified in the notice of resignation. Unless otherwise specified therein, the acceptance of such resignation is not necessary to make it effective.

Section 2.15 WRITTEN ACTIONS. Any action that is required or permitted to be taken by the School Committee may be taken by written action consented to by the number of School Committee members required for a quorum and without objection by a School Committee member, all as provided in Section 8.6.

ARTICLE III OFFICERS

Section 3.1 OFFICERS. The officers of the Corporation are the Clerk, Assistant Clerk, Recording Clerk, Treasurer and such other officers as the School Committee deems appropriate.

Section 3.2 CLERK. The Clerk presides at all meetings of the School Committee; sees that all orders, resolutions or decisions of the School Committee are carried out; and is the liaison between the School Committee and the various constituents of the school

community, assisting members in working in the Quaker spirit for the betterment of the school and for the betterment of the quality of life and education provided by the school. The Clerk exercises the function of the office of the president of the Corporation as required by Minnesota law and has all duties and powers vested in the office by law.

Section 3.3 ASSISTANT CLERK. The Assistant Clerk performs such duties as the School Committee or the Clerk request or delegate. In the event of premature vacancy in the office of Clerk, the Assistant Clerk will temporarily perform the duties of Clerk, until such time as the vacancy is filled.

Section 3.4 RECORDING CLERK. The Recording Clerk records and maintains the proceedings of the School Committee meetings, noting all action approved or taken as determined by the sense of the meeting. She or he is the custodian of all books and records. She or he will maintain a minute book including all Minutes approved by the School Committee and will note in the minute book all Minutes which have been amended or repealed by subsequent Minutes. The Recording Clerk may delegate her or his duties to others, but she or he remains responsible for the performance of the duties. In the absence of the Recording Clerk, an acting recording clerk may be appointed to perform all duties of the Recording Clerk during the absence.

Section 3.5 TREASURER. The Treasurer, under the direction of the School Committee, has charge of the funds of the Corporation and oversees the maintenance of the budget and financial records. The Treasurer exercises the function of the office of the treasurer of the Corporation as required by Minnesota law and has all duties and powers vested in the office by law. In addition, the Treasurer may sign and deliver in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Corporation.

Section 3.6 TERMS. The term of office for all Officers is two years, but during each term, the Officers serve at the will of the School Committee and may be removed at any time. Each Officer serves until his or her successor is nominated and approved or until the earliest of such officer's death, resignation, or removal, but for no more than six (6) consecutive years.

Section 3.7 VACANCIES. The School Committee fills vacancies in any office. Following the occurrence of a vacancy, the Committee on Trustees will nominate a successor officer. At the next regular meeting of the School Committee (or at a special meeting called for such purpose) following the nomination by the Committee on Trustees, the School Committee will consider and then subsequently approve or reject the nominee to fill the vacancy. The nomination will be discussed at the meeting and then laid over for seasoning. If the School Committee approves the nominee, the successor officer will serve for the unexpired term of said office.

ARTICLE IV STANDING COMMITTEES

Section 4.1 EXECUTIVE COMMITTEE. The Executive Committee consists of the Clerk, the Assistant Clerk, the Recording Clerk, the Treasurer and one member-at-large appointed by the School Committee. The member-at-large must be a member of the School Committee. The Executive Committee meets regularly with the Head of School, prepares and circulates the agenda for the annual meeting and regular meetings of the School Committee, and acts on behalf of the School Committee during those months when the School Committee does not meet or when a situation requires immediate decision and there is not time to convene the School Committee. Decisions of the Executive Committee acting on behalf of the School Committee must be reported to the School Committee no later than its next regular meeting. Any action that is required or permitted to be taken by the Executive Committee may be taken by written action approved by four Executive Committee members and without objection by the other Executive Committee member, all as provided in Section 8.6.

Section 4.2 COMMITTEE ON TRUSTEES. The School Committee will maintain a Committee on Trustees to nominate officers of the Corporation, other members of the School Committee, and members of other standing committees. The Executive Committee will determine the composition of the Committee on Trustees, the terms of its members, and any other duties of the Committee on Trustees.

Section 4.3 OTHER STANDING COMMITTEES. The School Committee may appoint and lay down such standing committees as it determines to be in the best interests of the Corporation. The members of each standing committee will record minutes of their committee activities and will periodically deliver its minutes to the School Committee.

ARTICLE V OPERATION OF SCHOOL

Section 5.1 OPERATION OF A QUAKER SCHOOL. The principal business of the Corporation is the operation of a school that provides progressive Quaker education from kindergarten through eighth grade. The School Committee is responsible for general institutional policies, strategic planning, fund-raising, and assessment of the school's effectiveness in manifesting the mission of the Corporation.

Section 5.2 HEAD OF SCHOOL.

(a) The School Committee hires, evaluates, and supports the Head of School in the manner in which it determines is in the best interests of the Corporation.

(b) The School Committee may terminate the Head of School at any time, subject to the terms and conditions of any employment agreement between the Head of School and the Corporation.

(c) The Head of School is the chief administrative officer of the Corporation and has general supervision and control of all operational and educational affairs of the corporation, including the recruitment and supervision of teachers, school curriculum, student admission standards, general supervision of students, financial matters, building and grounds, fund raising, liaison with the parent body and such other duties as may be prescribed by the School Committee from time to time.

(d) The Head of the School is a nonvoting, ex-officio member of the School Committee and serves as a nonvoting, ex-officio member on other standing committees as determined by the Executive Committee and the Committee on Trustees. Her or his presence is to be disregarded in the determination whether a quorum is present at any committee meeting, both in the total number of committee members and in the number of committee members present.

ARTICLE VI SCHOOL POLICIES

Section 6.1 NO DISCRIMINATION. The Corporation seeks diversity in every aspect of the school community. The Corporation will not unlawfully discriminate on the basis of gender, sexual orientation, race, color, religion, age, or national or ethnic origin in its admissions policies, hiring practices or in the administration of its personnel policy.

Section 6.2 CONFLICTS OF INTEREST. The School Committee may adopt a policy regarding conflicts of interest between the Corporation and (a) members of the School Committee and/or such members' family members and/or (b) officers of the Corporation and/or such officers' family members and/or (c) employees of the Corporation and/or such employees' family members. The Corporation may not enter into contracts or transactions that violate the School Committee's Conflict of Interest Policy.

ARTICLE VII INDEMNIFICATION

The Corporation will defend and indemnify members of the School Committee, members of other standing committees, and the Corporation's officers and employees, from claims for damages (including punitive damages) to the extent that such committee members, officers or employees were acting in the performance of the duties of their positions and were not guilty of malfeasance in office, willful neglect of duty, or bad faith in the performance of their duties.

ARTICLE VIII GENERAL PROVISIONS

Section 8.1 FISCAL YEAR. The fiscal year of the Corporation begins on July 1 of each year and ends on June 30 of the following year.

Section 8.2 CORPORATE SEAL. The Corporation has no seal.

Section 8.3 AMENDMENTS TO BYLAWS. Any member of the School Committee may present a proposed Bylaw amendment to the School Committee for consideration. Amendments to the Bylaws will only be adopted following careful and thorough discussion leading to unity by the School Committee at the annual meeting or at a special meeting called for the purpose of amending the Bylaws, provided that written notice is given to all School Committee members concerning the proposed amendment(s) before the meeting. Such notice must be postmarked or delivered electronically at least twenty-one (21) days before the meeting called for that purpose.

Section 8.4 ACCEPTANCE OF GIFTS. The School Committee may accept on behalf of the corporation any contribution, gift, bequest, or device for general purposes or for any specific purpose of the corporation.

Section 8.5 ELECTRONIC COMMUNICATIONS. Any written communication that is required or permitted to be given under these Bylaws may be given by a form of electronic communication. Electronic communication includes (but is not limited to) delivery of written materials by electronic mail, either in the body of the electronic mail message or by attachments to the message. Each member of the School Committee must maintain an electronic mail address at which the member consents to receive electronic communication. The member must inform the Head of School of the electronic mail address and of any changes to the address. The member must monitor the electronic mail address for communications. At the beginning of each School Committee term, the Clerk will confirm the electronic mail addresses of the members of the School Committee that such members will use for written communications.

Section 8.6 WRITTEN ACTION.

(a) Any action that is required or permitted to be taken at a meeting of the School Committee or any other standing committee may be taken by written action signed or consented to by authenticated electronic communication by the number of committee's members necessary for a quorum and without objection by a member of such committee. If a member of the committee objects to the written action within the time period for objection, the written action is ineffective.

(b) In addition to the requirements regarding consent without objection required by paragraph (a), all members of the School Committee must either (i) sign or consent to the written action or (ii) acknowledge receipt of the written action without granting their consent to the written action. If any member of the committee fails to either sign or consent to the written action or to acknowledge receipt of the written action without consent within the time period for objection, the written action is ineffective.

(c) With respect to the School Committee, "authenticated electronic communication" means a communication delivered to the Clerk or Recording Clerk and that contains information from which the School Committee can reasonably

conclude that the communication was sent by the purported sender. With respect to the other standing committees, “authenticated electronic communication” means a communication delivered to the clerk of the standing committee and that contains information from which the School Committee can reasonably conclude that the communication was sent by the purported sender.

(d) Any action proposed to be taken by written action by the School Committee must be sent by written or electronic means to all members of the School Committee (or the applicable standing committee) for consideration and response with instructions on how to consent, acknowledge, or object to the proposed action. Unless otherwise waived by the members of the School Committee, members of the School Committee must have at least five (5) days from delivery of a proposed action to either: (i) consent to the written action; (ii) acknowledge their receipt of the written action without granting their consent; or (iii) object to the proposed action.

(e) The Recording Clerk, or any other person designated by the School Committee, must maintain records of authenticated electronic communications consenting to or objecting to proposed actions of the School Committee and the Executive Committee with the minutes and records of the School Committee. The clerk of any other standing committee must maintain records of authenticated electronic communications consenting to or objecting to proposed actions of the committee with the minutes and records of the committee.