

BY -LAWS
Augsburg Fairview Academy
Revision 10/282011

ARTICLE I. NAME, FISCAL YEAR, AUDIT

Section 1.1 Name. The legal name of the organization shall be Augsburg Fairview Academy doing business as Augsburg Fairview Academy for Health Careers (hereafter “Augsburg Fairview Academy”)

Section 1.2 Fiscal Year. The fiscal year of Augsburg Fairview Academy shall be July 1 through June 30.

ARTICLE II. GOVERNING BOARD

Section 2.1 Composition. Augsburg Fairview Academy shall have a permanent governing board (hereafter “Board”) consisting of ten (10) members (hereafter “Directors”), five of whom shall be licensed teachers, as defined in Minn. Stat. §122A.15, as amended, or the equivalent, and employed on a full-time basis by Augsburg Fairview Academy (hereafter “Inside Directors”), and five of whom shall be individuals who are not employed by Augsburg Fairview Academy (hereafter “Outside Directors”). Two of the seats designated for Outside Directors must be representatives of Augsburg College and Fairview Health Services.

At least one Outside Director will be the parent or guardian of a student currently enrolled at Augsburg Fairview Academy. At least one Outside Director will be an individual from the community who has no direct connection, as employee or parent/guardian with Augsburg Fairview Academy.

Directors shall be elected as provided for in Article III. In addition to the eleven-member Board, the Board shall appoint the school’s Executive Director as a nonvoting ex-officio member. Other persons whom the board may appoint as ex officio members must also serve as nonvoting members.

Any Inside Director who ceases to be employed as a licensed teacher or the equivalent, for any reason, shall automatically cease to be a Director effective on the date that employment ceases.

Section 2.2 Term. Directors shall hold office for a period of two (2) years beginning on the first day of January following their election or until their earlier deaths, resignations or removal. Notwithstanding this provision, one half of the Directors of the first, permanent Board elected in 2008 shall serve a one-year term and the remaining half shall serve two-year terms in order to ensure future Board continuity.

Section 2.3 Vacancies. In the event of the death, resignation, or removal of a Director, the Board shall name, by act of the Board, a successor to fill the vacancy in a manner that ensures that licensed teachers employed at Augsburg Fairview Academy are a majority of the Directors.

Section 2.4 General Powers and Duties. The Board shall have general management authority over the property, business and affairs of Augsburg Fairview Academy. Without limiting the generality of the foregoing, the Board may exercise all such powers of Augsburg Fairview Academy as are provided by state and federal law and these by-laws. The Board may assign duties and responsibilities to its members, as it deems necessary from time to time. If necessary, these duties and responsibilities may be reassigned at the direction of the Board.

Section 2.5 Compensation. Directors shall receive no compensation for their services as members of the Augsburg Fairview Academy Board. However, if Directors incur reasonable expenses in serving Augsburg Fairview Academy, those expenses may be reimbursed.

Section 2.6 Resignation and Removal. Any Director may resign at any time by giving written notice to the President of the Board. Such resignation shall take effect at the time specified therein; and, unless stated therein, the acceptance of such resignation shall be necessary to make it effective.

Any Director may be removed for cause by an affirmative vote of seven Directors eligible to vote. Removal shall occur only after the Director against whom a complaint was made has been advised of the complaint and has been given reasonable opportunity for defense before the full Board.

Any Director serving as an employed licensed teacher of Augsburg Fairview Academy who ceases to be employed in that status, for any reason, shall automatically cease to be a Director effective on the date that employment ceases.

Section 2.7 Rules of Order. Robert's Rules of Order shall be used as the guide for the orderly conduct of the business of the Governing Board.

Section 2.8 Standard of Conduct. These by-laws incorporate the provisions of Minn. Stat. §312A.251, as amended.

Section 2.9 Conflicts of Interest. These by-laws incorporate the provisions of Minn. Stat. §312A.255 and §124D.10 as amended.

ARTICLE III. ELECTION OF DIRECTORS

Section 3.1 Directors to be Elected. All Directors with the exception of the Executive Director shall be elected by secret ballot. The ballot shall distinguish seats on the Board that are reserved for licensed teachers or the equivalent employed by Augsburg Fairview Academy, seats that are reserved for representatives of Augsburg College or Fairview Health Services, and seats that are open to other persons who are not employed by Augsburg Fairview Academy.

Section 3.2 Candidates for Election. Individuals seeking to be a candidate for Board Director shall declare their intention in writing to the President of the Board not less than 30 days

prior to the scheduled date of the election.

At least 30 days prior to the deadline for receipt of nominations, the Executive Director shall notify the parents and guardians of Academy students of the upcoming election and invite any interested persons to submit their nominations. At least one informational meeting will be scheduled at the school after this notification has been sent out to answer questions and assist interested persons in submitting their nominations.

Section 3.3 Elections. Election of Directors shall be held annually on the first Friday of December. Elections shall be held from 7:00 AM until 7:00 PM at Augsburg Fairview Academy. Eligible voters shall comprise all persons employed by Augsburg Fairview Academy and the parents and legal guardians of students enrolled at Augsburg Fairview Academy as of the date of the election. The Board shall determine questions about who is entitled to vote. Board decisions on such matters are final.

Voters shall be required to sign a roster of voters confirming their eligibility to vote. Each voter shall be allowed only one vote, regardless of the number of students attending the school, or the positions held. Votes shall be tallied and publicized by a group made up of eligible voters. Newly elected Directors shall assume office on the tenth of January following their election.

ARTICLE IV. MEETINGS OF THE BOARD

Section 4.1 Meetings. The Board shall meet on dates and times of its choosing to discuss Augsburg Fairview Academy operations and to hear reports and updates from Board members, committees, and staff; to consider and to adopt or change policy; and to consider requests and concerns from parents, students, teachers and administrators and other business. Each meeting of the Board shall be considered a different session from other such meetings; thus, motions or questions from one session or meeting can be renewed in another meeting.

Section 4.2 Notice. Notice of any meetings of the Board at which the adoption of any proposed policy, position, resolution, rule, regulation or formal action occurs, or at which a majority or quorum of the Board is or is expected to be in attendance, shall be posted twenty-four hours in advance. Notice shall be posted on the official website of Augsburg Fairview Academy: www.afa.tc. The posting of such a notice shall be one means of providing full and timely notice to the public of such meetings and that the location for the posting of the notice shall continue in effect until changed by subsequent official action by the Board.

Section 4.3 Agenda. A proposed agenda for all Board meetings may be posted with the twenty-four hour notice.

Section 4.4 Minutes. Approved minutes of all public Board meetings shall be placed in a notebook in the office of Augsburg Fairview Academy in a prompt manner and shall be available for review at any reasonable time.

Section 4.5 Quorum. The presence of five Directors, with a minimum of two Inside Directors and two Outside Directors, currently holding office and eligible to vote on acts of the Board is a quorum for the transaction of business.

Section 4.6 Act of the Board. The Board shall take action by the affirmative vote of a majority of the Inside Directors and a majority of the Outside Directors present and entitled to vote at a duly held meeting. An action may also be taken without a meeting, according to the provisions of Minn. Stat. §317A.239, by written action signed, or consented to by authenticated electronic communication, by all of the Directors.

Section 4.7 Meetings Open to the Public. All regular and special meetings of the Governing Board shall comply with Minn. Stat. §13D.01, as amended.

Section 4.8 Executive Session. By act of the Board, an executive session may be held to discuss any one or more of the following: (i) legal matters; (ii) acquisition or sale of property; (iii) contract proposals or negotiations; (iv) confidential personnel matters, (v) student disciplinary matters; and any other matters permitted by law. The motion requesting the executive session shall state the nature of the matter to be discussed. Only those persons invited by the Board may be present during the executive session. The Board shall not make final policy decisions, nor shall any resolution, rule, regulation, or formal action or any action approving a contractor calling for the payment of money be adopted or approved at any session that is closed to the general public. Matters discussed during executive sessions shall remain confidential among those attending. The Secretary of the Board shall maintain topical minutes of all executive session items that result in public Board action.

Section 4.9 Special Meetings. Special meetings of the Board may be called by the President or by act of the Board. The Board may fix any place or time as the place for holding any special meetings. Special meetings of the Board shall follow the rules and regulations of a regular public Board meeting.

ARTICLE V. OFFICERS

Section 5.1 Officers. The Officers of the Governing Board shall consist of President, Treasurer, and Secretary.

Section 5.2 Elections and Terms. Officers shall be elected by act of the Board at the first regular public meeting after the tenth of January in each calendar year. They shall serve for a term of one year and until their successors are elected and qualified or until their resignation, removal, death.

Section 5.3 Vacancies. An Officer elected to fill a vacancy shall serve for the un-expired term of his predecessor in office.

Section 5.4 President. The President shall, when present, preside as Chair at all meetings of the Board. He shall appoint another Director to preside at meetings that he is unable to Chair;

see that the orders and resolutions of the Board are carried into effect; maintain records of and, when necessary, certify proceedings of the Board; and perform other duties prescribed by the Board.

Section 5.5 Treasurer. The Treasurer shall oversee the budget and budgetary matters of the school. The Treasurer shall make a report at each Board meeting. The Treasurer shall assist in the preparation of the budget, help develop fund raising plans, and make financial information available to Board members and the public.

Section 5.6 Secretary. The Secretary shall be responsible for keeping the minutes of all Board meetings. The Secretary shall attend the meetings of the Board and shall act as clerk thereof and record all the acts and votes and the minutes of all proceedings in one or more books to be kept for that purpose.

Section 5.7 Resignation and Removal. Any Officer may resign at any time by giving written notice to the President of the Board. Such resignations shall take effect at the time specified therein; and, unless otherwise stated therein, the acceptance of such resignation shall be necessary to make it effective. Any Officer may be removed at any time, with or without cause, by act of the Board.

ARTICLE VI. COMMITTEES TO THE BOARD

Section 6.1 Advisory Committees. By act of the Board, the Board may designate two or more persons to constitute an advisory committee. The composition of advisory committees shall be broadly representative and shall take into consideration the specific tasks assigned to the committee. The Board shall select committee members from volunteers who are parents of youth attending the school, teachers and staff currently employed by the school, and community members who bring specific skills and interests to the work of the committee and are approved by the Board.

Section 6.2. Operating Committees. By act of the Board, the Board may designate two or more persons to constitute an operating committee, any of which shall have such authority in the management of the corporation as the Board shall designate and as shall be prescribed by the Minnesota Department of Education.

ARTICLE VII. PROFESSIONAL PARTNERSHIP

Section 7.1 Professional Partnership and its Authority. The Academy is organized, in part, as a Professional Partnership (“the Partnership”), whose function is to serve as a forum at which matters of importance to the sustainability and good operation of the Academy can receive an open and thorough discussion by all employees. To this end, the Partnership shall:

- 1) Provide the Executive Director and the Board of Directors with written opinions on matters of consequence to the Partnership. All opinions, whether they originate with the Partnership or are in response to a request, shall be delivered to the Executive Director for subsequent action; and
- 2) Determine, with the advice and consent of the Executive Director, appropriate courses of

action in matters involving faculty staffing, curriculum and instruction, and ancillary services to the Academy's students and their families.

Section 7.2 Voting and Non-Voting Membership in the Partnership. All legally contracted employees of Augsburg Fairview Academy, with the exception of the Executive Director, are considered to be members of the Partnership ("Partners"). The right to vote on Partnership matters is limited to those Partners who have completed at least one full year of cumulative service under the terms of an annual, permanent employee contract ("Voting Members"). Cumulative service is defined as the sum of each year of permanent, contracted employment adjusted by the percent of a full-time basis at which Employee was employed (Example: 2.0 years @ 50% = 1.0 year of cumulative service). All Partners, whether Voting Members or Non-Voting Members, have the right to participate in all meetings and activities of the Partnership.

Section 7.3 Inside Directors Not to Act as Representatives of the Partnership Except as specified in Section 8.2, Partners who serve as Inside Directors shall not represent the Partnership, either singly or as a group, to the Board nor shall they represent the Board, either singly or as a group, to the Partnership. In all matters before the Board, the intent of the Partnership shall be expressed only in a written opinion that has been approved by the Partnership and delivered to the Executive Director.

Section 7.4 Meetings of the Partnership The Partnership shall carry out its business in a manner determined by the Voting Members. The Partnership may close meetings to non-partners. The Partnership may create committees to study issues and report back to a general meeting.

Written minutes of general meetings will be maintained and will include a record of votes (for, against, and abstentions) on any matter on which a vote was taken. These minutes will be provided to Partners, the Executive Director, and the Board.

All Partnership actions, except advisory opinions requested by the Board of Directors, shall be sent to the Executive Director, who will act on them according to the process described in Section 8.2 of the AFA By-Laws.

ARTICLE VIII. EXECUTIVE DIRECTOR

Section 8.1 Executive Director. The Executive Director shall be the executive officer of Augsburg Fairview Academy and shall:

- 1) have active, general management of the business of the school;
- 2) sign and deliver in the name of the school deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required in law to be exercised by another person or is expressly delegated by the articles or bylaws or by the Board to another officer or agent of the school;
- 3) deposit money, drafts and checks in the name of and to the credit of the school in the banks and depositories designated by the Board;

- 4) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board;
- 5) serve as ex officio member of the Board;
- 6) perform other reasonable duties prescribed by the Board or by the President

Section 8.2 Duty to Advise and Support the Academy Professional Partnership; Consent Required for Partnership Actions. The Executive Director shall foster and strengthen the role of the Partnership as described in Section 7.1. The Executive Director shall counsel and advise the Partnership in these matters and shall ensure that the resources of the Academy are productively allocated according to the wishes of the Partnership.

Notwithstanding the intent of the preceding paragraph, all actions of the Partnership shall require the consent of the Executive Director. If the Executive Director withholds such consent, a proposal to override the Executive Director's decision may be brought to a regular meeting of the Board by one or more Inside Directors, serving as representatives of the Partnership. The Board may override the Executive Director's decision to withhold consent by an act of the Board according to the terms of Section 4.6.

Section 8.3 Nomination and Appointment. In any year in which the term of the current Executive Director is set to expire, the Board shall, not later than its regularly scheduled February meeting, decide whether to renew the contract of the incumbent for another term. The decision to renew shall be made by act of the Board.

If a new Executive Director is to be appointed, the Board, by act of the Board, shall create a Search Committee comprising at least one representative each from the Inside Directors, Outside Directors, licensed teachers employed by the Academy who are not Directors, and parents of students attending the Academy. This search committee shall advertise the position, screen and interview candidates, and submit its nominee to the President of the Board within 60 days.

Only a licensed teacher, as defined in Minn. Stat. §122A.15 as amended, shall be considered for appointment as Executive Director. The nominee may or may not be currently employed by Augsburg Fairview Academy. Appointment of the nominee as Executive Director shall be by act of the Board. In the event that the nominee is not appointed, the Search Committee shall submit another nominee to the Board within a reasonable period of time.

Section 8.4 Term. The Executive Director shall serve under contract to Augsburg Fairview Academy for a term to be determined by act of the Board, beginning on July 1 following the date of appointment.

Section 8.5 Vacancy. Should the office of Executive Director be vacant, the Board shall appoint, by act of the Board, an interim Executive Director to carry out the duties and responsibilities of this position until such time as a permanent Executive Director can be appointed.

ARTICLE IX. CONTRACTS AND GRANTS

Section 9.1 Contracts. The Board may authorize any Director to enter into any contract and to execute and to deliver any instrument in the name of and on behalf of Augsburg Fairview Academy. Such authority may be general or confined to specific instances or transactions,

Section 9.2 Grants. The Board may accept on behalf of Augsburg Fairview Academy any contribution gift, grant, bequest or devise of the general purposes or for any special purpose of Augsburg Fairview Academy.

ARTICLE X. BOOKS, RECORDS AND AUDIT

Section 10.1 Books and Records. Augsburg Fairview Academy shall keep current records and shall also keep minutes of the proceedings of its Board and shall keep at its registered or principal office a record giving the names of the Board, operating committees, and minutes. All approved records of Augsburg Fairview Academy are considered public documents and may be inspected at any reasonable time. However, student records, personnel records, and any other record protected under privacy laws are excluded.

Section 10.2. Annual Audit. The Board shall engage an independent auditor who shall annually audit the books of Augsburg Fairview Academy and submit a written report to the Board. The Officers of the Board and the Executive Director shall submit all the books and records of Augsburg Fairview Academy for examination to the auditor as requested.

ARTICLE XI. INDEMNIFICATION AND INSURANCE

Section 11.1. Indemnification. To the full extent permitted by any applicable law, Augsburg Fairview Academy shall defend, indemnify, and hold harmless each person made or threatened to be made a party to any threatened, pending or completed civil, criminal or administrative arbitration or investigative proceeding, including a proceeding by or in the right of Augsburg Fairview Academy, by reason of the former or present capacity of the person as: (i) a director, officer, employee or member of a committee of Augsburg Fairview Academy or, (ii) a director, officer, partner, trustee, employee or agenda of another organization or employee benefit plan, who while a director, officer or employee of Augsburg Fairview Academy, is or was serving the other organization at the request of Augsburg Fairview Academy or whose duties as a director, officer or employee of Augsburg Fairview Academy involve or involved such service to the other organization, against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding. Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any

indemnification provided by the section.

Section 11.2. Insurance. By action of the Board, notwithstanding any interest of the Directors in this action, Augsburg Fairview Academy may purchase and maintain insurance, as the Board deems appropriate, on behalf of any person who is or was a Board Member, Officer, employee, fiduciary, or agent of Augsburg Fairview Academy, or who, while a Board Member Officer, employee, fiduciary or agent of Augsburg Fairview Academy, is or was serving at the request of Augsburg Fairview Academy as a Board Member, Officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against, or incurred by, that person in any such capacity or arising out of their status, whether or not Augsburg Fairview Academy would have the power to indemnify that person against such liability under the provisions of Article IX of these bylaws or applicable law.

ARTICLE XII. CONSTRUCTION AND SEPARABILITY

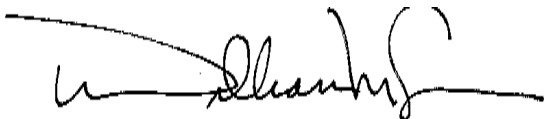
Section 12.1 Construction. The masculine gender, where appearing these by-laws, shall be deemed to include feminine gender and the singular shall be deemed to include the plural unless the context clearly indicates to the contrary.

Section 12.2. Separability. Should any provision or section of these Bylaws be found by qualified authority to be invalid or in conflict with Minnesota state statutes, that judgment shall apply only to the provision or section concerned, and shall not invalidate or otherwise affect the remaining sections of this document.

ARTICLE XIII. PROCEDURE TO AMEND THE BYLAWS

Section 13.1 Procedure to amend the bylaws. The bylaws may be amended, altered, or repealed and new bylaws adopted upon proper notice and an affirmative vote of seven Directors eligible to vote.

Adopted as revised: October 28, 2011



William M. Spira
Executive Director