

**BYLAWS OF
FRIENDS OF DISCOVERY WOODS SCHOOL**

**ARTICLE I.
OFFICES**

Section 1.01 Offices. The registered office of the Corporation in the State of Minnesota is as stated in the Articles of Incorporation or as amended. 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.
MEMBERSHIP; PURPOSE**

Section 2.01 Membership. The sole Member of the Corporation shall be Discovery Woods. The Member will conduct an annual meeting, and such additional meetings as may be required from time to time.

Section 2.02 Purpose. The sole purpose of the Corporation is as stated in the Articles of the Corporation including, among other things, to support the activities of Discovery Woods (the "Charter School") by, among other things, owning real property for lease to the Charter School, and or others, as directed from time to time by the Charter School.

**ARTICLE III.
BOARD OF DIRECTORS**

Section 3.01 Powers. The Directors of the Corporation shall constitute its governing Board and shall have such powers and authority as shall be conferred upon them by the Articles of Incorporation, the Bylaws and the statutes of the State of Minnesota under which this corporation is organized.

Section 3.02 Number and Terms. The number of directors of this corporation shall not be less than three and shall be set from time to time solely by resolution of the Board of Directors acting by not less than majority of the directors then in office.

The term of office for each director shall be one year. Each year, at its annual meeting, the sole Member will appoint directors for the coming year fiscal year. An individual may hold office of director for unlimited successive terms.

Section 3.03 Annual Meeting. The annual meeting of the Board of Directors shall be held for the purpose of electing officers of this corporation and for the transaction of such other business as may come properly before the meeting. The annual meeting shall be held at such time and place, either within or without the State of Minnesota, as may be designated from time to time by the Board of Directors.

Section 3.04 Regular Meetings. Regular meetings of the Board of Directors may be held from time to time at such time and place, either within or without the State of Minnesota, as may be designated from time to time by the Board of Directors.

Section 3.05 Special Meetings. Special meetings of the Board of Directors may be held at any time or place whenever called by the President or any two directors. Anyone entitled to call a special meeting of the directors may make written request to the President to call the meeting, and notice shall then be given, setting forth the time, place and purpose thereof, to be held no later than thirty (30) days after receiving the request. If notice of the meeting is not given within ten (10) days from the date on which the request is received by the President, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

Section 3.06 Notice. Notice of any meeting of the Board of Directors stating the time, place and purpose thereof shall be given by the Secretary to each director at his or her residence or business address at least three (3) days (i.e. – notice must arrive at the director’s residence or place of business) before the meeting, or by delivering the same personally to the director at least twenty-four (24) hours before the meeting. Any director may waive notice of a meeting before, at or after the meeting, in writing or by attendance. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting, and the director does not participate in the consideration of the item at that meeting.

Section 3.07 Quorum. A majority of the directors currently holding office present at a meeting, either in person, by conference call or teleconference or telepresence, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally present leaves less than the number otherwise required for a quorum.

Section 3.08 Voting. Only directors present as described in Section 3.07, above, at the meeting may vote. There shall be no cumulative voting nor any voting by mail. Each director shall be entitled to only one vote on any matter brought before any meeting of the Board of Directors. A majority vote of the directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by law, the Articles of Incorporation or these Bylaws. A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. A director who is present at a meeting of the Board of Directors when an action is taken is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action.

Section 3.09 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present; provided that all directors must be notified of the text of the

written action before it is signed by any of the directors. The written action shall be effective when signed by the required number of directors, unless a different effective time is provided in the written action, and all directors shall be notified immediately of its text and effective date. Failure to provide the notice shall not invalidate the written action.

Section 3.10 Resignation. A director may resign at any time by giving written notice to this corporation. The resignation shall be effective without acceptance when the notice is given to this corporation, unless a later effective time is specified in the notice.

Section 3.11 Removal. A director may be removed at any time, with or without cause, by the affirmative vote of a majority of the number of directors present and voting at a special meeting called for that purpose.

Section 3.12 Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum. Vacancies on the Board of Directors resulting from newly created directorships may be filled by the affirmative vote of a majority of the directors serving at the time of the increase. A director may be elected to fill a vacancy by the Board of Directors at any annual, regular or special meeting of the Board of Directors. Any director appointed to fill a vacancy will remain in office until the expiration of the term of the office that such director fills in accordance with section 3.02 in these Bylaws.

Section 3.13 Minutes. Minutes, if any, of meetings of the Board of Directors, as well as any written resolutions enacted or adopted by the Board of Directors, will be supplied no less than monthly to each director, to the Executive Director of The Charter School, and to the Board Chair of The Charter School.

ARTICLE IV. COMMITTEES

Section 4.01 General. A resolution approved by the affirmative vote of a majority of the directors currently holding office may establish committees having the authority of the Board of Directors in the management of the business of this corporation to the extent provided in the resolution. Committees shall be subject at all times to the direction and control of the Board of Directors.

Section 4.02 Membership. A committee shall consist of one or more natural persons, who need not be directors, appointed by affirmative vote of a majority of the directors present.

Section 4.03 Procedure. The provisions of Sections 3.04 through 3.12 of these Bylaws shall apply to committees and members of committees to the same extent as those sections apply to the Board of Directors and directors.

Section 4.04 Minutes. Minutes, if any, of committee meetings shall be made available upon request to members of the committee and to any person or entity who is entitled to receive copies of the minutes of the meetings of the Board of Directors.

ARTICLE V. OFFICERS

Section 5.01 General. The officers of this corporation shall be a President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time designate. Officers shall be elected by the Board of Directors to serve for terms of one year and until their respective successors are chosen and have qualified. Any officer may at any time be removed by the Board of Directors with or without cause. The same person may hold more than one office at the same time. The officers need not be directors of this corporation.

Section 5.02 President. The President shall be the chief executive and operating officer in charge of all normal daily operations of this corporation and shall preside at all meetings of the Board of Directors. He or she shall be responsible for the general supervision, direction and management of the affairs of this corporation. He or she may execute on behalf of this corporation all contracts, deeds, conveyances and other instruments in writing which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of this corporation. He or she shall concern himself or herself with matters of long range policy, direction, and growth, and shall perform such other duties as the Board of Directors may designate from time to time. If this corporation does not have a Secretary, or if the office is vacant, the President shall perform the duties of the Secretary as set forth in Section 5.04 of these Bylaws.

Section 5.03 Treasurer. The Treasurer shall keep or cause to be kept full and accurate records showing all receipts and disbursements of this corporation and shall deposit or cause to be deposited all monies and their valuable effects of this corporation in its name and to its credit in such depository or depositories as may be designated by the Board of Directors from time to time. The disbursement of all funds of this corporation shall be submitted to and approved by the President and by the Treasurer and proper vouchers or receipts for all such disbursements or payments shall be taken from the recipient thereof. All checks for the corporation will require two officer signatures for amounts over \$1,000. A full written report of all receipts and disbursements of money and property of this corporation shall be rendered to the directors at their annual meetings and at such other intervals as may be requested by them, showing the financial condition of this corporation in such detail and with such supporting schedules and explanatory statements as the Board of Directors may require or request; such annual or interim reports are to be made by the Treasurer, or on the Treasurer's behalf by the accountant or auditor selected each year by the Board of Directors as hereafter specified. The Treasurer shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

Without limiting the foregoing, the Treasurer will supply copies of all bank statements, as well as all periodic Corporation financial statements, to the Board Chair of The Charter School, and the Executive Director of The Charter School.

Section 5.04 Secretary. The Secretary shall keep accurate minutes of all meetings of the Board of Directors and shall be custodian of the records, documents and papers of this corporation. He or she shall provide for the keeping of proper records of all transactions of this corporation. He or she shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws.

He or she also shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

Section 5.05 Vacancies. If any office shall become vacant by reason of death, resignation or otherwise, the Board of Directors shall elect a successor or successors to serve for the unexpired term or terms of the office or offices in which such vacancy occurs. In the event of the absence or disability of any officer of this corporation, the Board of Directors may designate such other officer or officers who shall exercise such powers and perform such duties for the time such other officer is absent or disabled.

Section 5.06 Compensation. The directors, as such, shall not receive compensation; provided, however, that with the approval of all directors other than the affected director, a director may be reimbursed for out-of-pocket costs incurred in performing duties as a director. The compensation of all officers and other agents or representatives performing services for this corporation requiring compensation shall be fixed by the Board of Directors by the concurring vote of not less than a majority of the directors in attendance at the meeting; but nothing herein contained shall be construed to preclude any director or other officer from serving this corporation in any other capacity and receiving compensation for the fair and reasonable value of the services rendered; and provided further that this Section 5.06 will not apply to compensation paid to any person who is a director in connection with such person's employment by the Corporation.

ARTICLE VI. INDEMNIFICATION

Section 6.01 Indemnification. 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, trustee, 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, Minnesota Statutes, Section 317A.521. 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 herein and no individual, firm or entity shall have any rights under this Section by way of assignment, subrogation or otherwise, whether voluntarily, involuntarily or by operation of law.

Section 6.02 Insurance. The Corporation shall be required to, 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 Minnesota Statutes, Section 317A.521, the Articles of Incorporation or these Bylaws.

**ARTICLE VII.
STANDARDS OF CARE**

Section 7.01 Duty of Good Faith. It is the responsibility of each officer and director of this corporation to discharge his or her duties as a director in good faith, in a manner the person reasonably believes to be in the best interests of this corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 7.02 Conflicts of Interest; Material Financial Interest. A contract or other transaction between this corporation and one or more of its directors, or between this corporation and an organization in or of which one or more of this corporation's directors are directors, officers or legal representatives or have a material financial interest, is not void or voidable because the director or directors or the other organizations are parties or because the director or directors are present at the meeting of the Board of Directors or a committee at which the contract or transaction is authorized, approved or ratified, if:

- (a) The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to this corporation at the time it was authorized, approved or ratified; or
- (b) The material facts as to the contract or transaction and as to the director's or directors' interests are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote.

For the purpose of this Section 7.02: (i) a director does not have a material financial interest in a resolution fixing the compensation of the director or fixing the compensation of another director as an officer, employee or agent of this corporation, even though the first director is also receiving compensation from this corporation; and (ii) a director has a material financial interest in each organization in which the director, or the spouse, parents and spouses of parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of the directors, or any combination of them have a material financial interest.

Failure to comply with the provisions of this Section 7.02 shall not invalidate any contract or transaction to which this corporation is a party.

**ARTICLE VIII.
MISCELLANEOUS**

Section 8.01 Corporate Seal. This corporation shall have no seal.

Section 8.02 Electronic Communications; Presence in Person at a Meeting. A director or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among directors or committee members by any means of communication through which such persons may simultaneously hear

each other during the conference is a meeting of the Board of Directors or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting.

Section 8.03 Amendments. The Board of Directors may amend these Bylaws by adopting a resolution setting forth the amendment.

Section 8.04 Authority to Borrow, Encumber Assets. No director, officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

Section 8.05 Deposit of Funds. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.

Section 8.06 Applicable Law. This corporation has been formed under and pursuant to the provisions of Chapter 317A of the Minnesota Statutes. All references in these Bylaws to Chapter 317A shall mean and include such chapter as currently enacted or hereafter amended.

Section 8.07 Non-Discrimination. The Corporation does not and shall not discriminate on the basis of race, color, religion, creed, gender, gender expression, age, national origin, ancestry, disability, marital status, sexual orientation, status with regarding to public assistance, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of any staff, selection of volunteers and vendors, and provision of services. The Corporation is committed to providing an inclusive and welcoming facility and environment for all.

This statement is in accordance with the provisions of Title VI of the Civil Rights Act of 1964, Section 504 of the Rehabilitation Act of 1973, the Age Discrimination Act of 1975, and Regulations of the U.S. Department of Health and Human Services issued pursuant to these statutes at Title 45 Code of Federal Regulations Parts 80, 84, and 91.

ACKNOWLEDGMENT

The undersigned officer of this corporation, does hereby certify that the foregoing Bylaws were adopted as the complete Bylaws of this corporation by its Board of Directors by vote of the directors taken during a meeting on March 27, 2023.

A handwritten signature in black ink, appearing to read "Lynda E. Goss", written over a horizontal line.

Secretary