

**AMENDED AND RESTATED BYLAWS
OF
NOVA CLASSICAL ACADEMY
A Minnesota Charter School**

**ARTICLE I
OFFICES**

The registered office of the corporation in the State of Minnesota is 1455 Victoria Way, St. Paul, MN 55102, or such other location as may be on file from time to time with the Office of the Minnesota Secretary of State. The corporation may have such other offices within the State of Minnesota as the Board of Directors may determine or as the affairs of the corporation may require. The registered office may be, but need not be, identical with the principal office in the State of Minnesota.

**ARTICLE II
PURPOSE**

Nova Classical Academy (hereinafter Nova Classical), a Minnesota nonprofit corporation, has as its purpose education within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to, the establishment and operation of a charter school under the laws of the State of Minnesota.

**ARTICLE III
BOARD OF DIRECTORS**

1. Board of Directors. Membership of the Board shall consist only of the members of the Board of Directors (hereby the Board) listed in these Bylaws.
2. Board Structure. Nova Classical's board structure is a majority of parents. To maintain a parent-majority Board, the number of Directors who are parents/legal guardians of students enrolled at Nova Classical shall at all times be at least one more than the combined number of Directors who are licensed teachers employed at Nova Classical and the number of Directors who are interested community members. The number of voting Directors shall not be fewer than seven (7) nor greater than eleven (11). The board composition shall include at least two (2) licensed teachers employed at Nova Classical, and at least one (1) interested community member as defined by law; and the remaining Directors shall be parents/legal guardians of students enrolled in Nova Classical.
 - a. A parent/legal guardian serving on the Board must have a student enrolled at Nova Classical and they must not be an employee of the school.
 - b. A licensed teacher serving on the Board must be employed by Nova Classical or provide at least 720 hours of service under a contract between Nova Classical and a teacher cooperative. They must also be a qualified teacher either serving as a teacher of record in a field in which the individual has a field license, or providing services to students the individual is licensed to provide as defined in Minnesota Statute 122A.16. Further, they must not

serve in an administrative or supervisory capacity for more than 240 hours in a school calendar year.

- c. An interested community member serving on the Board must reside in Minnesota, must not have a child enrolled at Nova Classical, and must not be an employee of the school.
3. Changes to the Board Governance Structure. Changes to board governance structure may occur only by: 1) a majority vote of the board of directors; 2) a majority vote of the licensed teachers employed by the school who provide instruction to students, including licensed teachers providing instruction under a contract between the school and a cooperative; and 3) with the authorizer's approval. Additionally, any change in board governance structure must conform with the board composition established under Minnesota Statute 124E.07 and Minnesota Statute Chapter 317A.
4. Additional Board Member Eligibility Requirements.
- a. All voting Directors shall be over the age of twenty-one (21) at the beginning of their term.
 - b. Board members cannot be related parties, nor related to any other person employed by Nova Classical.
 - c. Contractors who provide facilities, goods, or services to Nova Classical cannot serve on the Board.
 - d. Any contractor, employee, agent, or board member of Nova Classical's authorizer cannot serve on the Board if they participated in initially reviewing, approving, overseeing, evaluating, renewing, or not renewing Nova Classical.
 - e. Board members are prohibited from serving on more than one charter school board at the same time in an elected or ex-officio capacity.
 - f. Employees of Nova Classical cannot serve on the Board, except for licensed teachers under the rules listed in Minnesota Statutes 124E.07 subdivision 3(b) (1-3).
 - g. Board members must complete all state-mandated training in the timeline given by the state.
5. Ex Officio Nonvoting Board Members. Ex officio nonvoting seats on the Board are created and filled by law, by these Bylaws, or by action of the Board, and are otherwise exempt from Nova Classical's election process for voting board seats set forth in these Bylaws. The following shall sit as ex officio nonvoting members of the Board:
- a. Nova Classical's chief administrative officer, however designated. A charter school administrator can only serve on more than one charter school board

at the same time in an ex-officio capacity under the rules listed in Minnesota Statute 124E.12 subdivision 2 (f) which includes a two-thirds vote of approval from both boards and a notice sent to the authorizer(s) upon approval.

6. Appointed Nonvoting Board Members. Appointed members are nonvoting members and may not have access to confidential or private student or personnel data and may not attend closed board sessions. They may attend any other meeting or training of the Board, though they will not be compensated for any travel or other expenses unless otherwise stated by the Board. These members serve at the discretion of the Board and can be removed by a simple majority vote of the Board. Unlike elected board members, they are appointed each year and do not contribute toward a quorum of the Board. The appointed non-voting members shall be:
 - a. A representative of the Nova Classical Academy PTO who is chosen through the discretion of the NPTO;
 - b. A student enrolled in Nova's eleventh or twelfth grade who is chosen through the discretion of the Upper School principal.
7. Powers. The Board shall conduct or direct the affairs of Nova Classical and exercise its powers, subject to the limitations of Minnesota Statutes Chapter 317A and Section 124E.01, Nova's Articles of Incorporation, these Bylaws, and by any other controlling law. The Board may delegate the management of the activities of Nova Classical to others. The Board may exercise all powers and perform all acts which are not prohibited by law, by the Articles, or by these Bylaws, all which may be amended, including, but not limited to, the following specific powers:
 - a. To select and remove officers, agents, and employees of Nova Classical; to prescribe powers and duties for them; and to fix their compensation;
 - b. To manage and oversee the affairs and activities of Nova Classical, and to make rules and regulations;
 - c. To enter into contracts, leases, and other agreements which are, in the judgment of the Board, necessary or desirable for the interests of Nova Classical;
 - d. To acquire real or personal property by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of such property;
 - e. To borrow money, incur debt, and execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;
 - f. To indemnify and maintain insurance on behalf of any of its Directors, officers, employees, or agents for liability asserted against or incurred by

such person in such capacity or arising out of such person's status as such, subject to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, 124E.10, subdivision 1, para (b), and the limitations noted in these Bylaws; and

- g. To remove Directors.

8. Election of Board of Directors.

- a. Eligible Voters. The voters eligible to elect the members of Nova Classical's Board are:
 - i. all staff members employed at Nova Classical, including teachers;
 - ii. all parents and legal guardians of students enrolled at Nova Classical; and
 - iii. such other persons as may be required by law.
- b. Nomination Process; Notice of Election and Meeting. At least ninety (90) days prior to Nova Classical's May meeting, the Governance Committee shall solicit nominations for all of the Director positions to be filled at the next annual meeting. The Governance Committee shall be responsible for the administration of the annual election.

9. Term of Office.

- a. Terms of office for elected Directors shall begin on July 1st in the year of election.
- b. Terms of office for elected Directors shall be no less than two years.
- c. Staggered Terms. As authorized by Minnesota Statutes, section 317A.207, subdivision 2, the Board shall maintain a regular rotation of seats up for election each year. The Secretary shall maintain a schedule of the classifications and terms of office for all seats on the Board.
- d. If resignations or other events make it necessary to purposefully stagger the terms, the Board may determine a shorter term or terms of office for one election cycle, provided that the determination occurs before the start of the nomination period.
- e. All Directors shall hold office for three (3) years, or until their earlier death, resignation, or removal from office; provided, however, that:
 - i. A parent/legal guardian may serve as a Director only so long as the they have a child enrolled at Nova Classical as listed in Article III, section 2;

- ii. A licensed teacher employed by Nova Classical may serve as a Director only so long as they are so-licensed and employed by the terms listed in Article III, section 2;
 - iii. An interested community member may serve as a Director only so long as they meet the statutory qualifications for such category as listed in Article III, section 2;
 - iv. A Director must be at least twenty-one (21) years of age when their term begins;
 - v. A Director appointed to fill a vacancy shall hold office through June 30 of the school term in which their appointment occurs.
 - f. Directors may be reelected to successive terms and may serve simultaneously as officers.
 - g. Directors may not serve for more than five (5) consecutive elected terms nor for more than fifteen (15) elected terms total.
 - h. The Board may exercise all its powers notwithstanding any vacancy or vacancies in its number.
10. Resignation of a Director. Directors may resign at any time, effective immediately or at a specified later date, by giving written notice to the Board Chair or the Secretary of the Board. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
11. Removal of Directors. A Director may be removed with or without cause by an affirmative vote of two-thirds (2/3) of the Directors then in office, excluding the Director proposed for removal. In addition, the Board may remove any Director who:
- a. Has failed to attend two or more of the Board's regular meetings without good excuse in any one-school-year period;
 - b. Has failed to attend three or more of the Board's regular meetings in any one-school-year period regardless of cause or excuse.
12. Vacancies. A board vacancy shall be deemed to exist if any Director dies, resigns, is removed, is ineligible to serve, or if the authorized number of Directors is increased. Any vacancy on the Board shall be filled by the appointment of a new Director by the affirmative vote of a majority of the remaining Directors, even if less than a quorum. The Governance Committee shall nominate candidates and make recommendations to the Board to fill vacancies on the Board; however, the Board may also consider candidates other than those nominated and/or recommended by the Governance Committee to fill a vacancy. A Director filling a vacancy shall hold office for the term as set forth in Section 9 above.

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

ARTICLE IV

MEETINGS OF THE BOARD OF DIRECTORS

1. Open Meetings. Meetings of the Board and all Standing and Ad Hoc Committees shall comply with the Minnesota Open Meeting Law unless excused by the Board for a specific purpose as set forth in the Board's minutes and (1) the committee does not include a quorum of Directors and (2) the committee is making a recommendation to the full Board, not taking action as a committee.
2. Place of Meetings. Board meetings may be held at Nova Classical's registered office or at any other reasonably convenient place as the Board may designate.
3. Regular Meetings. Regular meetings shall be held at such times as are set on the school calendar adopted annually by the Board. The Board shall meet no fewer than ten (10) times per fiscal year.
4. Special Meetings. Special meetings of the Board may be called at any time for any purpose by the Board Chair. The Board Chair shall call a special meeting of the Board upon the written request of one-third (1/3) of the Directors.
5. Cancellation of Meetings. The Board Chair may cancel a meeting with reasonable cause.
6. Adjournment. A majority of the Directors present at a meeting, whether or not a quorum, may adjourn the meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given if the time and place be fixed at the meeting adjourned and recorded in the minutes of that meeting. If the meeting is adjourned for longer than 24 hours, notice of the adjournment shall be given as for special meetings.
7. Notices of Meetings. Notices of meetings of the board meetings shall be given as follows:
 - a. Regular Meetings. A schedule and the location of regular meetings of the Board shall be provided to each Director and shall be kept on file at Nova Classical's registered office. If the Board decides to hold a regular meeting at a time or place different from the time or place stated in its schedule of regular meetings, the same notice shall be given as if the meeting were a special meeting pursuant to paragraph b. below.

- b. Special Meetings. For a special meeting, except an emergency meeting or a special meeting for which a notice requirement is otherwise expressly established by statute, the Board shall post written notice of the date, time, place, and purpose of the meeting on the principal bulletin board at Nova Classical's registered office and the principal bulletin board of any other Nova Classical office(s). The notice shall also be mailed or otherwise delivered to each person who has filed a written request for notice of special meetings with the Board. This notice shall be posted and mailed or delivered at least three days before the date of the meeting, excluding the day of posting and mailing or delivery and any intervening Saturdays or Sundays, and including the date of the special meeting.
 - c. Other Methods. Notice to Directors, parents/guardians, Nova Classical employees, and/or the public may be provided in any manner or by such other methods as are fair and reasonable under the circumstances, or as otherwise required or allowed by law, including without limitation by posting on Nova Classical's website, by email, and/or other digitally-transmitted technologies.
- 8. Actual Notice. If a person receives actual notice of a meeting of the Board at least twenty-four (24) hours before the meeting, all notice requirements of this Article are satisfied with respect to that person, regardless of the method of receipt of notice.
 - 9. Waiver of Notice. A Director may waive notice of a meeting of the Board. A waiver of notice by a Director entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, by authenticated electronic communication, or by attendance. Attendance by a Director at a meeting is a waiver of notice of that meeting, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.
 - 10. Agendas for Meetings. The Board Chair shall set the agendas for meetings of the Board. Any Director, parent/legal guardian of a student enrolled in Nova Classical, employee of Nova Classical, or student enrolled in Nova Classical may request that an item be placed on the agenda of the next regular Board meeting by contacting the Board Chair or Vice Chair in writing, by phone, or via email or other electronic technologies with such request not less than five (5) days prior to the scheduled meeting.
 - 11. Public Comment at Meetings. A minimum of fifteen (15) minutes shall be reserved at each regular meeting for comments and requests for business to be brought before the Board by parents/legal guardians of students enrolled in Nova Classical, employees of Nova Classical, students enrolled in Nova Classical, and interested community members. The Board Chair may reasonably limit individual speaking times.
 - 12. Closed Meetings. The Board may close a meeting only under circumstances allowed or required by the Minnesota Open Meeting Law.

13. Minutes. The minutes of meetings of the Board shall record all votes taken at the meeting. The minutes shall record the vote of each Director on appropriations of money, except for payment of judgments and amounts fixed by statute. Minutes of board meetings shall be open to the public during all normal business hours where records of Nova Classical are kept.
14. Public Copies of Directors' Materials. At least one copy of any printed materials relating to the agenda items of the meeting prepared or distributed by or at the discretion of the Board or its employees, and distributed at, before, or available during the meeting to all Directors, shall be available in the meeting room for inspection by the public while the Board considers their subject matter. This section does not apply to materials classified by law as other than public, or to materials relating to the agenda items of a closed meeting.

ARTICLE V

ACTION BY THE BOARD OF DIRECTORS

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

ARTICLE VI

COMMITTEES AND PURPOSE

1. Standing Committees. The Board shall maintain the following standing committees:
 - a. Budget and Finance Committee. The Budget and Finance Committee shall be responsible for presenting an annual budget to the Board, making recommendations to the Board on long-range financial and facilities planning and salaries and benefits, monitoring contracts, ensuring compliance with state financial procedures, and such other duties as are deemed appropriate and necessary by the Board.
 - b. Governance Committee. The Governance Committee shall be responsible for maintaining effective board policies, for promoting an active board recruitment process for Nova Classical, for the orientation and mentoring process of new board members, for working with the Board Chair and Executive Director to promote ongoing leadership and governance education and growth of all board members, for periodic assessment processes for individual board members and the Board as a whole, for the duties set forth elsewhere in these Bylaws in regard to the annual election of Directors and filling of vacancies, and for such other

duties as may be determined from time to time by the Board. The Governance Committee shall be chaired by a Director and include no less than one additional Director and no fewer than three individuals who are neither Directors nor officers of Nova Classical.

- c. Academic Excellence Committee. The Academic Excellence Committee is charged by and shall be responsible to the Board for ensuring that Nova Classical maintains high academic standards, adheres to the board-approved classical education definition, and sustains academic operations consistent with the mission and vision as outlined in the Strategic Plan. The Academic Excellence Committee shall be chaired by a Director, shall include Nova Classical's Academic Director as a member, and include no less than one additional Director and no fewer than two individuals who are neither Directors nor officers of Nova Classical.
 - d. Executive Director Review Committee. The Executive Director Review Committee is charged with working with the Board and Executive Director to set the yearly goals for the Executive Director, as well as the measurements for those goals. Additionally, the Executive Director Review Committee shall assist in monitoring progress towards those goals, provide support in meeting those goals, and conduct a review of the progress made towards those goals at the end of the school year. This committee shall be chaired by the Vice Chair and shall include no fewer than two additional board members.
2. Election and Removal of Standing Committee Chairs. Standing committee chairs shall be elected and removed in the same manner as officers of the Board. Directors may not chair a committee for more than five (5) consecutive elected terms nor for more than fifteen (15) elected terms total.
 3. Ad Hoc Committees. The Board may, at its discretion, create Ad Hoc committees to address specific subjects of concern. The resolution creating an Ad Hoc committee shall specify the purpose, duration, powers, and responsibilities of the committee. The Board shall appoint a chair who may, but need not be, a Director. The Board may remove an Ad Hoc committee chair at its discretion. Unless otherwise specified in the resolution authorizing or amending the creation of an Ad Hoc committee, an Ad Hoc committee shall be dissolved without the necessity of further Board action upon the expiration of the school term in which it is created.
 4. Committee Membership. Except as otherwise specified in these Bylaws, the chair of any Standing, Ad Hoc, or other Committee of the Board may determine the membership of such committee with the advice and consent of the Board. Each committee chair shall maintain a record of the voting members of the committee and shall submit such records to the Secretary of the Board.
 5. Action by Committees. Unless otherwise stated in the resolutions creating it, or in these Bylaws, committee actions shall be taken only upon the affirmative vote of a majority of the members of the committee. Failure of a committee to reach an agreement upon any issue before it shall require referral of such issue to the entire Board. Committee actions are recommendations until approved by the full Board.

6. Committee Meetings. The activities of all committees of the Board shall be conducted in such manner as will advance the best interests of Nova Classical. Except as otherwise specifically set forth herein, the provisions of these Bylaws shall apply to committees and members thereof to the same extent that they apply to the Board and Directors. Each committee shall meet at such times and places as provided by its rules or by resolution of the Board. Notice of committee meetings shall be given to each committee member at least three (3) days in advance of the meeting. The meetings of all committees shall be open to attendance and participation by all Directors, but only members of the committee may vote. Committee chairs shall keep minutes of all committee meetings, which minutes shall be open to inspection as set forth in Article IV, Section 14.
7. Quorum. A quorum for any committee meeting shall be a majority of the voting members of the committee of record.
8. Control by the Board of Directors. Each committee shall be under the direction and control of the Board and shall keep regular minutes of their proceedings, and all actions of each committee shall be reported to the Board and shall not be effective until approved by the Board, subject to revision and alteration by the Board.

ARTICLE VII

PARLIAMENTARY AUTHORITY

In the interpretation of matters of parliamentary practice, the rules contained in the then current edition of *Robert's Rules of Order Newly Revised* shall guide meetings of the Board and its Committees.

ARTICLE VIII

OFFICERS AND DUTIES

1. Officers. The officers of Board shall consist of a Chair, Vice Chair, Secretary and Treasurer.
 - a. Duties of Chair. The Chair shall have general active management of the business of Nova Classical, preside at meetings of the Board, develop the agenda for board meetings, have the powers and duties of office of president as set forth in Minnesota Statutes, Section 317A.305, Subd. 2, and perform such other duties as the Board may from time to time prescribe.
 - b. Duties of Vice Chair. The Vice Chair shall perform the duties of the Chair in the event the Chair is unavailable and perform such other duties as the Chair or Board may from time to time prescribe.
 - c. Duties of Secretary. The Secretary shall be responsible for keeping board actions, including overseeing the taking of minutes at all board meetings, overseeing meeting announcements, assuring that corporate records are maintained, and performing other duties as the Chair or Board may from time to time prescribe.

The Board Secretary shall also monitor the Board webpages on the Nova Classical website and assist in keeping them up to date.

- d. *Duties of Treasurer.* The Treasurer shall keep accurate financial records Nova Classical; deposit money, drafts, and checks in the name of and to the credit of Nova Classical in the banks and depositories designated by the Board; endorse for deposit notes, checks, and drafts received by Nova Classical as ordered by the Board; making proper vouchers for the deposit; disburse corporate funds and issue checks and drafts in the name of Nova Classical, as ordered by the Board; upon request, provide the Chair and the Board an account of transactions by the Treasurer and of the financial condition of Nova Classical, and perform such other duties as the Chair or Board may from time to time prescribe.

2. *Election, Eligibility and Term of Office.*

- a. *Election.* The Board shall elect a Chair, a Vice Chair, a Secretary, and a Treasurer for the next year at the June meeting. Officers elected to fill vacancies shall be elected as vacancies occur.
- b. *Eligibility.* An officer shall be a Director unless this requirement is waived by a vote of a majority of Directors then in office. The office of Chair shall be held by a parent/legal guardian of a student currently enrolled in Nova Classical or a community member as defined by charter school law. The offices of Vice Chair, Secretary, or Treasurer may be held simultaneously by one individual. Directors may not serve as an officer of the Board (in any role) for more than five (5) consecutive elected terms nor for more than fifteen (15) elected terms total.
- c. *Term of Office.* Terms of office shall be for one (1) year beginning July 1st in the year elected. Any officer of the Board may serve multiple consecutive terms.
- d. *Removal and Resignation.* The Board may remove an officer, either with or without cause, at any time by an affirmative vote of two-thirds (2/3) of the Directors currently in office. An officer may resign at any time by giving written notice to the Board, the resignation taking effect on receipt of notice or at a later date as specified in the notice.

ARTICLE IX
NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for Nova Classical's debts, liabilities, or other obligations to the maximum extent permitted by Minn. Stat. 317A.521, and any amendments thereto, except that such indemnification will be limited as required by applicable law including Minn. Stat. Ch. 124E. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against Nova Classical may look only to the funds and property of Nova Classical for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due to them from Nova Classical.

ARTICLE X
INDEMNIFICATION OF CORPORATE AGENTS

Each director, officer, and employee of Nova Classical, past or present, and each person who serves or may have served at the request of Nova Classical as a director, officer, partner, 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 Nova Classical in accordance with and to the fullest extent permitted by law. Nova Classical 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. Nova Classical shall have the power to advance such person's expenses incurred in defending any such proceeding to the maximum extent permitted by Minn. Stat. 317A.521, and any amendments thereto, except that such indemnification will be limited as required by applicable law including Minn. Stat. Ch. 124E. This section is and shall be for the sole and exclusive benefit of the individuals designated in this Article and no individual, firm, or entity shall have any rights under this Article by way of assignment, subrogation, or otherwise, whether voluntarily, involuntarily, or by operation of law.

ARTICLE XI
INSURANCE

Nova Classical may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, against any liability asserted against and incurred by such person in his or her official capacity, or arising out of his or her status as such, whether or not Nova Classical would have the power to indemnify such person against liability under Minnesota Statutes, Section 317A.521, the Articles of Incorporation, or these Bylaws except that such indemnification will be limited as required by applicable law including Minn. Stat. Ch. 124E.; provided, however, that Nova Classical shall obtain at least the amount and types of insurance up to the applicable tort liability limits under Minnesota Statutes, section 466.04, as amended.

ARTICLE XII
CONFLICT OF INTEREST

The Board shall comply with all conflict of interest provisions imposed by law from time to time and applicable to Minnesota Charter School Boards and/or Directors.

ARTICLE XIII
FINANCIAL MATTERS

1. *Fiscal Year.* The fiscal year of Nova Classical begins on July 1 of each year and ends on June 30 of the following year.
2. *Execution of Instruments.* Except as otherwise provided in these Bylaws, the Board may adopt a resolution authorizing any officer or agent of Nova Classical to enter into any contract, or execute and deliver any instrument in the name of, or on behalf of, Nova Classical. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power to Nova

Classical by any contract or engagement, to pledge Nova Classical's credit, or to render it liable monetarily for any purposes or any amount.

3. Checks and Notes. Except as otherwise specifically provided by board resolution, checks, drafts, promissory notes, orders of the payment of money, and other evidence of indebtedness of Nova Classical may be signed by the Chair, the Vice Chair, the Treasurer, the Secretary, or Nova Classical's chief administrative officer.
4. Deposits. All funds of Nova Classical shall be deposited to the credit of Nova Classical in such banks, trust companies, or other depositories as the Board may designate and shall be disbursed under such general rules and regulations as the Board may from time to time determine.
5. Corporate Seal. Nova Classical shall not have a corporate seal.
6. Documents Kept at Registered Office. The Board shall cause to be kept at the registered office and/or published on the official web site of Nova Classical originals, copies, or electronic copies of:
 - a. Records of all proceedings of the Board and all board committees;
 - b. Records of all votes and actions of the Directors;
 - c. All financial statements of Nova Classical; and
 - d. Articles of Incorporation and Bylaws of Nova Classical and all amendments and restatements thereof.
 - e. Further, all minutes of board meeting shall be kept for no fewer than 365 days.

ARTICLE XIV **ADOPTION AND AMENDMENT OF BYLAWS**

Except as otherwise required by law, these Bylaws may be adopted, amended, or repealed at any regular or special meeting of the Board by an affirmative vote of two-thirds (2/3) of the Directors currently in office and entitled to vote, provided, however, that notice is duly given that adoption, amendment, or repeal of the Bylaws will be on the agenda of the meeting.

ARTICLE XV **MISCELLANEOUS PROVISIONS**

1. Construction and Definitions. These Bylaws shall be construed to conform to the laws of the State of Minnesota.
2. Interpretation. Any provision of these Bylaws which turns out to be prohibited or unenforceable under Minnesota law shall be ineffective to the extent of such prohibition or unenforceability without invalidating any other provision of the Bylaws. These Bylaws shall also be construed in a manner which renders their

provisions valid and enforceable to the maximum extent (not exceeding their express terms) under applicable law.

[End of Bylaws]

Adopted August 25, 2014

Revisited and re-adopted April 28, 2025.

IMPLEMENTATION OF PURPOSE/MISSION

NOVA CLASSICAL ACADEMY

The School's identified five statutory purposes and the methods it will use to achieve them are:

1. **Improve All Pupil Learning & All Student Achievement:**
To improve all pupil learning and all student achievement, the School will implement the classical education model Trivium, which has been demonstrated to improve student achievement.
- ~~2. **Increase Learning Opportunities for All Pupils:**
To increase pupil learning opportunities for all pupils, the School will locate in St. Paul, which at the time of its opening, had no schools offering the classical Trivium academic program.~~
3. **Encourage the Use of Different and Innovative Teaching Methods:**
To encourage the use of innovative teaching methods, the School will implement the Grammar, Logic, and Rhetoric stages phases of the classical Trivium which each require different and innovative teaching methods. The grammar stages phases requires the teacher to focus on content using memorization techniques. The logic stages phases requires the teacher to ask leading questions to stimulate students' critical thinking and arrive at valid conclusions. The rhetoric stages phases requires teachers to utilize guided reading and discussions, debates, and the Socratic discussion method.
- ~~4. **Measure Learning Outcomes and Create Different and Innovative Forms of Measuring Outcomes:**
The innovative forms of measuring outcomes the School will use include the National Latin Exam and other national assessments evaluated and approved by the Board.~~
- ~~5. **Create New Professional Opportunities for Teachers, Including the Opportunity to be Responsible for the Learning Program at the School Site:**
The School will create new professional opportunities for teachers by requiring teachers to participate in a classical education certification program.~~

The School will report its implementation of these statutory purposes in its annual report.

SCHOOL PROGRAMS

NOVA CLASSICAL ACADEMY

In-School Time Programs:

K-12 Academic Program:

1. Implementation of the Classical Trivium
2. Implementation of Singapore math program.
3. Implementation of the **Direct Instruction Spalding** reading program.
4. Study of Latin
5. **Multi-Tiered Systems of Support (MTSS)**
6. **College Offerings: Advanced Placement (AP) and College in the Schools (CIS)**

Narrative:

~~The School's reading and grammar programs are based on the Spaulding method outlined in *The Writing Road to Reading*. The method emphasizes parts-to-whole instruction, and coordinates orthographies, phonograms, grammar, writing, and reading into a combined and mutually supportive instructional method. *ReadingWorks* and the accompanying *GrammarWorks* are curricula designed to scope and sequence these skills for Grammar stage students, and allow Nova to coordinate formal elements throughout the early years of education.~~

Nova Classical Academy has selected direct instruction Reading Mastery and Horizons for its core reading curriculum in grades Kindergarten through third grade with support from *The Writing Road to Reading* and a robust read aloud and literature program extending into the Schools of Logic and Rhetoric. As a classical school, we emphasize explicit instruction that provides a high level of modeling with imitation and repetition to give students a solid base of content and background knowledge, vocabulary, and comprehension strategies needed to access and understand text. Direct Instruction reading programs are among the most valid, scientifically-proven reading programs available that deliver a comprehensive approach to reading instruction across the five main pillars of reading: phonemic awareness, phonics, fluency, vocabulary development, and reading comprehension.

Out of School Time Programs:

Exhibit E

~~The School offers summer activity camps which provide enrichment programs or engage in physical activity.~~

The School offers a comprehensive extracurricular academic and athletic programming throughout the school year.

The School offers a before and after school childcare program which focuses on both structured play and academic review and homework time.

The School offers Extended School Year programming for students with qualifying special education plans.

The School offers summer academic enrichment programs.

Exhibit F: Friends of Education Academic & Non-Academic Outcomes/Goals for Nova Classical Academy

During the 2024 session, the Minnesota Legislature renamed WBWF to Comprehensive Achievement and Civic Readiness (CACR). This change took effect as of the 2024-25 school year strategic plans and Fall 2025 annual summary report.

School boards that govern districts and charter schools are required to develop comprehensive, long-term strategic plans that address the following five CACR goals:

- All children are ready for school.
- All racial and economic achievement gaps between students are closed.
- All students are ready for career and college.
- All students graduate from high school.
- All students are prepared to be lifelong learners.

Goal 1: State Assessment Tests (MCAs) (50% weight)

Sub Goal 1.1: Absolute Proficiency

At the conclusion of FY2032, The School's **third-grade** reading proficiency rates for the most recent five years will average no fewer than **12** points higher than the state average in reading.

At the conclusion of FY2032, The School's **eighth-grade** reading proficiency rates for the most recent five years will average no fewer than **22** points higher than the state average in reading.

At the conclusion of FY2032, The School's **third-grade** mathematics proficiency rates for the most recent five years will average no fewer than **13** points higher than the state average in mathematics.

At the conclusion of FY2032, The School's **eighth-grade** mathematics proficiency rates for the most recent five years will average no fewer than **22** points higher than the state average in mathematics.

Sub Goal 1.2: Comparative Proficiencies- District

Each year FY2028 through FY2032, the School will demonstrate higher school-wide proficiency rates than each of the St. Paul and Edina school districts for each reading, math, and science.

Sub Goal 1.3: Growth

At the conclusion of FY2032, the average number of progress points generated by all students based on changes in their achievement levels, for the three highest of the immediately preceding four years, will average no less than 2.60 combined reading and math, as published by the Minnesota Department of Education NorthStar system.

Sub Goal 1.4: Achievement Gap Reduction

Comprehensive Achievement and Civic Readiness Charter Contract Target: All racial and economic achievement gaps between students are closed.

At the conclusion of FY2032, the average number of progress points generated by Nova Classical Academy students based on changes in their achievement levels, for the three highest of the immediately preceding four years will average no less than:

Demographic	Math	Reading
Black	2.38	
Hispanic	2.44	2.53

Goal 2: Nationally-Normed Assessment (20% weight)

Sub Goal 2.1: Elementary.

The School will administer a nationally-normed assessment in at least grades 1 through 5.

For FY2032, for 1st grade students who remain in the School through 5th grade:

- If their 1st grade national percentile ranking was less or equal to 19%, 50% of the students will increase their national percentile ranking by a minimum of ten percentage points by 5th grade, and
- If their 1st grade national percentile ranking was between 20-30%, 50% of the students will increase their national percentile ranking by a minimum of five percentage points by 5th grade, and
- If their 1st grade national percentile ranking was over 30% and less than 85%, 50% of the students will increase their national percentile ranking by 5th grade.

Sub Goal 2.2: Secondary.

Comprehensive Achievement and Civic Readiness Charter Contract Target: All students are ready for career and college.

The School will administer a nationally-normed assessment in at least grades 9 through 11. Each year FY2028 through FY2032, a minimum of 70% of 9-11 grade students will score at “College Pathway” in both Math and Reading tests of comprehension in their nationally-normed assessment.

Goal 3: High School Graduation (15% Weight)

Comprehensive Achievement and Civic Readiness Charter Contract Target: All students graduate from high school.

Each year FY2028 through FY2032, a minimum of 91% of 12th grade students will graduate on time.

Goal 4: School Culture Goal (15% Weight)

Sub Goal 4.1: Kindergarten Readiness

Comprehensive Achievement and Civic Readiness Charter Contract Target: All students are ready for school.

By June 1st of each year FY2028 through FY2032, 90% of all the School's kindergarten students enrolled since the first day of school will be able to, based on school records:

- Generate all sounds of the first 26 phonograms (letters a-z),
- Count to 32, and
- Identify all 26 upper and lower case letters

Sub Goal 4.2: Lifelong Learners

Comprehensive Achievement and Civic Readiness Charter Contract Target: All Students are prepared to be lifelong learners.

Goal 1: Each year FY2028 through FY2032, the School will achieve a higher rate of consistent attendance than the state average. (Consistent Attendance means students who attend more than 90% of the days the student is enrolled.)

Goal 2: Each year FY2028 through FY2032, graduating seniors will reflect on their lifelong learning through the thesis process during their Senior Thesis Defense.

Sub Goal 4.3: Data Driven Instruction

Each year FY2028 through FY2032, the Upper and Lower Schools will each administer and review DDI summative assessments on a quarterly basis in all grades for both reading and math (or assigned disciplines). The staff will review results with the building principal or their DDI leaders within five school days following the assessment and will re-teach necessary components the week following the assessment. The School will invite Friends to attend all quarterly meetings to review results.

Sub Goal 4.4: Professional Development

- For FY2028 through FY2032, 100% of all staff reported on STAR employed for at least one academic year shall participate in all scheduled professional development each year, as demonstrated by School records.
- For FY2028 through FY2032, 100% of all staff reported on STAR will participate yearly in professional development focused on cultural competency and/or equity.

Sub Goal 4.5: Academic Governance

For FY2028 through FY2032, the School's Board of Directors will evaluate academic progress reported on by the Academic Excellence Committee at a public meeting at least twice annually and shall include a summary of its findings in the applicable board minutes.

ADMISSION POLICIES & PROCEDURES

NOVA CLASSICAL ACADEMY

The School establishes the following admissions policy and procedures. This Exhibit G has three pages.

POLICY STATEMENT: Admission to Nova Classical Academy is open to all students, without regard to ability, race, religion, or any other factors, other than the capacity of the program, class, grade level, or building.

- (1) Each school year, the Board:
 - a. establishes by October 1st the open enrollment period applicable to the following school year's admissions.
 - b. Publishes by October 1st: The school's enrollment application applicable to the following school year, and this Admissions and Lottery Policy.
 - c. establishes and publishes by February 1st, the Available Enrollment by Grade applicable to the following school year.
- (2) Notice to Currently Admitted Students & Staff Employed at the School: Prior to the beginning of the open enrollment period, the school provides notice of the open enrollment period to parents, foster parents, and staff so that siblings of currently admitted students, foster children of parents of currently admitted students, and children of staff may submit a timely application.
- (3) Currently Admitted Students – Intent to Return: Prior to the beginning of the open enrollment period, the school asks families to complete an "Intent to Return" form.
- (4) Application Processing. Each enrollment application received is date-stamped and also either time-stamped or sequentially stamped by number designating the order in which applications were received for each such date.

Each paper enrollment application received is date-stamped and also either time-stamped or sequentially stamped by number designating the order in which applications were received for each such date. These applications are entered manually into the online enrolment system.

- (5) Admissions. All applications received during the open enrollment period are automatically accepted for enrollment (i.e. admitted) unless more applications are received than the available enrollment established by the Board for the applicable grade(s). In this situation, all submitted applications for such grade(s) are placed in the lottery; however, siblings of currently admitted students, foster children of parents of currently admitted students, and children of staff employed in school have preference.

- (6) Siblings of Admitted Students (“Siblings”) and Foster Children of Parents of Currently Admitted Students (“Foster Siblings”): Siblings and Foster Siblings, who submit an application before the expiration of the open enrollment period, of currently admitted students are automatically admitted unless the number of Siblings and Foster Sibling applications combined exceed the available enrollment established by the Board for the applicable grade(s). If the number of Sibling and Foster Siblings combined applications exceeds available enrollment in any grade, a combined Sibling and Foster Sibling lottery is held for each such grade. Siblings and Foster Siblings are admitted to the school in the order in which they are drawn in the lottery. If all available enrollment in a grade is filled by Siblings and/or Foster Siblings, the Sibling and Foster Sibling lottery continues and establishes the Sibling and Foster Sibling waiting list, which has preference over both the staff-children waiting list and the general waiting list.
- (7) Children of Staff Employed at Nova Classical Academy: Children of staff employed at the school who submit an application before the expiration of the open enrollment period, are automatically admitted provided that all Siblings and Foster Siblings (of already admitted students) who submitted a timely application are admitted, and provided there is available enrollment as determined by the Board for the applicable grade(s). If the number of children of staff exceeds the available enrollment established by the Board for any grade (and after all Siblings and Foster Siblings (of admitted students) who submitted a timely application are admitted), a staff-children lottery is held. Children of staff are admitted to the school in the order in which they are drawn in the lottery. If all available enrollment in a grade is filled by children of staff, the staff-children lottery continues to establish the staff-children waiting list for each such grade.
- (8) General Lottery: If the number of applications received during the open enrollment period exceeds available enrollment established by the Board for any grade (and after Siblings and Foster Siblings (of admitted students) who submitted timely applications are already admitted or establish a Sibling and Foster Sibling waiting list, and after all children of staff employed at the school who submitted a timely application are already admitted or establish a staff-children waiting list), the school conducts a general lottery. All applications for each such grade(s) (excluding applications from siblings of already admitted students and excluding applications from children of staff employed at the school) received before the expiration of the open enrollment period are included in the general lottery. Students are admitted to the school in the order in which they are drawn in the lottery, as long as there is available enrollment as determined by the Board for the applicable grade(s). If all available enrollment in any grade is filled, the lottery continues and establishes the general waiting list for each such grade in the order drawn, until all applications are drawn. If a student is admitted through the general lottery and that student has one or more siblings in other grades also subject to a lottery, those siblings are automatically admitted as long as available enrollment as determined by the Board remains in the applicable grade(s).
- (9) Applications received after the open enrollment period expires are automatically admitted as long as there is available enrollment as established by the Board in the applicable grade, in the order received. If, or once, there is no available enrollment in any grade,

applications are added to the applicable waiting list for each such grade, in the order received.

- (10) The School conducts all lotteries through a method of random selection.

General Admission Procedures:

- (1) **Order of Admission:** Siblings and Foster Siblings of Already Admitted Students, then Children of Staff Employed at the School, then General Admissions.
- (2) **No waiting list carry over from year to year:** Each waiting list is subject to a lottery and redrawn during each admission process each year.
- (3) **Multiple births** (twins, triplets, etc): Each student seeking admission completes an application (i.e. not one application for the family). In a lottery situation, each student receives an individual number/lot in the lottery.
- (4) **Lottery Grade Order:** Applicable lotteries occur from highest grade to lowest grade. For example, if a lottery is required in grades K and 3, the grade 3 lottery is conducted first, followed by the K lottery.

Exhibit H

GOVERNANCE AND MANAGEMENT PLAN

NOVA CLASSICAL ACADEMY

The School shall be operated by a School Board elected in accordance with its bylaws.

The School Board delegates the day-to-day management of the School to an administrator who is hired and supervised by the School Board. The School shall not engage or contract with a charter management organization or educational management organization.

The School Board shall employ and contract with necessary teachers, as defined by Minn. Stat. 122A.15, Subd. 1, who hold valid licenses to perform the particular service for which they are employed at the School.

Teachers employed at the School shall be treated by the School as public school teachers for the purposes of Minn. Stat. chapters 354 and 354A.

The School Board may employ necessary employees who are not required to hold teaching licenses to perform duties other than teaching and may contract for other services.

The School Board may discharge teachers and non-licensed employees.

The School Board shall decide matters relating to operations of the School including, but not limited to, budgeting, curriculum, and operating procedures. The School Board delegates to the school administrator implementation of the operational decisions made by the School Board.

The School Board shall adopt personnel evaluation policies and practices that comply with Minn. Stat. 124E.07 Subd. 6.

The School Board shall adopt a policy, plan, budget and process consistent with Minn. Stat. 120B.11 to review curriculum, instruction, student achievement, and strive for the Comprehensive Achievement and Civic Readiness of its students. ~~world's best workforce.~~

The School Board shall adopt a revision to its strategic plan before January 1, 2029, and shall review it annually. ~~As part of its strategic plan: (1) the School Board will adopt and implement a continuous academic improvement plan for the School, (2) the School Board will implement a financial plan to maintain a 25% fund balance, and (3) Consider retention plans for high-quality teachers.~~

ADMINISTRATION AND OPERATIONS PLAN

NOVA CLASSICAL ACADEMY

Executive Director:

The Board will hire an Executive Director who will manage the day-to-day operations of the School. ~~Responsibilities include:~~ ~~including~~ (1) implementing the mission and philosophy of the School; (2) Maintaining the academic integrity of the school; (3) Managing the operations of the School, faculty, and staff; (4) Ensuring the curriculum is being taught as identified by the founders; (5) Observing the classrooms and coaching the teachers; and (5) supervising students.

The Executive Director is an intellectual and a leader. The Executive Director will ensure the culture and mission of the School is clear to all stakeholders. The Executive Director also facilitates development of the School's culture. The Executive Director reports to the Board.

Faculty:

The faculty teaches the classical curriculum as set forth and approved by the Executive Director and Board of Directors. Multiple classes in any grade will follow the same curriculum map to ensure consistency from class to class and the same expectations. Any deviation from the curriculum must be approved by both the Executive Director and the Board. The faculty reports to the Executive Director.

Business Manager:

The business manager is responsible for the day-to-day business, facility, financial and non-academic operational matters at the School. The business manager has a strong background in school finance and reporting and oversees the budget and preparation of necessary reports. The Business Manager reports to the Board.

Management Organization

The School shall not engage or contract with a charter management organization or educational management organization.

FINANCIAL MANAGEMENT PLAN

NOVA CLASSICAL ACADEMY

The Board is trained in financial oversight. The Board treasurer and finance committee members receive additional training to ensure comprehensive understanding of charter school finance and oversight.

The Board monitors and evaluates the School's recordkeeping, controls, and financial position. Specifically: (1) the ~~Business Manager~~ Budget & Finance Committee reports at all Board meetings regarding the School's financial position, including current and forecast positions, and makes related recommendations; (2) the Board Treasurer reports at all Board meetings regarding all disbursements made, cash flow, balance, additional relevant financial data, and its monitoring of the School's recordkeeping and control processes; and (3) the Board Treasurer and School Leader meet regularly with the Business Manager to monitor school finances on a regular and ongoing basis. Significant developments that adversely impact the School are immediately brought before the Board.

The Board retains an external auditor on an annual basis to review the School's internal controls and processes. The Board initiates and monitors corrective action to ensure that noted deficiencies, if any, are addressed and will not result in repeat findings in subsequent audits