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STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED  
JAN 14 2014  
Mouk Ritchie  
Secretary of State

**DISCOVERY CHARTER SCHOOL ARTICLES OF INCORPORATION**

**ARTICLE I – NAME & DURATION**

The name of this corporation shall be Discovery Charter School. The duration of the corporate existence shall be perpetual.

**ARTICLE II – PURPOSE**

Discovery Charter School is organized exclusively for educational purposes, to operate a charter school. The corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. All funds shall be devoted to such purposes.

**ARTICLE III – DISSOLUTION**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code for a public purpose. Any such assets not disposed shall be disposed by the District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IV – MEMBERSHIP**

The sole members of Discovery Charter School shall be the members of the Board of Directors.

**ARTICLE V – INDEMNIFICATION**

No officer or Director of Discovery Charter School shall be personally liable for the debts or obligations of Discovery Charter School of any nature whatsoever, nor shall any of the property of the officer or Directors be subject to the payment of the debts or obligations of Discovery Charter School.

**ARTICLE VI –REGISTERED OFFICE**

The registered address of Discovery Charter School shall be located at 1275 Gibbs Avenue, Saint Paul, MN 55108.

**ARTICLE VII – 501C3 STATUS**

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or others private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

I, Tamer Sharafeldin, a natural person 18 years of age or older, adopt the above articles of incorporation in order to form a corporate entity under Minnesota Statutes, Chapter 317A.

TAMER SHARAFELDIN

Incorporator

1275 Gibbs Ave, St Paul, MN 55108

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4 **Discovery Charter School Bylaws**

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6 **ARTICLE I: PURPOSE, AND OFFICE**

7 Section 1 – Purpose: The purpose of Discovery Charter School is to provide educational  
8 services to Minnesota students as a public school.

9 Section 2 – Office: The registered office of Discovery Charter School in Minnesota is  
10 1275 Gibbs Avenue. Saint Paul, MN 55108, The Corporation may have such other offices within  
11 the State of Minnesota as the Board of Directors may determine. The registered office may be,  
12 but need not be, identical with the principal office in the State of Minnesota.

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15 **ARTICLE II: BOARD OF DIRECTORS**

16 Section 1 – General Powers: The affairs of Discovery Charter School shall be governed  
17 by the Board of Directors (Board). The Board is responsible for the overall policy and direction of  
18 the school. The Board may adopt such policies, and take actions provided such policies and  
19 actions are not inconsistent with the Articles of Incorporation, these Bylaws, Minnesota Statute  
20 124D.10, and other relevant laws The Board may establish one or more Committees having such  
21 powers and authority as are delegated to it by the Board.

22 Section 2 – Board Size & Tenure: The Board of Directors (Board) shall consist of no less  
23 than five and no more than eleven members each holding a seat on the Board. The Board  
24 composition is to be at least one (1) licensed teacher, one (1) parent or guardian of an enrolled  
25 student and one (1) interested community member who is not employed by the school and does  
26 not have a child enrolled. Board members must be unrelated. Terms of the Board positions shall  
27 be three years. A vacancy occurring on the Board during the year, by means of resignation or  
28 removal prior to completion of the term of the seat, may be filled by appointment to the seat by a  
29 majority vote of the remaining directors to serve out the remainder of the term. A minimum of 30  
30 days prior to an annual meeting the Board will determine the number and designations of Board  
31 positions open for election; on an annual basis, including increasing or decreasing the size of the  
32 Board within the limits of 5 to 15 members.

33 Section 3 – Categories: Board positions designated for Teachers must be occupied by a  
34 licensed DISCOVERY CHARTER SCHOOL teacher currently providing service (part or full- time)  
35 to the school. Board positions designated for Parents must be occupied by a parent of a child  
36 currently enrolled in the school. If a Teacher serving on the Board leaves DISCOVERY  
37 CHARTER SCHOOL employment or if a Parent no longer has a child enrolled in the school; the  
38 Board position becomes vacant at the time of the change in status that disqualifies the person  
39 from serving on the Board. From time to time, the Board of Directors shall determine the  
40 participation categories of people (background, representations, skills, etc.) that are desirable  
41 and/or needed on the Board of Directors that are in the best interests of the Corporation. The  
42 school director (CEO) and the CFO are ex officio board members with no voting rights.

43 Section 4 – Election: A minimum notice of thirty (30) days shall be provided before any  
44 election. All parents and staff members of DISCOVERY CHARTER SCHOOL shall be eligible to  
45 vote in such elections.

46 Section 5 – Board Training: Board members must begin board training within six months  
47 and complete board training within 12 months of taking office or be removed from the Board as  
48 required by Minnesota Statute 124D.10.

49 Section 6 – Meetings and Notice: Meetings of the Board of Directors of Discovery Charter  
50 School shall be noticed and conducted in accordance with Minnesota Statutes Chapter 13D, the

57 Open Meeting Law. The board shall meet regularly at such times and places as the board may  
58 determine. Special meetings may be called by the Board Chair or any three directors.

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60 Section 7 – Participation Without Physical Presence: At any meeting of the Board of  
61 Directors, a member shall be considered present if such member is able to interact all members  
62 present at the meeting..

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64 Section 8 – Quorum and Voting: A quorum shall consist of a majority of the directors. A  
65 majority vote of the directors present shall decide all questions, except as indicated in other  
66 sections of these Bylaws.

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68 Section 9 – Resignation and Removal: Directors may resign at any time, effective  
69 immediately or at a specified later date, by providing notice in writing to the Board Chair. The  
70 acceptance of such resignation shall not be necessary to make it effective. A board member may  
71 be removed at any time, with or without cause, by a minimum two-thirds majority of the Board,  
72 excluding the Director whose removal is being considered. Failure to attend three consecutive  
73 meetings shall be deemed a resignation, unless a decision is made at the third missed meeting  
74 by a majority of Board members to override the resignation due to failure to attend.

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76 Section 10 – Compensation: Board members may not receive compensation, but may be  
77 reimbursed for reasonable out-of-pocket expenses incurred by them in rendering services to this  
78 corporation, as the board from time to time determines such services to be directly in furtherance  
79 of the purposes and in the best interest of the corporation.

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81 Section 11 – Conflict of Interest: Board members are prohibited from serving as a  
82 member of the Board of Directors if they serve as an employee or agent of or a contractor with  
83 any for-profit entity with whom the Corporation contracts, directly or indirectly, for professional  
84 services, goods or facilities to comply with the current *Minnesota Statute 124D.10*. Each director  
85 must complete a conflict-of-interest statement for review by the Corporation and placed into  
86 Board public record at the beginning first meeting of the Board when seated and shall annually  
87 complete such a statement on the anniversary of their election or on such an annual date that the  
88 Board may select. Board members must disclose in the conflict-of-interest statement if they serve  
89 as a member of the board of directors or as an employee or agent of or a contractor with a  
90 nonprofit entity with whom the Corporation contracts, directly or indirectly, for professional  
91 services, goods or facilities. The Board member shall disclose in the conflict-of-interest statement  
92 any relationships in which the Board member believes there is a potential conflict of interest. Any  
93 future conflict of interest that may arise will be disclosed by statement to the board at the next  
94 regularly scheduled meeting.

### 95 96 **ARTICLE III: BOARD OFFICERS AND DUTIES**

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98 Section 1 – Number and Election: The officers of the corporation shall be elected by the  
99 Board of Directors for a one (1) year term and shall consist of a Board Chair, a Treasurer, a  
100 Secretary and such other officers as the board shall determine from time to time.

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102 Section 2 – Vacancies: A vacancy in any office of this corporation occurring by reason of  
103 death, disqualification, resignation or removal shall be filled for the unexpired portion of the term  
104 by appointment of a successor by the Board.

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106 Section 3 – Board Chair: The Board Chair shall act as President of the Corporation, and  
107 shall preside at all meetings of the Board of Directors. He or she shall sign and deliver, in the  
108 name of the corporation, all documents requiring an officer's signature on behalf of the  
109 corporation, and shall have such other duties as the board may from time to time prescribe.

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111 Section 4 – Treasurer: The Treasurer shall be responsible for ensuring accurate  
112 maintenance of financial records for this corporation and safeguarding the assets of this  
113 corporation. He or she shall present a report of this corporation's financial transactions and status

114 to the Board of Directors at its annual meeting, and shall from time to time make such other  
115 reports to the Board of Directors as it may require. The Treasurer shall perform such other duties  
116 as may be assigned to him or her from time to time by the Board of Directors.

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118 Section 5 – Secretary: The Secretary shall be responsible for maintaining the records of  
119 all Board Meeting minutes, and such other legal documents and records necessary for and  
120 belonging to the Corporation. The Secretary shall perform such other duties as may be assigned  
121 to him or her from time to time by the Board of Directors.

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123 Section 6 – Removal of Officer: Any officer may be removed at any time, with or without  
124 cause, by a majority vote of directors of the board at any regular meeting or at a special meeting  
125 called for that purpose.

126  
127 Section 7 – Resignation: Any officer may resign at any time. Such resignation shall be  
128 made in writing to the Board Chair, and shall take effect at the time specified therein or, if no time  
129 be specified, at the time of its receipt by the Board Chair. The acceptance of a resignation shall  
130 not be necessary to make it effective.

#### 131 132 **ARTICLE IV: INDEMNIFICATION**

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134 Section 1 – Indemnification: Each Board Member, officer and employee of the  
135 Corporation, past or present, and each person who serves or may have served at the request of  
136 the Corporation, as a director, officer, partner, trustee, employee, representative or agent of  
137 another organization or employee benefit plan, and the respective heirs, administrators and  
138 executors of such persons, shall be indemnified by the Corporation in accordance with, and to the  
139 fullest extent permitted by, Minnesota Statutes, Section 317A.521. The corporation shall not be  
140 obligated to indemnify any other person or entity, except to the extent such obligation shall be  
141 specifically approved by resolution of the Board. The Corporation shall have the power to  
142 advance such person's expenses incurred in defending any such proceeding to the maximum  
143 extent permitted by law. This section is and shall be for the sole and exclusive benefit of the  
144 individuals designated herein and no individual, firm or entity shall have any rights under this  
145 section by way of assignment, subrogation or otherwise, whether voluntarily, involuntarily or by  
146 operation of law.

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148 Section 2 – Insurance: The corporation may purchase insurance on behalf of any person  
149 who is or was a Board member, officer, employee or agent of the Corporation, against any liability  
150 asserted against and incurred by such person in his or her official capacity, or arising out of his or  
151 her status as such, whether or not the corporation would have the power to indemnify such  
152 person against liability under Minnesota Statutes Section 317A.521, the Articles of Incorporation  
153 or these Bylaws.

#### 154 155 **ARTICLE V: FINANCIAL MATTERS AND RECORDS**

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157 Section 1 – Contracts: The Board may authorize any officer or officers, agent or agents of  
158 the corporation to enter into any contract or execute and deliver any instrument in the name and  
159 on behalf of the corporation, and any such authority may be general or confined to specific  
160 instances. Unless so authorized by the Board or these Bylaws, no officer, agent, or employee  
161 shall have any power or authority to bind the Corporation by any contract or engagement, or to  
162 pledge its credit or to render it financially liable for any purpose or to any amount.

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164 Section 2 – Loans and Pledges: No loans shall be contracted nor pledges or guarantees  
165 given on behalf of the corporation unless specifically authorized by the Board.

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167 Section 3 – Deposits: All funds of the Corporation shall be deposited to the credit of the  
168 corporation in such banks, trust companies or other depositories as the Board may designate and  
169 shall be disbursed under such general rules and regulations as the Board may from time to time  
170 determine.

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Section 4 – Documents Kept at Main Office: The Board shall cause to be kept at the Main office of this corporation originals or copies of:

(a) Approved minutes and records of all proceedings of the Board. (b) Records of all votes and actions of the members; (c) Annual audited financial statements of this corporation; (d) Articles of Incorporation and Bylaws of this corporation and all amendments and restatements thereof; (e) Copies of the corporation’s application for and approval of tax-exempt status (Form 1023) and Forms 990 for the current year and the preceding two years. Inspection and provision of copies of these documents shall be as provided by Minnesota Statutes Chapter 317A and relevant state and federal law; and (f) Approved annual report.

Section 5 – Accounting System and Audit: The Board shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting and financial reporting system for the Corporation. The Board shall cause the records and books of account of the corporation to be audited at least once each fiscal year and at such other times as it may seem necessary or appropriate, and may retain such person or firm for such purposes as it may deem appropriate.

**ARTICLE VI: AMENDMENTS**

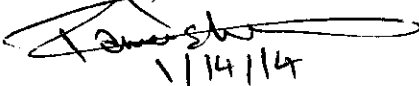
A majority vote of the Board of Directors is needed to adopt, amend and repeal these Bylaws.

**ARTICLE VII: DISTRIBUTION OF ASSETS**

Section 1 – Right to Cease Operations and Distribute Assets: By a two-thirds (2/3) vote of all directors, the Board may resolve that the Corporation cease operations and voluntarily dissolve. Such resolution shall set forth the proposed dissolution and direct designated officers of the Corporation to perform all acts necessary to effect dissolution. A resolution to dissolve the Corporation shall be approved only upon the affirmative vote of a two-thirds (2/3) of a quorum of Voting members of the Corporation taken at a meeting during which the resolution is brought before the voting members. If such cessation and distribution is called for, the Board shall set a date for commencement of the distribution.

Section 2 – Cessation and Distribution: When cessation of operations and distribution of assets has been called for, the Board and the designated officers shall cause the Corporation to discontinue its regular business activities and operations as soon as practicable, and shall liquidate and distribute all the Corporation’s assets to other entities in accordance with Minnesota Statutes, Section 317.A.735 and in accordance with the Articles of Incorporation. Notice of intent to dissolve shall be filed with the Secretary of State, and notice shall be given to the Minnesota Attorney General, as required by Minnesota Statutes, Chapter 317A.

Signature



Tamer Sharafeldin  
Incorporator