

AMENDED AND RESTATED BYLAWS

OF

MINNDEPENDENT

Effective June 14, 2023

ARTICLE 6

Committees

SECTION 6.1 Committees with authority. The Board of Directors may, in resolutions adopted by a majority of the members of the Board of Directors, establish committees having the authority of the Board of Directors to the extent provided in such resolutions. The members of each such committee shall be appointed by the Board of Directors or, if expressly authorized by the Board of Directors, by the President. Each such committee is at all times subject to the control and direction of the Board of Directors. Committee members, other than members of the Executive Committee, need not be Directors. Notwithstanding any provision of these Bylaws apparently to the contrary, no committee shall have the authority to take any of the following actions:

- (a) Amend or repeal the Articles of Incorporation or Bylaws of this corporation;
- (b) Elect, appoint, or remove any member of the Board of Directors or the Executive Committee, or any officer of this corporation;
- (c) Adopt or approve a plan of merger or consolidation with another corporation;
- (d) Authorize the sale, lease, exchange, mortgage or other disposition of all or substantially all of the assets of this corporation;
- (e) Authorize the voluntary dissolution of the corporation or revoke proceedings therefore; or
- (f) Amend or repeal any resolution of the Board of Directors that by its terms provides that it shall not be amended, altered or repealed by any committee of this corporation.

SECTION 6.2 Advisory Committees. The Board of Directors or the President may establish advisory committees that have no authority to act on behalf of the corporation. Appointments to these advisory committees shall be made in the manner specified by the Board of Directors or the President, whichever established the advisory committee.

Current advisory committees include:

(a) STEM Advisory Committee

(b) Private and Independent Education Awards Committee

SECTION 6.3 Executive Committee. The Board of Directors may designate an Executive Committee composed of at least five Directors designated by the Board of Directors. The Executive Committee shall have the authority of the Board of Directors in the management

of the business of this corporation in the interval between meetings of the Board of Directors. The Executive Committee shall at all times be subject to the control and direction of the Board of Directors.

SECTION 6.4 **Governance Committee.** The corporation shall have a Governance Committee consisting of members of the Executive Committee. The purpose of the Governance Committee is to enhance the engagement and participation of board members and ensure effective oversight and operations of the corporation. Committee activities may include periodic review of Bylaws, periodic assessment of board performance and satisfaction, and board member recruitment,

SECTION 6.54 Nominating Committee ~~Governance Committee.~~ This corporation shall have a Nominating Committee ~~Governance~~ consisting of three or more persons appointed by the Chairperson with the approval

of the Board of Directors. The ~~Nominating Governance~~ Committee shall identify, evaluate, and recommend potential candidates to serve on the Board of Directors and to serve as officers of this corporation. Prior to each election of Directors, the ~~Nominating Governance~~ Committee shall present to the Board of Directors a slate of candidates for all open offices.

SECTION 6.65 Meetings and voting. Meetings of each committee having authority of the Board of Directors shall be called and held in accordance with the provisions of Meetings of each committee shall be called and held in accordance with the provisions of Sections 4.2 to 4.6 of these Bylaws as they apply to meetings of the Board of Directors.