

# Bylaws of the Tomorrow River Community Charter School



Adopted: 4-1-2013

# BYLAWS OF THE TOMORROW RIVER COMMUNITY CHARTER SCHOOL

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## ARTICLE 1

### Purpose

1. To manage, operate, guide, direct and promote the Tomorrow River Community Charter School Inc. (the “Corporation” or “TRCCS”), a Wisconsin Charter School, located within the Tomorrow River School District (“TRSD”), adhering to all charter agreements with the TRSD.
2. To provide for the delivery and holding of lectures, exhibits, public meetings, classes and conferences calculated directly or indirectly to advance the course of education.
3. To solicit and receive contributions from whatever sources, whether unrestricted or for designated purposes, and to hold the same for such designated purposes or subject to such contributions as may be specified in the terms of the gift or grant.
4. To engage in any and all charitable and educational activities for purposes consistent with these Bylaws as may be determined by the directors from time to time.

### Mission/Vision Statement

The TRCCS wishes to develop the whole child through nature, art, movement, language and music in an innovative, collaborative, and supportive educational environment based on inspiration from Waldorf, Environmental Education and other proven pedagogy.

## ARTICLE 2

### Identification

#### Section 2.01. Name.

The name of the Corporation is: TOMORROW RIVER COMMUNITY CHARTER SCHOOL INC.

**Section 2.02. Principal and Business Offices.**

The Corporation may have such principal and other business offices in the state of Wisconsin, as the Governance Board may designate or as the Corporation’s business may require from time to time.

**Section 2.03. Registered Agent and Office.**

The Tomorrow River School District may be changed from time to time by or under the authority of the Governance Board. The address of the Corporation’s registered office may be changed from time to time by or under the authority of the Governance Board, or by the Registered Agent. The business office of the Corporation’s Registered Agent shall be identical to the registered office. The Corporation’s registered office may be, but need not be, identical with the Corporation’s principal office in the state of Wisconsin.

**Section 2.04. Place of Keeping Corporate Records.**

The records and documents required by law to be kept by the Corporation permanently shall be kept at the Corporation’s principal office and all records backed electronically.

**ARTICLE 3**

**Membership**

**Section 3.01. Members.**

The Corporation’s membership shall be comprised of families of currently enrolled students. Each family is allowed two votes (regardless of number of parents/guardians) in the annual Board Member election held at the Annual Meeting, as defined in section 4.03. Members must be present at the Annual Meeting to cast their votes.

**ARTICLE 4**

**TRCCS Governance Board**

**Section 4.01. General Powers.**

Subject to any limitation set forth in the articles of incorporation, the Corporation’s powers shall be exercised by or under the authority of, and its business and affairs shall be managed under the direction of, its Governance Board, including, but not limited to, the following:

1. Providing direction for the school by upholding the Corporation’s mission and vision.
2. Leading the Charter School’s short-term, long-term and strategic planning.

3. Working in collaboration with the community, consultants/contractors, and the TRSD Superintendent. Monitoring, writing, approving, and implementing and revising as needed, the Charter School Contract, Articles of Incorporation and the application for 501c3 status.
4. Supporting the Board and Teachers professional development to include Waldorf and other nontraditional approaches that enhance curriculum and child development.
5. Establishing, implementing, interpreting, and enforcing policies relating to the day-to-day operation of the TRCCS.
6. Approving any significant changes in the TRCCS' programs or curriculum.
7. Ensuring sound fiscal decisions and management of all monies entrusted to the Corporation.
8. Working in collaboration with the School District of the Tomorrow River, parents and community members to garner public funds.
9. Approving fundraising activities.
10. Establishing grant options, application, implementation and distribution of funds processes to provide nonpublic resources to sustain and meet the goals of the Corporation.
11. Maintaining open channels of communication with the Tomorrow River School District and the community.
12. Developing and approving all job descriptions, recruiting plans, selection and evaluation process for all TRCCS faculty and staff in collaboration with TRSD.
13. Collaborating with TRSD to run Charter School's operations, including site selection that enhances the Waldorf-inspired education and child development as a guide to, acquisition or lease arrangements for space renovations, repairs, construction and general contractor(s), maintenance, and materials, grounds and janitorial services.
14. Providing local, sustainable food service and eligibility for USDA National School Lunch Program and the Waldorf-inspired natural environment in collaboration with TRSD.

#### **Section 4.02. Number, Tenure, and Qualifications.**

The number of Board Members of the Corporation shall consist of up to 7 diverse members, and may include up to 2 employees, consultants, teachers or others hired by the Governance Board: these members may not serve in any officer role on the Governance Board. The Governance Board will have additional non-voting members to include but not limited to a District School Board Representative and the acting District Principal.

Board members are up for renewal every two years, staggered years. Initial board members will serve a 2 or 3 year staggered term. Open seats are open to anyone to apply and approved by the existing Board Members.

#### **Section 4.03. Annual and Regular Meetings.**

The Governance Board, shall hold a minimum of 5 meetings per year plus the annual meeting [to be held no later than June 30th of each year] and establish places, times, and dates. The Governance Board

may provide, by resolution, the time and place, for the holding of-or-additional regular meetings, without other notice than such resolution.

#### **Section 4.04. Special Meetings.**

Special meetings of the Governance Board may be called by or at the request of the Chair or by twenty percent (20%) of the Board Members then in office. The person or persons authorized to call special Governance Board meetings may fix any place for holding any special Board meeting called by them. Notification of Special Meetings will comply with section 4.06 of the Bylaws and a Quorum is required subject to section 4.07.

#### **Section 4.05. Meetings by Electronic Means of Communication.**

To the extent provided in these Bylaws, the Governance Board, or any committee of the Board, may, in addition to conducting meetings in which each Board Member participates in person, and notwithstanding any place set forth in the notice of the meeting or these Bylaws, conduct any regular or special meeting by the use of any electronic means of communication, provided (1) all participating Board Members may simultaneously hear each other during the meeting, or (2) all communication during the meeting is immediately transmitted to each participating Board Member, and each participating Board Member is able to immediately send messages to all other participating Board Members. Before the commencement of any business at a meeting at which any Board Members do not participate in person, all participating Board Members shall be informed that a meeting is taking place at which official business may be transacted. Notwithstanding the foregoing, the Board of Governance shall not conduct any meeting in a manner that would violate Wisconsin's Open Meetings Law, set forth in Wis. Stats. § 19.81, et al ("Wisconsin's Open Meetings Law"). Any Governance Board meeting conducted by the use of any electronic means of communication shall comply with Wisconsin's Open Meetings Law as applicable, including, but not limited to, providing the public with the required notice, if any, and allowing members of the public a means of monitoring the meeting in real time. Closed sessions shall not be held during an electronic meeting.

#### **Section 4.06. Notice of Meetings; Waiver of Notice.**

Notice of each Governance Board meeting, except meetings pursuant to Section 4.04 of these bylaws, shall be delivered to each Board Member at an address the Board Member shall have designated in writing and filed with the secretary. Notice may be given orally or communicated in person, by telephone, telegraph, teletype, facsimile, email, or other form of wire or wireless communication, private carrier, or in any other manner provided by ch. 181. Notice shall be given not less than 72 hours before the meeting being noticed. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier. A Board Member may waive notice required under this section or by law at any time, whether before or after the time of the meeting. The waiver must be in writing, signed by the Board Member, and retained in the corporate record book. The Board Member's attendance at or participation in a meeting shall constitute a waiver of notice of the meeting, unless the Board Member at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or

transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at nor the purpose of any regular or special Governance Board' meeting need be specified in the notice or waiver of notice of the meeting. The Chair shall deliver a written agenda to all Governance Board Members at least 72 hours prior to the meeting.

All Governance Board meetings shall be governed by Consensus and shall comply with Wisconsin's Open Meeting Law, set forth in Wis. Stat., § 19.81, et al. The Governance Board shall provide at least 72 hours advance notice of meetings to the public and the office of the Administrator of the School District of the Tomorrow River, except in the case of an emergency meeting, where 24 hours' notice will be given. Such notices shall state the time, date, location, purpose, and agenda of the meetings.

#### **Section 4.07. Quorum Requirement.**

Except as otherwise provided in the Articles of Incorporation or these Bylaws, a majority of the number of Board Members as required in Section 4.02 of these Bylaws shall constitute a quorum for the transaction of business at any Governance Board meeting, but a majority (51%) of the Board Members present, though less than such quorum, may adjourn the meeting to another time without further notice. A majority of the number of Board Members appointed to serve on a committee as authorized in Section 4.12 of these Bylaws shall constitute a quorum for the transaction of business at any committee meeting.

#### **Section 4.08. Voting Requirement.**

The Consensus vote of the Board Members present at a meeting at which a quorum is present shall be the act of the Governance Board or a committee of the Governance Board. This provision shall not, however, apply to any action taken by the Governance Board in the event the affirmative vote of a greater number of Board Members is required by law, the Articles of Incorporation, or any other provision of these Bylaws. A member must be present at the meeting at the time a Consensus is called. No member may vote by proxy or absentee ballots.

#### **Section 4.09. Survey**

The Board of Directors may at any time solicit reactions from community members through a mail survey. The Board resolution authorizing the survey shall indicate whether the results shall be considered advisory or binding on the Board. The annual meeting may initiate an advisory or binding survey and shall specify the exact wording of the question and the required follow up action of the Board. Members shall have thirty (30) days to return response forms. Results of the survey shall be announced at a board meeting or in printed form within ninety (90) days of the response deadline.

#### **Section 4.10. Conduct of Meetings.**

The Chair of the Governance Board, and in his or her absence, a vice-chair in the order provided under Section 5.09 of these bylaws, and in their absence, any Board Member chosen by the Board Members present, shall call Governance Board meetings to order and shall act as Chair of the meeting. The Corporation's Secretary shall act as secretary of all Governance Board meetings, but in the Secretary's



absence, the presiding Officer may appoint any Assistant Secretary, Board Member, or other person present to act as secretary of the meeting.

#### **Section 4.11. Election and Vacancies.**

The Governance Board may accept nominations for vacancies. Prior to becoming a Board Member, a prospective Board Member shall be subject to a background check.

Board Members of the Corporation shall be elected by an affirmative vote of the majority of the Membership at the Governance Board Annual Meeting. Any vacancy occurring on the Governance Board, may be filled until the next succeeding Annual Meeting by an affirmative vote of a majority of the members in attendance.

Officers are appointed from within the Governance Board body after all vacancies have been filled.

#### **Section 4.12. Removal.**

A Board Member may be removed upon the occurrence of any of the following events:

1. The date on which the Board Member submits a written letter of resignation to the Chair;
2. The date on which the Board Member dies.
3. The date on which the Board Member is convicted of a felony.

Excessive absenteeism will call into question the Board Member's dedication to the mission of the Corporation.

#### **Section 4.13. Action Without a Meeting.**

Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of law to be taken by the Governance Board at a Board meeting may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by all of the Board Members entitled to vote on the subject matter of the action and retained in the corporate records. Action taken pursuant to written consent shall be effective when the last Board Member signs the consent or upon such other effective date as is specified in the consent.

## **ARTICLE 5**

### **Officers**

#### **Section 5.01. Number and Titles.**

The Corporation's Principal Officers shall be a Chair, one or more Vice-Chairs periodically determined by the Governance Board, a Secretary, and a Treasurer, each of whom shall be elected by the Governance Board. If there is more than one vice-chair, the Governance Board may establish designations for the vice-chairs to identify their functions or their order. The Governance Board may designate other officer

positions from time to time. The Chair, Vice-Chair, Secretary, and Treasurer shall comprise the executive board.

#### **Section 5.02. Election and Term of Office.**

The Officers of the Corporation shall be elected annually by the Governance Board at their Annual Meeting, or to the extent authorized in these Bylaws, by another duly appointed Officer. Each Officer shall hold office until his or her successor shall have been duly elected or until the Officer's death, resignation, or removal as provided in these Bylaws. Officers are up for renewal annually on a staggered basis. Open seats are available to any Board Member to apply and approved by the existing Board Members. If no Board Members wish to fill the open seat, the Board Development Committee [see Section 6.03. Standing Committees] will be called up to find a suitable candidate.

#### **Section 5.03. Additional Task Groups.**

In addition to the Officers referred to in Section 5.01 of these Bylaws, the Corporation may create ad-hoc or temporary task groups. These task groups will be assigned by the Governance Board to work under specific standing committees and report to the standing committee or the Governance Board as assigned. (See Section 6.02) Upon completion of said task and report to the standing committee or the Governance Board, the task group will be terminated.

#### **Section 5.04. Removal.**

The Governance Board may remove any Officer or Task group, elected or appointed, whenever in its judgment the best interest of the Corporation will be served thereby, but the removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment shall not of itself create contract rights.

#### **Section 5.05. Resignations.**

Any Officer may resign at any time by giving written notice to the Corporation, the Governance Board, or the Secretary. Any such resignation shall take effect when the notice of resignation is delivered, unless the notice specifies a later effective date and the Corporation accepts the later effective date. Unless otherwise specified in the notice of resignation, the acceptance of the resignation shall not be necessary to make it effective.

#### **Section 5.06. Vacancies.**

A vacancy in any office because of death, resignation, removal, or other reason shall be filled in the manner prescribed for regular elections or appointments to the office for the unexpired portion of the term.

#### **Section 5.07. Powers, Authority, and Duties.**

Officers of the Corporation shall have the powers and authority conferred and the duties prescribed by the Governance Board or the Officer who appointed them in addition to and to the extent not inconsistent with those specified in other sections of this Article 5.

### **Section 5.08. Compensation**

Board Members shall not be compensated for their time and effort. The Board may authorize officers, board members, and committee members to be paid actual and necessary expenses incurred while on Corporation business.

### **Section 5.09. The Chair.**

The Chair shall, subject to the Governance Board's control:

1. Shall preside at all Governance Board meetings at which he or she is present.
2. Coordinate and supervise the work of its other Officers.
3. Have authority to sign, execute, and deliver in the Corporation's name all instruments either when specifically authorized by the Governance Board or when required or deemed necessary or advisable by the Board in the ordinary conduct of the Corporation's normal business, except in cases where the signing and execution of the instruments shall be expressly delegated by these Bylaws or by the Governance Board to some other Officer(s) or Agent(s) of the Corporation or shall be required by law or otherwise to be signed or executed by some other Officer or Agent.
4. In general, perform all duties incident to the Office of the Chair and such other duties as from time to time may be assigned to him or her by the Governance Board.
5. Shall serve as Past Chair for one year after term to facilitate the transition of the incoming Chair.
6. Submit the proposed agenda prior to the upcoming Board meeting.

### **Section 5.10. The Vice-Chair.**

In the Chair's absence, or in the event of his or her death or inability or refusal to act, or if for any reason it shall be impractical for the Chair to act personally, the Vice-Chair (or if there is more than one vice-chair, the Vice-Chair in the order designated by the Governance Board, or in the absence of any designation, in the order of their appointment) shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. Each Vice-Chair shall perform such other duties and have such authority as from time to time may be delegated or assigned to him or her by the Chair or by the Governance Board.

### **Section 5.11. The Secretary.**

The Secretary shall:

1. Keep any minutes of meetings of the Governance Board and its committees in one or more books provided for that purpose.
2. See that all notices are duly given in accordance with these Bylaws or as required by law.
3. Shall be responsible for posting agendas and minutes of meetings on the Corporation's website.
4. Be custodian of the Corporation's corporate records and see that the books, reports, statements and all other documents and records including IRS 501c3 tax records required by law are properly kept and filed.

5. In general, perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to him or her by the Governance Board or the Chair.

### **Section 5.12. The Treasurer.**

The Treasurer shall:

1. Have charge and custody of, and be responsible for, all of the Corporation's designated funds, or private donations; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; deposit all such monies in the Corporation's name in such banks, financial institutions, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; cause such funds to be disbursed by checks or drafts on the Corporation's authorized depositories, signed as the Governance Board may require; and be responsible for the accuracy of the amounts of, and cause to be preserved proper vouchers for, all monies disbursed.
2. Have the right to require from time to time reports or statements giving such information as he or she may desire with respect to any and all of the Corporation's financial transactions from the Officers, Employees, or Agents transacting the same.
3. Keep or cause to be kept, at the Corporation's principal office or such other office or offices as the Governance Board shall from time to time designate, correct records of the Corporation's funds, business, and transactions, and exhibit those records to any Board Member of the Corporation upon request at that Office.
4. Work with TRCCS Governance Board and TRSD to draft, monitor and review budget allocations, monitor, preparation and maintain a log of all purchase orders and other expense records, reconciles site records with TRSD office reports and resolves any discrepancies, assist with annual outside-audit and annual financial statements
5. Deliver to the Governance Board at each meeting an account of the Corporation's financial condition and of all his or her transactions as Treasurer, and as soon as possible after the close of each fiscal year, make or cause to be made and submit to the Governance Board a like report for that fiscal year; and
6. In general, perform all duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him or her by the Governance Board and in compliance with Article 7 Expenditures, Loans, Checks, Deposits and Audits and Article 11 Fiscal Year.

If required by the Governance Board, the treasurer shall furnish a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Governance Board shall determine.

### **Section 5.13. Employees of the TRCCS.**

Each employee shall perform job duties as outlined in Governance Board approved job descriptions. Duties, supervision and evaluation of such employees may be designated by standing committees. The

employee shall be responsible for administrative decisions relating to the Corporation. They may include but are not limited to:

1. Acting as the TRCCS communication “spokesperson” with internal and external communities including but not limited to parents, TRSD administrators, teachers and staff, TRCCS-Governance Board, DPI, Amherst and local communities, business and press.
2. Advancing the TRCCS mission, vision, and goals through developing a strategic plan and budget for execution of the, public relations and marketing brand communications activities and by working directly with the Governance Board, the School District, the Parents and Community.
3. Building partnerships and alliances that further the work and sustainability of the School e.g.
  - a. Work with the TRCCS Governance Board’s Public Relations and Fundraising Committee to raise funds for the school through the research and management of opportunities for grant-writing, fund raising and other development activities and events.
  - b. Works with Governance Board’s Treasure for financial accountability outlined in Section 5.11. The Treasurer and in compliance with Article 7 Expenditures, Loans, Checks, Deposits and Audits & Article 11 Fiscal year of the TRCCS Articles of Incorporation.
4. Developing Day-to-day operational policies and procedures to enhance school operations.

## Article 6

### Committees

#### Section 6.01. Creating Committees.

The Governance Board may create Committees. Each Committee shall consist of one or more Board Members and shall, unless otherwise provided by the Governance Board, serve at the pleasure of the Governance Board. Each Committee shall conduct its activities and make reports to the Governance Board as the Board may request and consistent with Consensus as outlined in Section 4.06, paragraph 2.

#### Section 6.02. Standing Committees

The following shall be standing committees of the Governance Board: Executive Committee, Board Development Committee, Public Relations and Funding Committee, and School Operations Committee. Each committee shall make a report to the Governance Board at the Board meetings, annually evaluate its work as a committee and the objectives it has committed itself to and report on same to the Governance Board. They will also annually submit objectives and expected outcomes as part of the planning and budgeting process. Appointments of the chair and members shall be made annually by the chair of the board with the advice and consent of the board in accordance with the bylaws. The chair of each committee shall be a member of the Governance Board. Additional committee members may be appointed and need not be members of the Governance Board.

#### Section 6.03. Executive Committee

The executive committee is commissioned by and responsible to the Governance Board to function on behalf of the Governance Board in matters of emergency and in interim periods between regularly scheduled board meetings. The executive committee shall have and exercise the authority of the Governance Board provided that such authority shall not operate to circumvent the responsibility and authority vested in the Governance Board by the bylaws, and any action taken is to be ratified by the Governance Board at its first subsequent meeting.

The executive committee shall be composed of the chair, treasurer and school employee or employees. The chair of the executive committee shall be the chair of the Governance Board. This committee's responsibilities include:

1. Advancing the TRCCS mission, vision, and goals through developing a strategic plan and sustainable funding methods and budgeting for execution of the TRCCS.
2. Make decisions on behalf of the full board as needed which cannot wait for the full board, or on matters delegated to the Executive Committee by the Governance Board.
3. Maintain effective communication with the parents, community, TRSD, and TRCCS committees of the Governance Board.
4. Coordinate the annual planning and budget process of the charter school.
5. Annually submit objectives as part of the planning and budgeting process.
6. Annually evaluate its work as a committee and the objectives it has committed itself to and report on same to the Governance Board.
7. Meet to draw up an agenda for meetings of the full Governance Board.
8. Respond to the call of the Governance Board chair or charter school employees for emergency meetings to deal with special problems between regular board meetings.

#### **Section 6.04. Board Development Committee**

The board development committee is commissioned by and responsible to the Governance Board to assume the primary responsibility for matters pertaining to Governance Board recruitment, nominations, orientation, training, and evaluation in accordance with the bylaws of the charter school as well as established policies and practices approved by the Governance Board.

This committee's responsibilities include:

1. Study the current composition of the Governance Board to determine skills and experience; identify skills and experience needed on the board.
2. Recruit individuals to serve as members of the board.
3. Develop a slate of nominees for consideration by the membership at the annual meeting in accordance with selection/election procedures outlined in the bylaws.
4. Review annually the procedures for board recruitment.

5. Develop an orientation and training plan for new board members and assist in the planning of the annual board retreat.
6. Assist the executive committee in an annual board self-evaluation.
7. Annually review bylaws for consistency with current practice.

### **Section 6.05. Public Relations and Funding Committee**

The public relations and funding committee is commissioned by and responsible to the Governance Board to assume the primary responsibility for promotion, marketing and raising non-per-pupil allotment funds, grants and private donations to meet the budget needs of the TRCCS. The Governance Board, TRCCS employees and committee members will determine the fund-raising goals and marketing budget. This committee will also be responsible to budget and monitor the TRSD per pupil allotment to the TRCCS. The committee will develop the necessary subcommittee systems to successfully carry out the fundraising events and activities that are part of the annual fundraising plan. It works to identify potential markets, their needs, how to meet those needs with products/services/programs, and how to promote TRCCS to the community and potential and dedicated families.

This committee's responsibilities will include:

1. Build partnerships and alliances that further the work and sustainability of the TRCCS by developing a promotion and marketing strategic plan that supports the communication and fundraising goals of the Governance Board.
2. Creating and maintaining a positive public image in alignment with the Corporation's mission and vision through public relations.
3. Foster relationships with local businesses and community organizations.
4. Build partnerships and alliances that further the work and sustainability of the School to raise funds for the school through the research and management of opportunities for grant-writing, fund raising and other development activities and events.
5. Develop an annual fundraising plan that will generate the funds needed to meet the non-public and non-grant fundraising goal.
6. Develop the necessary subcommittee systems to successfully carry out the fundraising events and activities that are part of the annual fundraising plan; supervise the functions of the subcommittees; develop a plan for involving board directors in the non-grant resource development activities of the charter school.
7. Investigate new resource development projects, activities, and ideas for possible use in the future.
8. Works with Governance Board's Treasure to manage financial accountability outlined in Section 5.11. The Treasurer and in compliance with Article 7 Expenditures, Loans, Checks, Deposits and Audits and Article 11 Fiscal year of the TRCCS Articles of Incorporation.
9. Recruit foundation partners that are in alignment with the TRCCS vision and mission.

### **Section 6.06. School Operations Committee**

The school operations committee is commissioned by and responsible to the Governance Board to assume the primary responsibility assuring day-to-day operational policies and procedures are in place to enhance the schools operations and manage the TRCCS as outlined in the School Charter. This committee informs and ensures the Governance Board has the necessary information to effectively operate and perform its fiduciary duty, carry out supervision, recruitment, hiring and evaluation of TRCCS employees.

This committee's responsibilities include:

1. Supporting the Board and teachers' professional development and curriculum to include Waldorf and other non-traditional approaches that enhance curriculum and child development.
2. Establishing, implementing, interpreting, and enforcing policies relating to the day-to-day operation of the TRCCS.
3. Working and overseeing work done by Employees, consultants, teachers, named School Operations Director or others hired by the Governance Board to work with the TRSD-Principal and Teachers.
4. Ensuring a safe school structure that creates a physical environment in alignment with the Corporation's mission and vision of becoming a Waldorf inspired school.
5. Maintaining the physical structure and grounds leased or owned by the Corporation.

## **ARTICLE 7**

### **Expenditures, Loans, Checks, Deposits and Audits**

#### **Section 7.01. Expenditures.**

The Corporation's expenditures related to state or federal grants and per pupil enrollment distribution will be handled by the TRSD.

Non-per-pupil funds, small foundation grants and private donations the responsibility of the School Funding Committee, the Treasurer and will be deposited by the TRCCS at the International Bank of Amherst.

#### **Section 7.02. Loans.**

No indebtedness for borrowed money shall be contracted on the Corporation's behalf and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Governance Board. The authorization may be general or confined to specific instances.

#### **Section 7.03. Checks, Drafts, Credit Cards, Notes, etc.**

The treasurer has the authority to sign for expenditures that fall within the Corporation's budget and does not exceed \$250. Any expenditure over \$250 will require board approval. Written checks will



require 2 signatures for amounts over \$250; authorized signatories will be those on file at the International Bank of Amherst.

#### **Section 7.04. Deposits.**

All funds of the Corporation shall be deposited from time to time to the Corporation's credit at the International Bank of Amherst.

#### **Section 7.05. Corporate Audit.**

The corporate financial records and books of account shall be audited by the TRSD's auditor annually or as otherwise requested by the Governance Board.

## **ARTICLE 8**

### **Indemnification**

The Corporation shall, to the fullest extent authorized by section 181.0872 of the Wisconsin Statutes or the corresponding provision of any future Wisconsin non-stock corporation law, indemnify any Board Member or Officer of the Corporation against reasonable expenses and against liability incurred by a Board Member or Officer in a proceeding in which he or she was a party because he or she was a Board Member or Officer of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which the Board Member or Officer may otherwise be entitled. The Corporation may, to the fullest extent authorized by ch. 181, indemnify, reimburse, or advance expenses of Board Members or Officers. Further, indemnification or reimbursement shall not be granted to a Board Member, Officer, or another who has been found liable for willful misconduct in the performance of corporate duties. The Governance Board may authorize the Corporation to purchase such insurance as the Governance Board deems necessary or appropriate to insure its Board Members, Officers and employees against liability of any kind.

## **ARTICLE 9**

### **Amendments**

The Governance Board may alter, amend or repeal these Bylaws or adopt new Bylaws at any Annual, Regular or Special Meeting of the Governance Board. Two public readings of the amendment will be required before they are accepted.

## **ARTICLE 10**

### **Fiscal year**

The fiscal year of the Corporation shall coincide with the fiscal year of the School District of the Tomorrow River, 7/1 through 6/30.