

IDEA Charter School
Governing Council Bylaws

ARTICLE I
Name and Mission

Section 1. Name. The name of the organization is the IDEA Charter School Governing Council.

Section 2. Mission Statement. The mission of the IDEA Charter School is to maximize the potential of each student in a student-centered, project-based environment.

ARTICLE II
Governing Board

Section 1. Composition and Number. The Governing Council shall consist of not less than five and not more than 15 persons. Representation on the Governing Council is open to teachers, parents, community members and business representatives. The Governing Council shall be comprised of no more than forty nine percent (49%) current employees of D.C. Everest School District at any one time. The current IDEA Charter School advisors shall designate 2 advisors to serve on the Governing Council as voting members. The Governing Council may have up to 2 members who are students currently enrolled in the IDEA Charter School, who will be non-voting members. In addition, an administrative liaison assigned to the IDEA Charter School by joint agreement of the Governing Council and the D.C. Everest School District will be a non-voting member of the Governing Council.

Section 2. Term. At the time of adoption of these bylaws, the existing Governing Council shall designate one-third of its number to serve for three years, one-third to serve two years, and one-third to serve one year. Thereafter, at each annual meeting, the Governing Board will elect members to succeed those members whose terms will be next expiring. Each member thereafter shall take office immediately following election, and shall serve for three years, or until a successor shall be elected or appointed. Members may not serve for more than two consecutive terms. Vacancies on the Governing Board shall be filled by selection and appointment by a majority of the remaining members.

Section 3. Powers and Duties. The property, business and affairs of the IDEA Charter School shall be managed by its Governing Council. Without limiting the generality of the foregoing, the council may exercise such powers as are provided for by law or by the Wisconsin Department of Public Instruction, the D.C. Everest Board of Education, the Charter Contract or these bylaws. The Governing Council may assign duties and responsibilities to appropriate committees, as it may deem necessary.

The Governing Council's powers and duties are described in the IDEA Charter School Charter Grant (initially approved by the D.C. Everest Board of Education). Governing Council members

only have governing authority during official meetings or other official business. The Chairperson will preside over meetings, using Robert's Rules as a guideline. The Chairperson will set the agenda for meetings, in consultation with the Administrator of IDEA Charter School. The Secretary or their designee will take meeting minutes and post notification of meeting dates. In order for a Governing Council member to speak on behalf of the Governing Council or IDEA Charter School, that member must have been given that authority by a formal vote of the Governing Council.

Section 4. Attendance. Attendance at regular meetings of the Governing Council is expected. If a member must miss a regular meeting or leave a meeting early due to extenuating circumstances, the member must notify the Chairperson in advance, if possible. Unexcused absences at two (2) or more regular meetings in a row may result in removal from the Governing Council.

Section 5. Compensation. Governing Council members shall receive no compensation for their services. If they attend meetings or conferences on behalf of IDEA Charter School, they shall be compensated for appropriate travel and conference related expenses.

Section 6. Resignation and Removal. A Governing Council member may resign by submitting his or her resignation in writing to the Chairperson of the Governing Council. A Governing Council member may be removed for cause at a meeting of the Governing Council an affirmative vote of two-thirds of the remaining Governing Council. A member may also be removed for unprofessional or disrespectful conduct during Governing Council meetings or official school functions, or while dealing with staff, parents, or community members. Governing Council members being considered for removal shall receive at least two weeks notice of such proposed action and shall have the opportunity to address the Governing Council regarding such action prior to any vote on such removal.

Section 7. Conflicts of Interest. Members of the Governing Council will adhere to the Governing Council's Conflict of Interest Policy, and will disclose all actual and potential conflicts to the Governing Council.

ARTICLE III Meetings

Section 1. Notice. Meetings shall be open to the public, and shall be held in the location specified in the notice. Notice of meetings shall be provided to all Governing Council members and be posted at least 24 hours prior to the meeting.

Section 2. Quorum. A quorum of the Governing Council shall consist of a majority of the voting members of the Governing Council.

Section 3. Annual Meeting. An annual meeting of the Governing Council shall be held in June of each year. The agenda for such annual meeting will consist of the election of the new class of

Governing Council members, the election of Officers, the approval of a tentative budget for the upcoming fiscal year, and such other business as may come before the Governing Council.

Section 4. Regular Meetings. In addition to the Annual Meeting, regular meetings of the Governing Council shall be held once a month from September through June, excepting in the month of the Annual Meeting, and at such other times as the Governing Council may, from time to time, determine.

Section 5. Special Meetings. Special meetings of the Governing Council for any purpose or purposes may be called at any time by the Chairperson or by a request signed by a majority of the full Governing Council. Special meetings shall be held upon not less than two business days notice given personally or by telephone, telephone facsimile, or electronic mail or upon not less than four business days notice given by depositing notice in the United States mail, postage prepaid. Such notice shall specify the time and place of the meeting.

Section 6. Action Without Meeting. Action taken without a meeting by a majority of all Governing Council members is nevertheless a Governing Council action, if written consent to the action in question is signed by all of the members of the Governing Council and filed with the minutes of the proceedings of the next meeting of the Governing Council, whether done before or after the action is taken.

ARTICLE IV Committees

Section 1. Establishment. The Governing Council may appoint such standing committees and/or ad hoc committees as it thinks necessary for the effective governing of the IDEA Charter School. The Chairperson of standing and ad-hoc committees will be appointed by the Governing Council Chairperson. Terms of office for members of committees shall be one year.

Section 2. Standing Committees. Each standing committee shall have a charge specific to its permitted activities. The function of any standing committee shall be advisory to the Governing Council. Committees shall not have authority to take actions nor to adopt policies for the IDEA Charter School. Standing Committees may be made up of teachers, parents and community members. The Chairperson of the Governing Council shall be an ex officio member of each standing committee. The Administrator of the IDEA Charter School shall be an ex officio member of each committee, except where his/her evaluation, tenure or salary is to be deliberated.

Section 3. Ad Hoc Committees. Ad hoc committees will be formed by the Governing Council on an as needed basis. Each ad hoc committee shall have a charge specific to its permitted activities, and that charge shall include the date on which the committee is to present its final report to the Governing Council and be dissolved. Members of ad hoc committees shall be drawn from those parents and staff of the IDEA Charter School who indicate interest in serving on the ad hoc committee and from such others as may be deemed appropriate by the Governing Council.

ARTICLE V

Officers

Section 1. Titles. The officers of the Governing Council will consist of a Chairperson, a Vice-Chairperson, a Treasurer and a Secretary.

Section 2. Election. Nominations for officers shall be made at the Governing Council meeting preceding the annual meeting by any Governing Council member. After nominations, officers shall be elected by an affirmative vote of a majority of the Governing Council members present at the annual meeting, provided a quorum is present, and shall assume office as of the date of their election. The officers will serve for one year and until their successors are elected and qualified. In the case of any offices vacancy through death, resignation, disqualification or other cause except expiration of their term, the remaining Governing Council members, by an affirmative vote of the majority of the Governing Council members present at any meeting where a quorum is present, may elect a successor to hold office for the unexpired portion of the term and until the election of his/her successor.

Section 3. Terms. The following progression will apply to the Chairperson position: the Chairperson and Vice-Chairperson shall each serve for one year terms. After serving one year as Vice-Chairperson, the Vice-Chairperson shall progress to the office of Chairperson. The Secretary and Treasurer may serve no more than three consecutive one-year terms. Former officers, after a break in service of two years, may be elected to another term as an officer.

Section 4. Duties. Officers shall have the duties and responsibilities belonging to their office, including the following:

- (a) Chairperson. The Chairperson or, in their absence, the Vice-Chairperson, shall preside at all meetings of the Governing Council. The Chairperson shall perform all duties incident to his/her office and recommend such action as he/she believes will aid the Governing Council in carrying out its purpose. He/she shall sign and execute all contracts and instruments of conveyance as authorized by the Governing Council.
- (b) Vice-Chairperson. The Vice-Chairperson shall assume such responsibilities as may be assigned by the Chairperson, and in the absence of the Chairperson, the Vice-Chairperson shall be designated by the Governing Council to serve in his/her stead.
- (c) Secretary. The Secretary shall be the chief administrative officer of the Governing Council. The Secretary shall cause to be kept the minutes of each meeting of the Governing Council in proper form and shall attest all official papers. He/she shall give notice of all meetings in accordance with the bylaws and shall sign, as Secretary, documents and instruments authorized by the Governing Council.
- (d) Treasurer. The Treasurer shall be responsible for receiving and disbursing the funds of the IDEA Charter School and shall cause all monies of the IDEA Charter School to be deposited in its name. He/she shall keep the financial books and accounts of the IDEA Charter School and shall file all financial documents with appropriate local, state and federal agencies as may be necessary. At regular intervals the Treasurer

shall make reports to the Governing Council.

Section 5. Removal/Resignation. An officer may be removed from office by a vote of at least two-thirds (2/3) of the Governing Council members at any meeting called for that purpose, provided that a quorum is present. An officer may resign at any time by delivering his or her written resignation to the Governing Council.

ARTICLE VI
Miscellaneous

Section 1. Fiscal Year. The fiscal year of the IDEA Charter School shall be July 1st to June 30th.

Section 2. Amendment of Bylaws. The Governing Council, by the affirmative vote of a majority of its members, may make, alter or amend these bylaws, at any regular meeting, or any special meeting if mention thereof is contained in the notice of any such meeting.

Section 3. Dissolution. In the event of the dissolution of the IDEA Charter School, after satisfaction of all claims by creditors, all net assets shall be transferred to the D.C. Everest School District. Any portion of funds donated for specific purposes of the IDEA Charter School will be so designated to the extent possible.

Section 4. Audit. At the close of each fiscal year, the accounts of the IDEA Charter School will be audited by an independent auditor.

Section 5. Check Signing. The Chairperson and the Treasurer are authorized to sign checks on behalf of the IDEA Charter School. The Governing Council shall establish a policy setting the amount above which checks must have both signatures.

Adopted by the Governing Council on January 31, 2011.

Kristine R. Weirauch, Member and Chairperson

Laura Fitsimmons, Member and Vice-Chairperson

Lyman Cline, Member and Treasurer

CERTIFICATION

I, Shannon Young, certify that I am the Secretary of IDEA Charter School, that the forgoing by-laws are the by-laws of the IDEA Charter School as adopted by the Governing Council at a meeting of the Governing Council held the _____ day of January, 2011.

Shannon Young, Secretary