

Bylaws of the SOTA 1 Steering Committee, Inc.

La Crosse, Wisconsin



Adopted April 14, 2026

Bylaws of the SOTA I Steering Committee

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ARTICLE 1: DEFINITIONS

For purposes of these Bylaws, the following definitions shall apply:

“Charter School” or “School” means the School of Technology and Arts I (SOTA I), a public charter school located in La Crosse, Wisconsin, authorized by the School District of La Crosse Board of Education pursuant to Wisconsin Statutes §118.40 and operating under a charter contract with the School District of La Crosse.

“District” means the School District of La Crosse, Wisconsin, acting through its Board of Education as the authorizer of SOTA I.

“SOTA I Steering Committee, Inc.” or “SSC” means the independent, nonstock, nonprofit corporation organized under Section 501(c)(3) of the Internal Revenue Code that serves as the Governance Board of the Charter School and is responsible for oversight of the School and ensuring compliance with the charter contract.

“Governance Board” or “Board” means the SOTA I Steering Committee, Inc., as referenced in the charter contract.

“Charter Contract” means the District Charter School Contract between the School District of La Crosse and the SOTA I Steering Committee, Inc., as may be amended from time to time.

“School District Administration” means the administrative staff of the School District of La Crosse responsible for supporting and managing the day-to-day operations of the Charter School, as outlined in the Charter Contract.

ARTICLE 2: MISSION STATEMENT

The mission of the School of Technology and Arts I is to provide a high-quality education that integrates the arts and technology into the core curriculum, fostering creativity, critical thinking, and a love of learning in a supportive and collaborative environment.

The mission of SSC is to serve as the Governance Board of SOTA I, ensuring that the School operates in accordance with its Charter Contract and applicable law, upholds its mission and educational program, and achieves its stated goals through effective oversight, accountability, and strategic leadership in partnership with the School District of La Crosse.

ARTICLE 3: SOTA I STEERING COMMITTEE

Section 3.01. Purpose

The SOTA I Steering Committee, Inc. (“SSC”) serves as the Governance Board of SOTA I, as defined in the Charter Contract. The SSC is responsible for providing oversight of the Charter School and ensuring that it operates in accordance with its mission, Charter Contract, and applicable law.

SSC fulfills this responsibility through the following actions:

1. Providing direction for the school by upholding and advancing SOTA I’s mission and vision.
2. Leading short-term and long-term strategic planning to support the continued success and sustainability of the school.
3. Working in collaboration with families, staff, the SOTA I principal, consultants / contractors, and the greater community to advance the SOTA I mission.
4. Overseeing the review and maintenance of key governing and organizational documents, including conducting an annual review of the Bylaws and Charter Contract, recommending amendments as needed, leading the charter renewal process, and ensuring compliance with the Articles of Incorporation and the organization’s 501(c)(3) status.
5. Encouraging teacher & staff professional development that enhances curriculum and child development.
6. Reviewing/approving any significant changes to SOTA I programs or curriculum, in accordance with Charter Contract & applicable requirements.
7. Ensuring sound fiscal oversight, including responsible budgeting, financial monitoring, and stewardship of all funds entrusted to the Steering Committee.
8. Working in collaboration with parents and community members to support funding and resource development.
9. Maintaining open, transparent, and effective communication with families, staff, the community, and the School District of La Crosse.
10. Coordinating and approving the annual planning and budget process of the Steering Committee.
11. Conducting an annual performance evaluation of the SOTA I principal.

Section 3.02. Members

Meetings of the SSC are open to the public. Community members, including parents, staff, and other stakeholders, are welcome to attend meetings, observe proceedings, and provide input as appropriate.

Only duly elected or appointed members of the Board of Directors (“Directors”) shall have voting rights or authority to act on behalf of the SSC.

SSC shall include no fewer than five (5) and no more than nine (9) Directors, as outlined in Article 4. No more than a minority of Directors may be employed by the Charter School or the School District of La Crosse, in accordance with the Charter Contract. The SSC shall seek to maintain a Board composition that reflects a range of relevant skills and expertise, such as executive leadership, finance, and education, to support effective governance and oversight of the Charter School.

The SSC shall seek to maintain a Board composition that reflects a diverse cross section of the community, including parents and non-parents, and individuals of varied genders, orientations, ethnicities, backgrounds, and perspectives.

The school principal shall participate in SSC meetings in a non-voting, advisory capacity. Teachers may participate in SSC meetings in a non-voting, advisory capacity and may designate one or more representatives to attend on their behalf.

Section 3.03. Regular Meetings

The SSC shall hold regular meetings on a monthly basis throughout the school year. All regular meetings shall be open to the public in accordance with Wisconsin Open Meetings Law (Wis. Stat. § 19.81–19.98).

A consistent date, time, and location for regular meetings shall be established at the beginning of each year (for example, the first Tuesday of each month at 6:00 p.m.).

Public notice of each meeting, including the agenda, shall be provided in accordance with Wisconsin Open Meetings Law. Notice shall be posted at least 24 hours in advance, unless for good cause shorter notice is given, and shall include sufficient detail to reasonably inform the public of the business to be conducted.

The final regular meeting of each school year shall serve as the annual meeting. The annual meeting shall primarily focus on year-end reporting and the election of Directors for the subsequent term.

Year-end reports may include, but are not limited to:

- Principal
- Teachers or staff representatives
- President
- Vice Presidents / Standing Committees
- Treasurer

Elections for SSC Directors shall be conducted at the annual meeting in accordance with these Bylaws.

All meetings shall be conducted in a manner that allows members of the public to monitor the meeting in real time.

Section 3.04. Special Meetings

Special meetings of the SSC may be called by the President or by any Director.

Special meetings may be used to address time-sensitive matters or other business requiring action between regular meetings.

Public notice of special meetings shall be provided in accordance with Wisconsin Open Meetings Law, including at least 24 hours' notice unless, for good cause, shorter notice is given (never less than two hours notice).

Business may be conducted at special meetings, provided that such business is included on the posted agenda. Notice of special meetings shall be provided to all Directors in advance of the meeting.

Section 3.05. Meetings by Electronic Means of Communication

Meetings of the SSC may be conducted by electronic means of communication, including teleconference or video conference, provided that:

1. All participating Directors are able to simultaneously hear and communicate with one another; and
2. The meeting is conducted in a manner that allows the public to monitor the proceedings in real time, consistent with Wisconsin Open Meetings Law.

Directors participating by electronic means shall be considered present for purposes of quorum and voting.

Section 3.06. Closed Sessions

The SSC may convene in closed session only as permitted by Wisconsin Open Meetings Law (Wis. Stat. § 19.85).

Notice of any closed session shall be included in the public notice of the meeting and shall identify the subject matter to be considered and the specific statutory exemption authorizing the closed session.

Prior to convening in closed session, the SSC shall first meet in open session and follow the required procedure, including:

1. A motion to convene in closed session, stating the nature of the business to be considered and the specific statutory exemption under Wis. Stat. § 19.85;
2. A roll call vote of the Directors present, which shall be recorded in the meeting minutes.

No business shall be conducted in closed session except that which relates to the matters stated in the motion and authorized by law.

The SSC shall reconvene in open session following the closed session, unless otherwise permitted by law.

Section 3.07. Quorum Requirement

A majority of all active Directors are needed to constitute a quorum for transacting business at any meeting. Directors may participate in person or remotely to satisfy the quorum requirement.

If the quorum is not met, the meeting may be adjourned to another time, or the meeting may proceed without transacting business that requires votes of approval.

Section 3.08. Voting

Each Director shall have one (1) vote on all matters brought before the SSC.

The SSC shall strive to make decisions by consensus whenever possible. If consensus cannot be reached, action shall be approved by a majority vote of the Directors present at a meeting at which a quorum is established, unless otherwise required by law or these Bylaws. In the event of a tie vote, the motion shall fail.

Directors are encouraged to ensure that significant decisions reflect broad participation and thoughtful discussion.

Changes to the Bylaws or Charter Contract shall require approval by a two-thirds (2/3) vote of the Directors present at a meeting at which a quorum is established.

Directors may participate in meetings and vote by approved electronic means. Directors participating remotely shall be considered present for purposes of quorum and voting. Proxy voting shall not be permitted.

Directors are expected to act in the best interests of the SSC and the Charter School, exercising independent judgment and fulfilling their fiduciary duties of care, loyalty, and obedience.

Section 3.09. Conduct of Meetings

The President, or in their absence the Vice President, shall preside over SSC meetings. In the absence of both, the Directors present shall designate a presiding officer.

The presiding officer shall call the meeting to order and facilitate the meeting in accordance with the posted agenda.

The Secretary shall record the minutes of all SSC meetings. In the absence of the Secretary, the presiding officer may designate another individual to serve as secretary for the meeting.

Meetings shall be conducted in an orderly and respectful manner, with opportunity for discussion prior to action. The SSC may rely on generally accepted rules of parliamentary procedure to guide meeting conduct as needed.

Section 3.10. Election and Vacancies

Elections for Directors shall be held at the annual meeting described in Section 3.03.

Individuals eligible to vote ("Eligible Voters") shall include any adult (18 years or older) present at the annual meeting, whether attending in person or by approved electronic means.

Each Eligible Voter shall be entitled to one (1) vote per open Director position.

Directors shall be elected by a majority of votes cast by Eligible Voters present at the annual meeting.

Nominations may be made by the Nominating Committee or from the floor at the annual meeting. Individuals may also self-nominate.

The Nominating Committee shall work to identify and present a qualified slate of candidates for each open position.

Each prospective Director shall be subject to any required background checks or eligibility requirements established by the SSC.

In the event of a vacancy, the SSC may appoint a qualified individual to serve until the next annual election. Such appointment shall be approved by a majority vote of the Directors then in office.

Section 3.11. Compensation

Directors shall serve without compensation for their service as members of the SSC. The SSC may authorize reimbursement of reasonable and necessary expenses incurred by Directors or committee participants in the performance of duties on behalf of the SSC, in accordance with established policies.

Section 3.12. Term of Office

Directors shall serve a term of two (2) years.

Director terms shall be staggered such that approximately one-half of the Director positions expire each year, to ensure continuity of governance.

The President may serve no more than two (2) consecutive terms in that office.

After serving two consecutive terms as President, an individual must step out of the President role for at least one (1) year before being eligible to serve again in that office. Directors serving in roles other than President may serve an unlimited number of consecutive terms, subject to annual election.

Section 3.13. Removal

A Director may be removed from the SSC for cause, including but not limited to:

1. Failure to fulfill the duties and responsibilities of the position;
2. Excessive absenteeism;
3. Violation of applicable laws or ethical standards;
4. Conduct that is determined to be inconsistent with the best interests of the SSC or the Charter School;
5. Conviction of a felony.

Removal of a Director shall require:

1. Written notice to the Director of the proposed removal and the reasons for such action;
2. An opportunity for the Director to be heard by the SSC prior to a final decision;
3. Approval by a two-thirds (2/3) vote of the Directors present at a meeting at which a quorum is established.

A vacancy shall occur automatically upon the death of a Director or upon written resignation, in accordance with Section 3.14.

Section 3.14. Resignations

A Director may resign at any time by providing written notice to the SSC, the President, or the Secretary.

Unless otherwise specified in the notice, the resignation shall be effective upon delivery. A resignation may specify a later effective date, provided that such date is accepted by the SSC.

Acceptance of a resignation shall not be required for it to become effective, unless otherwise stated in the notice.

Section 3.15. Conflict of Interest

Directors shall act in the best interests of the SSC and the Charter School and shall avoid situations in which personal, professional, or financial interests may conflict with their duties to the organization.

Any Director who has an actual or potential conflict of interest in a matter before the SSC shall disclose the nature of the conflict to the Board as soon as practicable.

A Director with a conflict of interest shall refrain from participating in discussion of, and shall not vote on, the matter giving rise to the conflict, unless otherwise permitted by law.

The SSC may adopt additional conflict of interest policies or procedures as needed to support transparency, accountability, and compliance with applicable laws.

ARTICLE 4: DIRECTORS

Section 4.01. Board Structure and Roles

The SOTA I Steering Committee (SSC) is the governing board of the school and is made up of elected Directors, as described in Article 3.

All members of the board are referred to as **Directors**. From among the Directors, individuals may serve in additional leadership roles as outlined below. Directors may serve in more than one role.

The SSC includes the following officer roles:

- President
- Vice President
- Secretary
- Treasurer

These officer roles shall be filled through election, as outlined in these Bylaws.

In addition to officer roles, the SSC may organize its work through standing committees, as described in Article 5.

Directors may be appointed by the SSC to serve as Chairs of these committees. Not all Directors are required to serve as a Committee Chair.

The SSC may include additional Directors, within the limits established in Article 3, to support effective governance of the school.

Section 4.02. The President

The President shall:

1. Preside at all SSC meetings at which they are present.
2. Coordinate and oversee the work of the Directors.
3. Have authority to sign, execute, and deliver, in the name of the SSC, all instruments authorized by the SSC or required or deemed necessary in the ordinary course of business.
4. Ensure that such authority is exercised in accordance with these Bylaws, and that responsibilities may be delegated when appropriate or required by law.
5. Perform all duties incident to the office and such other duties as may be assigned by the SSC from time to time.
6. Prepare or oversee the preparation of agendas for regular and special meetings.
7. Ensure that all required notices are given in accordance with these Bylaws and applicable law.

Section 4.03. The Vice President(s)

The Vice President shall:

1. Provide leadership and oversight for standing committees as outlined in Article 5.
2. Recruit and engage participants to serve on standing committees, as appropriate.
3. Provide updates at regular SSC meetings.
4. Provide a written year-end report for the annual meeting.
5. Perform the duties of the President on a temporary basis in the absence or inability of the President to act.

Section 4.04. The Secretary

The Secretary shall:

1. Record and maintain accurate minutes of all regular and special SSC meetings.
2. Ensure that meeting agendas and approved minutes are posted in accordance with SSC practices and applicable law.
3. Serve as custodian of the SSC's corporate records and ensure that all required documents, reports, and records are properly maintained.

Section 4.05. The Treasurer

The Treasurer shall:

1. Prepare and present an annual budget for review and approval by the SSC.
2. Provide regular financial reports at SSC meetings and a year-end financial report at the annual meeting.
3. Oversee the management of SSC financial accounts, including serving as the primary authorized user of bank accounts and financial tools.
4. Designate one additional Director to serve as a backup authorized user of financial accounts.
5. Oversee electronic payment platforms used by the SSC, including Venmo or similar services.
6. Oversee fundraising-related financial accounts, including programs such as RaiseRight.
7. Establish and administer a reimbursement process and ensure that appropriate documentation is maintained.
8. Ensure timely filing of all required federal and state nonprofit forms, including IRS filings and Wisconsin nonstock corporation requirements.

Section 4.06. District-Wide Parent Representative

The SSC may designate or recognize a District-Wide Parent Representative to serve as a liaison to the School District of La Crosse's District-Wide Parent Committee.

This individual must be a parent or guardian of a student enrolled at SOTA I.

The District-Wide Parent Representative may, but is not required to, serve as a Director of the SSC. If serving as a Director, the individual shall be selected in accordance with the election or appointment procedures outlined in these Bylaws.

If the District-Wide Parent Representative is not a Director, they may participate in SSC meetings in a non-voting, advisory capacity.

ARTICLE 5: COMMITTEES

Section 5.01. Purpose of Committees

The SSC may organize its work through committees to support effective governance of SOTA I. Committees allow Directors and community members to focus on key areas of importance and bring recommendations forward to the SSC.

Committees serve in an advisory capacity and do not have independent decision-making authority unless expressly authorized by the SSC.

Section 5.02. Types of Committees

The SSC may establish two types of committees:

- **Standing Committees** are ongoing committees that support the core functions of the SSC.
- **Ad Hoc Committees** are formed for a specific purpose or project and are dissolved once that work is complete.

Section 5.03. Standing Committees

The SSC may establish standing committees to support key areas of governance and long-term planning.

Standing Committees are preferably chaired by a Director of the SSC. If a Director is not available to serve as Chair, the SSC may designate another individual to serve in that role. The Chair is responsible for organizing the work of the committee and reporting back to the SSC. Standing committees may include participation from non-Directors, including parents, staff, or community members.

Standing committees shall provide updates at SSC meetings as appropriate and may provide a summary of their work at the annual meeting.

The SSC may modify, add, or remove standing committees as needed.

Section 5.04. Standing Committee Areas and Responsibilities

The SSC may organize standing committees in areas such as:

- Strategy and Vision
- Governance
- School Operations
- Nominating
- Community Outreach

Responsibilities of each committee may evolve over time based on the needs of the school. Responsibilities may include, but are not limited to, the following:

- **Strategy and Vision Committee**
 - Conduct an annual survey of families to identify areas for improvement
 - Collaborate with local and state resources, including the Department of Public Instruction (DPI)
 - Provide a written report at the annual meeting that affirms or recommends updates to the mission and identifies strategic priorities for the next one to five years.
- **Governance Committee**
 - Conduct an annual review of these Bylaws
 - Review the Charter Contract annually, in coordination with the Strategy and Vision Committee;
 - Lead charter renewal process in accordance with required timelines;
 - Provide a written report at the annual meeting identifying recommended improvements to governance documents or practices
- **School Operations Committee**
 - Review significant changes to academic programs & school operations;
 - Conduct annual survey of teachers/staff to identify areas for improvement
 - Support the SSC's annual evaluation of the SOTA I principal;
 - Provide a written report at the annual meeting summarizing key findings/recommendations, excluding confidential personnel matters.
- **Nominating Committee**
 - Identify and recruit a diverse and qualified slate of candidates for open Director positions;
 - Support the SSC's election process in accordance with these Bylaws.

- **Community Outreach Committee**

- Identify opportunities for collaboration with community organizations
- Support communication and promotion of SOTA I within the broader community
- Provide a written report at the annual meeting summarizing outreach efforts and future opportunities.

Section 5.05. Ad Hoc Committees

The SSC may establish Ad Hoc Committees for specific initiatives, events, or projects. Ad Hoc Committees may be led by a Director or another designated individual. These committees shall report progress to the SSC as appropriate and shall be dissolved once their work is complete.

ARTICLE 6: FINANCIAL MANAGEMENT

Section 6.01. Accounts and Financial Management

The SSC shall maintain one or more financial accounts for the purpose of conducting its business. The specific financial institutions and account structures used by the SSC may be determined and modified from time to time by the SSC.

The SSC may utilize electronic payment platforms (such as Venmo, PayPal, or similar services) to collect or distribute funds. Access to such accounts shall be limited to the Treasurer and the authorized backup signer, as designated by the SSC.

The SSC shall assume no loans or indebtedness.

Section 6.02. Approved “Signers”

The Treasurer shall serve as the primary authorized signer for SSC financial accounts. The SSC shall designate at least one additional Director to serve as a backup authorized signer.

Changes to authorized signers shall be approved by the SSC and documented in the meeting minutes. All authorized signers shall comply with the requirements of the applicable financial institution.

Section 6.03. Income and Deposits

All income received by the SSC shall be deposited into SSC financial accounts. Deposits shall be documented and reported as part of regular financial reporting to the SSC. Written acknowledgment of contributions shall be provided in accordance with applicable Internal Revenue Service (IRS) requirements.

For contributions of \$250 or more, the SSC shall provide a written acknowledgment that includes the information required by law.

For other contributions, acknowledgments may be provided upon request.

Cash contributions shall be counted and verified by at least two individuals upon receipt, and the total shall be documented prior to deposit.

Only contributions that qualify as charitable donations under applicable law shall be identified as such.

Section 6.04. Expenditures

The Treasurer and any authorized backup signer may disburse funds within the limits of the approved annual budget.

The Treasurer or President may approve unbudgeted or over-budget expenditures up to \$500. Unbudgeted or over-budget expenditures exceeding \$500 shall require approval by the SSC.

Section 6.05. Financial Review

The SSC shall ensure periodic review of the Corporation's financial records and practices to promote accuracy, transparency, and accountability.

Such review may be conducted by a Director, a designated individual, or an external party, as determined appropriate by the SSC.

If there is any suspicion of improper financial practices, the SSC shall seek a professional review or audit of financial records by the School District or a certified public accountant.

Section 6.06. Fiscal Year

The fiscal year of the Corporation shall coincide with the school calendar: September 1 through August 31.

ARTICLE 7: INDEMNIFICATION

The Corporation shall, to the fullest extent authorized by Section 181.0872 of the Wisconsin Statutes, or any corresponding provision of future Wisconsin nonstock corporation law, indemnify any Director or Officer of the Corporation against reasonable expenses and liabilities incurred in connection with any proceeding in which the individual is a party by reason of their service as a Director or Officer of the Corporation.

These indemnification rights shall not be deemed exclusive of any other rights to which a Director or Officer may be entitled under applicable law.

The Corporation may, to the fullest extent authorized by Chapter 181 of the Wisconsin Statutes, indemnify, reimburse, or advance expenses to Directors or Officers, as appropriate. Indemnification or reimbursement shall not be provided to any Director, Officer, or other individual who has been found liable for willful misconduct in the performance of their duties.

The SSC may authorize the purchase of insurance, as it deems necessary or appropriate, to protect Directors, Officers, and employees against liability arising from their service to the Corporation.

ARTICLE 8: AMENDMENTS

The SSC may alter, amend, or repeal these Bylaws, or adopt new Bylaws, at any regular or special meeting of the SSC, provided that proper notice has been given.

Proposed amendments shall first be presented at an SSC meeting for review and discussion. Following such presentation, the proposed amendments shall be shared with SOTA I families and staff, and at least two (2) weeks' notice shall be provided prior to the meeting at which a vote on the amendments will be held.

Amendments shall be approved by a majority vote of the Directors, in accordance with Article 3, Section 3.08 (Voting).