

Northern Lakes Regional Academy, Inc.
Governing Council Bylaws

Article I. Organization

Section 1: Name

The name of this organization shall be the Northern Lakes Regional Academy, Inc. (hereinafter referred to as NLRA, Inc.).

Section 2: Incorporation

The corporation was incorporated under the laws of the State of Wisconsin to be established effective upon recording with the Department of Financial Institutions for the State of Wisconsin.

Section 3: Location

The educational facilities and corporate headquarters of NLRA, Inc. shall be located at 33 Ann Street, Rice Lake, WI 54868.

Section 4: Fiscal Year

The fiscal year of NLRA, Inc. shall coincide with the fiscal year of the Rice Lake Area School District which is currently July 1 through June 30.

Section 5: Corporate Seal

There shall be no corporate seal.

Section 6: Governance

The affairs of NLRA, Inc. shall be managed by a governance council referred to as the Board of Directors.

Article II. Purpose and Powers

Section 1: Purpose

- A. To work in cooperation with the Rice Lake Area School District School Board and the staff and administration of Northern Lakes Regional Academy charter school to support the mission and vision of Northern Lakes Regional Academy.

- B. To enhance the ability of Northern Lakes Regional Academy charter school to serve students in the Rice Lake Area School District and Northern Lakes Regional Academy charter school open-enrolled students through the supplemental funding of capital purchases, continuing education, special projects, operating expenses, administrative support and other activities as appropriate; and to engage in any other lawful activities in the furtherance of the above stated. Such funding may be pursued through grant writing, fundraising, event planning, and proper legal solicitations.
- C. To generally do and perform such other acts as may be necessarily advisable, proper or incidental in the realization of the objectives and purposes of this organization.
- D. To organize and operate exclusively for charitable, educational and scientific purposes for which corporations may be organized under Wis. State. Ch. 181 and for purposes within the meaning of Section 501 (c) of the Internal Revenue Code, Unites States of America as amended.

Section 2: Dedication of Assets

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in its articles. No substantial part of the activities of the corporation shall be the carrying of propaganda, or otherwise attempting to influence legislations, and the corporation shall not participate in or intervene in (including the publishing of distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 3: Dissolution

Upon the dissolution of the corporation, the Board of Directors shall after paying or making provision for the payment of all of the liabilities of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)3 of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in

which the principal office of the corporation 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.

Section 4: Powers

The primary roles of the council will be to:

- A. Review and approve via the majority of a quorum the yearly school calendar developed by NLRA staff during July of the upcoming school year.
- B. Review and approve via a majority of quorum the allocation of budget granted to NLRA by the Rice Lake Area School District School Board as the budget is granted to NLRA as well as changes to this budget allocation made during the school year.
- C. Review and approve via a majority of quorum the purchase of any sole capital equipment item exceeding \$500.
- D. Review and approve via a majority of quorum the payment of purchased services exceeding a quantity of \$500. This includes but is not limited to the purchase of online services and consulting contract fees.
- E. Review and approve via a majority of quorum the purchase of any item or service exceeding \$250 utilizing funds raised directly by NLRA, Inc. independent of the Rice Lake Area School District.
- F. Annually review and approve via a majority of quorum modifications to graduation requirements that exceed the minimum standards set by the Rice Lake Area School District and Wisconsin's Department of Public Instruction.
- G. Annually provide the Rice Lake Area School District, no later than the first day of school each year, suitable documentary evidence that NLRA remains a non-stock corporation in good standing under the laws of the state of Wisconsin, together with a current copy of NLRA Inc.'s bylaws.
- H. Work collaboratively with the Rice Lake Area School District school board and administrative leadership in hiring, evaluating, and providing professional development for charter school personnel with the understanding that the Rice Lake Area School District has final decision making authority in hiring decisions. The governance council though will make recommendations to the Rice Lake Area School District in terms of FTE allotments and distribution. Additionally, governance representation should be present on all district interviewing teams interviewing new personnel for any placement at Northern Lakes Regional Academy.

- I. Work collaboratively with the Rice Lake Area School District School Board, administrative leadership, and Northern Lakes Regional Academy teachers in the marketing, recruitment, registration and enrollment of new students.
- J. Oversee a lottery for the placement of students over and above the maximum student allotment as dictated by charter laws from the Wisconsin Department of Public Instruction.
- K. Work collaboratively with the Rice Lake Area School District School Board, administrative leadership, and Northern Lakes Regional Academy teachers in advising daily operations and procedures of the school that are not specifically addressed in existing Rice Lake Area School District policies.
- L. Represent NLRA in a positive and supportive manner.
- M. Exercise duties in a spirit of cooperation with the children's best interest at heart.
- N. Prepare to contribute to the discussion and business of the Council in a timely and respectful manner.
- O. Attend Council meetings either in person or via electronic means.
- P. Participate in school events and activities, when available.
- Q. Attend monthly Rice Lake Area Board of Education meetings as needed.
- R. Avoid conflicts of interest and reveal them when they arise.
- S. Maintain confidentiality of all discussion items concerning issues with personnel or students in a closed-session meeting.
- T. Agree to act as a liaison for committees, task forces or other educational groups as the Governing Council deems necessary.
- U. Listen to the interests of students and needs of parents in the learning community.

Article III: Board of Directors

Section 1: Membership

- A. Membership on the Governance Council is open to Northern Lakes Regional Academy graduates, community members, and parents or guardians of students. Members of the Governance Council shall be 18 years of age or older.

- B. The Governance Council shall consist of not less than five (5) or more than eleven (11) voting members. Educational representatives must include educators/staff members from the Rice Lake Area School District, one of whom must be a teacher from Northern Lakes Regional Academy. No more than four of eleven, three of nine, two of seven, or two of five voting members of the Governance Board will be educators from Rice Lake School District. At least 60% of the governing council will be community members and/or parents. Superintendents, principals and school board members will not be on the Governance Council, although the NLRA Administrator will serve on the governance council as a non-voting member.

Section 2: Appointment

Community representative seats will be filled through an invitational interview process. Selection will be determined by a simple majority vote of a quorum of the NLRA Governance Board voting members.

Section 3: Tenure

- A. Members of the NLRA Governing Council will serve three full-year terms. A member may serve a maximum of two consecutive terms on the Governance Council and then re-apply to continue service or conclude the term. All members may reapply to the full board in order to serve additional terms. Re-application is accepted with a majority of a voting quorum present voting in the affirmative.
- B. Terms will begin during the July governance meeting held annually. Members joining after the July meeting will start their three-year term from the date they were originally voted onto the board.
- C. Membership of board members will terminate when
1. Community representatives no longer live in the regional area;
 2. Teachers or administrators no longer hold a position in the district;
 3. Members have missed three scheduled meetings during an academic year; or
 4. Members submit a letter of resignation to the NLRA, Inc. Governing Council Chairperson.

Section 4: Board Member Removal

A member may be removed for cause by a majority vote of the entire NLRA, Inc. Council. Cause could be for ethical improprieties or failing to adhere to the list of responsibilities and commitments expected from Council members. A member may be removed for unprofessional

or disrespectful conduct during council meetings or official school functions, or while dealing with staff, parents, or community members, or for poor attendance.

Section 5: Conflicts of Interest

- A. Wisconsin State Statute clearly limits any financial transactions between the Council members and NLRA, Inc. Council members shall not be party to any transaction to sell materials or services.
- B. Any Council member, officer, key employee or committee member having an interest in a contract or other transaction presented to the council or a committee thereof for authorization, approval or ratification shall make a prompt, full and frank disclosure of his/her interest to the council or committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction, which might reasonably be constituted or construed to be adverse to NLRA, Inc. interest. Such transactions presented to Council will not be acted upon without Council approval.
- C. A person shall be deemed to have a “conflict of interest” in a contract or other transaction if he/she has, directly or indirectly, a significant financial or personal interest in the contract or transaction with NLRA, Inc. Any contract or transaction entered into in violation of the Wisconsin Statute or failure to make the disclosure required by this law shall be cause for removal or termination.

Section 6: Council Vacancies

Vacancies may be filled immediately for the remainder of an existing term but do not need to be filled if other mandatory representative conditions stated above are met.

Section 7: Training

An orientation session for all Council members will be held during the Annual meeting in July of each year. The orientation will include information about Council roles, responsibilities, and functions as well as information regarding Northern Lakes Regional Academy and the Rice Lake Area School District. Members joining the council at other times will receive training as needed.

Article IV: Governance Leadership

Section 1: Officer Mandate

The Council officers shall be elected from the Governing Board.

Section 2: Officer Position Descriptions and Duties

- A. The Chairperson of the NLRA, Inc. Governance Council, with the Administrator and lead teacher, will set the agenda and has the authority to modify the agenda if it is determined to be in the best interest of the Council's work. The Chair will work with the charter school's Administrator and lead teacher in planning and directing the activities of the Council. The Chair will appoint temporary or standing committees as needed. The Chair will also be responsible for coordinating new member's orientation and consulting with current Council members on their roles and helping them to assess their performance. The Chair will coordinate periodic assessments of the Council with the Administrator. The Chairperson will preside over the meetings, using Robert's Rules as a guideline.
- B. The Vice-Chair will carry out special assignments as requested by the Council Chair and will perform duties of the Chair in his/her absence.
- C. The Secretary is responsible to ensure that accurate minutes of all Council meetings are recorded. These minutes shall be distributed to all Council members within one week of the previous Council meeting.
- D. The Treasurer serves as financial officer for NLRA, Inc. and manages the Council's review and action related to the Council's financial responsibilities.

Section 3: Officer Elections

Officer elections will take place at the annual meeting in July each year. If the Chairperson leaves the office, the Vice-Chair will fill the position of Chair until the annual meeting takes place. If other officer positions become vacant, officer nominations will be accepted and a new officer will be elected at the following meeting.

Article V: Rules of Order

Section 1: Meetings

The Governance Council will meet a minimum of nine times during a school year. The Governance Council will follow Robert's Rules of Order. Additional meetings may be called by the Charter School Administrator or Governance Council Chair as long as all Council members are notified of the meeting at least 24 hours in advance. All meetings of the NLRA Governance Council shall be held at a location designated by the Chairperson. The notification of meeting will be in compliance with Wisconsin Open Meetings Laws. A majority of Council members need to be present to hold a meeting. The Chair, or in the absence of the Chair, the Vice-Chair shall serve as chairperson at all meetings of the council.

Section 2: Voting

Each voting member has one vote, which is indicated by saying aye. A simple majority of the Council members entitled to vote shall be necessary and sufficient to constitute a quorum for the transaction of any business. The Chairperson of the NLRA Governance Council may vote on all actions placed before the NLRA Governance Council. A tie vote will be tabled to the next scheduled meeting. Once a decision has been reached by the Council by a successful vote, it is expected that all Council members will support that decision.

Section 3: Public Attendance at Meetings

Council meetings are open to the public. Anyone showing an interest in the Council and its activities will be encouraged to attend. Persons interested in presenting at a Council meeting may request to be put on the agenda by contacting the Chairperson at least one week prior to the scheduled Council meeting. Any discussion items concerning issues with personnel or students will be confidential and held in a closed session.

Section 4: Telecommunications

Council members can attend meetings via electronic means of communication provided all members can simultaneously hear one another. Attendance via electronic means is for informational purposes only and such members shall be considered non-voting members.

Section 5: Quorum

A majority of voting council members at any properly called and noticed meeting shall constitute a quorum.

Section 6: Compensation

Council members shall receive no compensation for their services. The council may authorize compensation to members for actual and necessary expenses incurred while on approved NLRA business.

Article VI: Indemnification

Section 1: 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 Council Member against reasonable expenses and against liability incurred by a Council Member in a proceeding in which he or she was a party because he or she was a Council Member. These indemnification rights shall not be deemed to exclude any other rights to which the Council Member may otherwise be entitled. The Corporation may, to the fullest extent authorized by Ch. 181, indemnify, reimburse, or advance expenses of Council Members.

Further, indemnification or reimbursement shall not be granted to a Council Member or another who has been found liable for willful misconduct in the performance of corporate duties. The Governance Council may authorize the Corporation to purchase such insurance as the Governance Council deems necessary or appropriate to insure its board Members and employees against liability of any kind.

Article VIII: Amendments

Section 1: Amendments

To take effect, this document must be ratified by a two-thirds vote of the NLRA Governance Council. These bylaws may be amended at any regular meeting of the Council by a majority vote of those present provided that the specific amendments have been introduced at a prior meeting, included in the minutes of that meeting, and are listed on the agenda for the current meeting.

These bylaws and any amendments thereto, shall become effective immediately upon their adoption.

These Bylaws are approved by NLRA Governance Council on this _____ day of _____ of 2014

These amended Bylaws are approved by the NLRA Governance Council on this _____ day of _____ of 2014