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By-laws of Catalyst Charter Middle School

Article I: Charter School Description

Section 1: Name

Catalyst Charter Middle School

Section 2: Location

651 Metomen St. Ripon, WI 54751

Section 3: Mission

Catalyst Charter Middle School is devoted to building a community of independent learners through thinking, creating, and collaborating for the future.

Section 4: Statute & Code

Catalyst Charter Middle School is established under Wisconsin Statute 118.40.

Section 5: Non-discriminatory policy

The Ripon Area School District and Catalyst Charter Middle School do not discriminate on the basis of sex, race, national origin, ancestry, creed, pregnancy, marital or parental status, sexual orientation, or physical, mental, emotional, or learning disability or handicap

Article II: Membership

Section 1: Membership.

Members of the School Community shall be as follows: students; all members of the Charter School's Governance Board; all parents/guardians of students in the Charter School; current staff; appointed business/community members; any other persons appointed as the Board deems appropriate.

Article III: Governance Board

Section 1: Powers and Duties.

The Governance Board shall have authority for independent oversight of the charter school, its vision, goals, and educational program, including budgets, personnel, curriculum, charter school policies, and the overall operation of the charter school. The Board shall have all powers and authority, as designated in the Charter and noted in the Contract. The Governance Board may, by general resolution, delegate to committees such powers as it may see fit for specified periods of time.

Section 2: Number.

The Catalyst Charter Middle School Governance Board shall be comprised of not less than seven (7) but not more than nine (9) members of an even representation of the following groups:

- A. Two or three parents/guardians of Catalyst Charter Middle School students.
- B. Two or three community partners.
- C. Two or three teachers from the Catalyst Charter Middle School.

Section 3: Qualifications.

- A. To qualify as a parent member of the Governance Board, one must have a student enrolled in the charter school, and may not be employed full-time at Catalyst Charter Middle School.
- B. To qualify as a teacher member of the Governance Board, one must be employed as a teacher in the Catalyst Charter Middle School.

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- C. To qualify as a community partner member of the Governance Board, one must live or work in the Ripon Area School District and have an interest in Catalyst Charter Middle School.

Section 4: Term & Term Limits.

Governance Board membership shall be limited to two consecutive three-year terms. Previous Board Members shall be eligible for election after a lapse of at least one year. The Board may approve exception to this term limit.

Section 5: Election.

The names of the initial Governance Board members are set forth in the contract. All successor members shall be elected by the eligible voters of the school community at an election held each year at the annual meeting. Eligible voters shall be the parents or guardians of any children currently attending Catalyst Charter Middle School, full-time staff of Catalyst Charter Middle School, and past and present members of the Catalyst Governance Board. Elections shall be conducted using secret ballots. Voters shall be required to sign a Roster of Voters confirming their eligibility to vote. Each school family household shall be accorded one vote per available position, regardless of the number of children attending the school. Proxy voting is prohibited. Votes shall be tallied and announced at the meeting where the vote takes place. A group of volunteers, no fewer than three or more than five people, made up of eligible voters, but not those up for election, shall tally the votes. In the event of a tie vote for a position, a second ballot will be cast for that position only, with only the tied candidates participating on the ballot. Should a second tie vote occur, a result shall be obtained by flipping a coin with the person whose name is earliest in the alphabet calling a coin side first. Newly elected board members shall assume office at the first Governance Board meeting following their election.

Section 6: Resignation.

A member may resign by submitting his or her resignation in writing to the President of the Governance Board. Such resignation shall take effect at the time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 7: Recall & Removal.

- A. Any single Board member may be recalled. A petition signed by Board members, Catalyst staff, and/or parents or guardians of students enrolled at Catalyst must be presented to the Board during a special meeting called for such purpose. The petition must contain signatures totaling at least fifty-one percent (51%) of the number of enrolled students as of the date of the petition. One parent/guardian per family household may sign the petition for each of their enrolled children. The Board, upon receiving the petition, shall verify its authenticity and schedule a special Board hearing, during which the recalled member may be removed as decided by two-thirds (2/3) vote of the Governance Board, at which the member targeted by recall will be allowed non-voting participatory rights.
- B. A member may be removed for cause at a meeting of members by an affirmative vote of two-thirds of the remaining board members. Members being considered for removal shall receive at least two weeks' notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal. Cause could be for ethical reasons or failing to adhere to the list of responsibilities and commitments expected from Board members. A member may be removed for unprofessional or disrespectful conduct during Board meetings or official school functions, or while dealing with staff, parents, or community members.

Section 8: Vacancies.

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A vacancy on the Governance Board may be temporarily filled by a majority vote of the quorum to elect a person(s) to fill the vacancy(ies) until the next annual meeting of Governance Board, at which time board members so elected must be re-elected as specified in the bylaws or step down from the Board as soon as his or her qualified successor is duly elected. Interested candidates shall submit a written letter of interest to the Board or the Board itself may nominate them. Letters and/or nominations must be submitted no later than one week prior to the next regularly scheduled Board meeting at which the candidates will be reviewed and voted on.

Section 9: Compensation & Conflict of Interests.

- A. Board members receive no payment for their services. With Board approval, members may be reimbursed for out-of-pocket expenses incurred on approved board business. Members must present receipts for all such expenses, which shall be for the member only, and shall be itemized and documented. Such expenses must be approved by a motion of the board at the meeting immediately following the expenditure(s). Each year, at the annual meeting, the Governance Board shall set a schedule of usual and customary charges for meals, lodging, and mileage expended on board business. Reimbursements shall not exceed these limitations.
- B. Board members shall not be a party to any transaction to sell materials or services, or to work under contract to the charter school. A person shall be deemed to have a “conflict of interest” in a contract or other transaction if she/he has, directly or indirectly, a significant financial or personal interest in a contract or transaction with Catalyst Charter Middle School. 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. Any Board member, officer, employee, or committee member having an interest in a contract or other transaction shall present such interest to the Board or a committee thereof for authorization, approval or ratification and shall make a prompt, full and frank disclosure of his/her interest to the Board 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 construed to be adverse to Catalyst Charter Middle School. Such transactions presented to a Board committee will not be acted upon without Board approval.

Article IV: Governance Board Officers

Section 1: Titles.

The Officers of the Governance Board are President, Vice President, Past-President, Secretary, and Treasurer. The Governance Board may create such other officer positions as deemed necessary. Each officer position shall have its duties and responsibilities specified and included in these By-laws. No Officer may hold more than one position at the same time.

Section 2: Election.

The Officers shall be elected from among the Governance Board members at each annual meeting of the Governance Board by a simple majority of votes cast by all eligible voters, and shall serve for one year and until their successors are elected.

Section 3: Terms.

Governance Board members elected to the office positions of Secretary and Treasurer may serve no more than three consecutive one-year terms. Governance Board members elected to the office positions of President and Vice President are eligible to serve single, non-consecutive one year terms. Former officers, after a break in service of two years, may be elected to another term as an officer.

Section 5: Duties.

Officers shall have the duties and responsibilities belonging to their office, including those that follow:

- A. The President shall be responsible, along with his/her fellow Board Members, for the oversight of its business and affairs. He/she shall preside at all meetings of the Board and setting the agenda for each meeting of the Governance Board. The President shall have full and equal vote as accorded to all Governance Board members. The President may delegate, as needed, to any other officer any or all of the duties of the office of President, and shall have such other powers and duties as may be prescribed by the Governance Board or by these By-laws.
- B. The Vice President shall have such duties and responsibilities as may be delegated to him/her by the President. The Vice President shall have full and equal vote as accorded to all Governance Board members. In the absence of the President, the Vice President shall perform all the duties of the President and, when so acting, shall have all the responsibilities of and be subject to all the restrictions as fall upon the President, including presiding at meetings of the Governance Board. He/she shall have such other powers and duties as may be prescribed by the Governance Board or by these By-laws.
- C. The Secretary shall cause notices of all meetings to be served to all members of the Governance Board and shall keep the minutes of all meetings of the Board, including the time and place, the names of those present, the actions taken, and the votes on such actions. The Secretary shall have full and equal vote as accorded to all Governance Board members. He/she shall have such other powers and duties as may be prescribed by the Governance Board or by these By-laws.
- D. The Treasurer shall be responsible for the finances of the group. This person maintains the budget as well as working with the President and Vice President to work out the annual budget. The Treasurer shall have full and equal vote as accorded to all Governance Board members. He/she shall have such powers and duties as may be prescribed by the Governance Board or by these By-laws.
- E. The Past-President position will be filled by the last term's President, and is limited to a one term. The Past-President shall be an ex-officio member and will not be allowed to a vote. The role of the Past-President shall be to advise the President.

Section 6: Removal.

Any officer may be removed from the Governance Board with due cause. Removal procedures shall follow those stated in these By-laws.

Article V: Meetings

Section 1: Annual Meeting.

An annual meeting of the Governance Board for the election of Board Members and Officers and such other business as may come before the meeting shall be held the first Monday in June of each year.

Business to be seen to at the Annual Meeting includes, but is not limited to:

- Election of candidates to fill open Governance Board positions
- Approve a tentative budget for the upcoming fiscal year
- An annual and financial report
- Annual review by Catalyst staff, reporting on the prior year

Section 2: Regular Meetings.

In addition to the Annual Meeting, Regular meetings of the Governance Board shall be held once a month for at least ten months per year, excepting in the month of the Annual Meeting, and at such

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other times as the Board may, from time to time, determine.

Section 3: Special Meetings.

Special meetings may be called by the Governance Board President, Principal of Catalyst Charter Middle School, or by majority vote of Governance Board members. Notice of any special meeting shall be posted at least twenty-four (24) hours prior. A copy of said notice shall be served upon each member of the Board by personal delivery to the member or his/her residence, by first-class mail, or by electronic mail at least twenty-four (24) hours prior to the meeting.

Section 4: Open Meeting policy.

Meetings shall be open to the public. Notice of meetings shall be provided to all Board members and be posted at least twenty-four (24) hours prior to the meeting.

Section 5: Closed Session

The Board may convene in closed session provided notice of the closed session is included on the agenda, including the reason for closed session. Closed session meetings will be in effect through a motion made and carried by a majority vote during an open meeting, and announcement of a closed session shall be noted in the minutes. No business may be addressed in closed session except for the business necessitating the closed session and no vote will be taken on any matter during closed session. A meeting may return to open session if notice has been given on the agenda. A closed session may be called for any of the following reasons:

- A. Deliberating any judicial action
- B. Considering dismissal, demotion, licensing, or discipline of personnel
- C. Considering employment or performance evaluation of personnel
- D. Considering probation or extended supervision during investigation
- E. Considering purchase, investment, competitive bids, or other business practices
- F. Considering financial, medical, social or personal histories, or disciplinary data of specific persons
- G. Conferring with legal counsel

Section 6: Quorum.

A majority of the full number of Board members shall constitute a quorum of the Governance Board for the transaction of business. When a quorum is present, a majority vote of the members present may take any action on behalf of the Board, except to the extent that a larger number is required by law, the Charter, or by these bylaws. A member shall be considered present if that member has given a written general proxy statement to another Governance Board member who is present. The proxy statement shall be filed with the Secretary. Every act of a majority of the members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Governance Board.

Section 7: Attendance.

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

Section 8: Surrogate Board Members

Board members who must miss a meeting may nominate a surrogate member to take their place at that meeting so long as the nomination is made at least three days before the meeting and is approved by a majority of the Governance Board. The Governance Board may maintain a list of pre-approved

surrogates for this purpose.

Article VI: Committees

Section 1: Establishment

The Governance Board may appoint such standing committees and/or ad hoc committees as deemed necessary for the effective governing of the school.

Section 2: Standing Committees

Each standing committee shall have a charge specific to its permitted activities. The function of any committee so established shall be fact-finding, deliberative, and advisory to the Governance Board. Committees shall not have authority to take legislative or administrative actions, nor to adopt policies for the school. Each committee shall be overseen by at least one Governance Board member in an equal voting participatory role, and comprised of no fewer than three (3) additional community members, parents, or teachers of the Catalyst community. Standing committees shall be:

A. Planning & Policy Committee

- Works with board to define school's mission and direction.
- Develops specific program goals and objectives.
- Develop and adopt written policies

B. Community Relations Committee

- Promotes the charter school to parents and the general public, including serving as an emissary of the charter school to the broader community through direct involvement and public relations programs, including personal contact, descriptive program literature, and work with the media
- Promotes and markets the school to recruit students

C. Sustainability & Resource Development Committee

- Assists in fund-development efforts
- Develops grants and other fund-raising applications, plans fund-raising events, and enters into business ventures to support the mission.

Section 3: Ad Hoc Committees

Each *ad hoc* committee shall have a charge specific to its permitted activities. That charge shall include the date on which the committee is to present its final report to the Governance Board after which it will be summarily dissolved. Members of *ad hoc* committees shall be drawn from those parents and staff of the school community who indicate interest in serving on the *ad hoc* committee and from such others as may be deemed appropriate by the Governance Board. *Ad hoc* committees shall abide by the composition of standing committees to include at least one Governance Board member as an equal participant.

Article VII: Fiscal Year and Funds

Section 1: Fiscal Year.

The fiscal year of Catalyst Charter Middle School shall be July 1st – June 30th

Section 2: Property Funds & Assets.

- A. All operation funds shall be used for the support of Catalyst Charter Middle School, as defined by the Governance Board.
- B. Money received by donations for specific purposes shall be expended only for the purposes specified by the donor, and shall meet the goals and objectives of Catalyst Charter Middle School,

as defined by the Governance Board.

Article VIII: Dissolution

Section 1: Revocation of Charter.

If, at any time and for any reason, the charter is revoked, all assets of the charter school, after satisfaction of all outstanding claims by creditors, will be distributed to the Ripon Area School District.

Section 2: Voluntary Dissolution.

Should the charter school choose to dissolve for reasons other than the revocation of its charter or financial insolvency, all assets of the charter school, after satisfaction of all outstanding claims by creditors and governmental grantors will be distributed to the Ripon Area School District.

Article IX: Additional Provisions

Section 1: Students of Founding Members.

Any child of the founding members shall, in accordance with Wisconsin state law, be guaranteed a spot in Catalyst Charter Middle School, regardless if there is need of a lottery. Founding members are:

- Adam Mielke
- Jack Christ
- Sandy Wisneski
- Tim Scottberg
- Jean Rigden
- Candie Baker
- Kristin Burgert
- Jennifer Erickson
- Thomas Hoh

Article X: Amendments to the Bylaws

Section 1: Amendments.

The Governance Board shall have the power to make, amend, or repeal the bylaws of Catalyst Charter Middle School, either in whole or in part. The bylaws may be amended at any regular or special meeting of the Governance Board called for that purpose. Written notice of the proposed amendment, including time and location of the special meeting must be given to all Governance Board Members not less than five (5) days prior to the meeting at which such change(s) shall be voted upon. Any change shall require the approval by a two-thirds (2/3rds) vote of the full membership of the board.