

# Amended Bylaws of New Leaf Prep Academy Inc.

Adopted 02/04/2025



## **ARTICLE ONE - ORGANIZATION**

Section 1. The name of this Corporation shall be New Leaf Prep Academy Inc. ("NLPA" or "New Leaf").

Section 2. The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. The principal office of the Corporation is located in Brown County, State of Wisconsin.

Section 4. Change of Address: The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another by voting the changed address.

Section 5. The Corporation may also have offices at such other places, within its state of incorporation, where it is qualified to do business, as its business and activities may require. The Board must vote on this new or additional office location.

Section 6. The University of Wisconsin System Office of Educational Opportunity is the authorizer of the charter school operated by NLPA and may be changed from time to time or under the authority of the Governance Board.

Section 7. Fiscal Year: The fiscal operating year for New Leaf Prep Academy shall be defined as July 1<sup>st</sup> through June 30<sup>th</sup>.

## **ARTICLE TWO –PURPOSE**

Section 1. Specific Objectives and Purposes: The specific objectives and purposes of NLPA shall be:

- A. To establish and operate a public charter school to provide an education for children and an alternate educational route. NLPA seeks to offer rich Montessori-inspired, self-directed, nature inspired learning experiences. This will be accomplished through administration of the AMS Montessori Framework of planning activities, developing works, and preparing classrooms with Montessori materials and enriching hands-on experiences. Areas of study at NLPA will be aligned with the Common Core Standards and will include sensorial, math, practical life, science, language, culture, geography, music, and art.
- B. To maintain a regularly enrolled student body, an established curriculum, and a full-time faculty.
- C. To participate in federal and state educational and financial incentive programs.

- D. To have the normal function, operations, programs, and pursuits incidental to a fully recognized and operational non-profit center of learning and education.

Section 2. Non-Discrimination. The services and activities of NLPA and the Governance Board shall be conducted on a non-discriminatory basis without regard to age, disability, marital or parental status, national origin, pregnancy, race, religion, sex, sexual preference, sexual orientation, gender identity, or any other protected class under state or federal law. The NLPA official non-discrimination policy, established by the Governance Board in accordance with these Bylaws, shall be applied in all of NLPA's operations. In addition, access to NLPA shall not be restricted or enhanced by any of the following: family income, English language proficiency, learning ability, or athletic ability. Equal access will be provided to all students in each grade level.

### **ARTICLE THREE – MEMBERS**

Section 1. New Leaf Prep Academy shall not have any members.

### **ARTICLE FOUR – GOVERNANCE BOARD**

Section 1. The Governance Board shall have not less than five but no more than seven Directors and collectively they shall be known as the Board of Directors or Governance Board.

Section 2. Qualifications: Directors shall be of the age of majority in the state of operation. The collective team shall reflect a diverse group of members, reflective of the make-up of the student body, and include expertise in areas including, but not limited to business, finance, education, legal, community, and parent representation.

Section 3. Limitations: No Board of Director Member may be an employee or officer of the school district in which the Charter School is located or the University of Wisconsin Office of Educational Opportunity. A Board Member may be an employee of the school provided only one Director is a voting Director. The current or acting Head of School may not serve on the Board of Directors.

Section 4. Powers: Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these Bylaws, the activities and affairs of this Corporation shall be conducted and all Corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 5. Duties: It shall be the duty of the Directors to:

- A. Ensure the mission, vision, and strategic goals of New Leaf Prep Academy.
- B. Supervise all Officers and employees of the Corporation to assure that their duties are performed properly.

- C. Conduct at a minimum an annual performance evaluation of the Head of School focusing on performance and leading and lagging indicators of their overall performance leading the school.
- D. Hold decision-making control and fiduciary obligation to the school regarding major strategic, financial, or operational decisions.
- E. Ensure sound fiscal decisions and management of all monies entrusted to the Corporation.
- F. Coordinate and develop the annual budget for the school.
- G. Exercise responsibility to be a good steward for education, seeking efficient and worthwhile use of the human and financial resources available to the school.
- H. Monitor, write, approve, implement, and revise as needed, the Charter School Contracts, Articles of Incorporation, Governance Bylaws, and the application for non-profit status.
- I. Establish policies relating to the day-to-day operation of NLPA.
- J. Approve any significant changes in the NLPA School programs or curriculum.
- K. Work in collaboration with parents and community members to garner public funds.
- L. Approve fundraising activities.
- M. Review grant options, application, implementation, and distribution of fund processes to provide nonpublic resources to sustain and meet the goals of the Corporation.
- N. Develop and approve job descriptions for all NLPA faculty and staff with collaboration of school Administration.
- O. Maintain open channels and effective communication with the parents, community, and committees of the Governance Board.
- P. Seek education and training in the following areas that best fit NLPA, including but not limited to non-profit business structure, Wisconsin educational updates, Montessori Education, Personal and Professional Development and evaluation, Nature Based Learning, and Community Relations. This includes attendance of necessary conventions, conferences, seminars in conjunction with upholding our contract as well as any deemed as resources to assist the board.
- Q. Perform annual review of Bylaws for consistency with current practice and compliance with applicable Charter Contract and regulations, code, and law.

Section 6. Term of Office: Each Director shall hold office for a period of four (4) years and, upon completion of his or her term or additional term, until his or her successor is duly elected. There is no limit on the number of consecutive terms a director may serve. The term of each Director shall run concurrent with the school's fiscal year, running July 1<sup>st</sup> to June 30<sup>th</sup>.

Section 7. Vacancies: Vacancies on the Board of Directors shall exist (1) on the death, resignation (permanent or temporary), term expiration, or removal of any Director, and (2) whenever the number of authorized Directors is increased. Any Director may resign effective upon giving written notice to the President of the Board, unless the notice specifies a later time for the effectiveness of such resignation.

Section 8. Regular Nomination and Appointment for Directors of the Board: The regular process is as follows:

- A. The Board of Directors will have all applicants submit an application.
- B. Each Director shall review the applications and nominate one individual to be included in a Special Meeting interview. In the event of re-election, a Director may nominate himself or herself.
- C. A Special Meeting for the purposes of conducting in-person interviews will be held prior to the Board of Directors appointment election. A quorum must be present for the purposes of conducting the Special Meeting and interviews. Candidates who already hold a seat on the board and are seeking re-election do not need to submit an application or participate in the interview session.
- D. At the designated Regular Meeting for election of the new Board Member(s), each of the current members of the Board of Directors not running for re-election will vote for no more than 1 candidate per open seat of the board. The votes will be held publicly but written down to remain anonymous. The candidate(s) with the highest number of votes will get the seat(s) available. In the event of a tie, a secondary vote will occur among the highest tied vote receiving candidates. In the event of a second tie, the President of the Board of Directors will cast the tie-breaking vote unless the President is included in the election in which then the Treasurer will cast the tie-breaking vote. In the event both the President and Treasurer are running for re-election and included in the tie, the Secretary will cast the tie-breaking vote.

Section 9. Emergency and Temporary Nomination and Appointment of the Board: If a Director leaves the Board, either permanently or temporarily prior to the end of their term, resigns, dies, or is terminated, an Emergency and Temporary Nomination process will be utilized. The duration of the Emergency or Temporary Appointment shall be for the remaining term as defined by the end date of the departing Director or period of temporary absence from the Board position.

- A. The departing Director shall nominate an individual for the remaining replacement term meeting minimum qualifications.
- B. At the next available Board Meeting, the Board President shall make a motion to vote for the nominated candidate. The Governance Board shall vote to accept the nomination with an 75% or more majority required for approval.
- C. In the event the departing Director does not nominate a replacement or if 75% approval cannot be met, the replacement process shall follow the procedure specified in Section 8.

Section 10. Removal of a Director: A Board Member may be removed for just cause at any Regular or Special Meeting of the Board of Directors. Cause may include, but not be limited to, acts or behavior detrimental to the school inclusive of students, staff, and administration, Board of Directors, or Officers of the Corporation, regular absenteeism of Board meetings, or conviction of any felony criminal act. Removal is completed by a Director putting forth a motion to vote for removal followed by a vote of the Board in which 75% or more of the Directors must approve. The removal is effective immediately upon approval vote.

Section 11. Meetings: The Board shall be required to meet at least once each quarter of the fiscal school year unless additional meetings are required for contract compliance or to meet the requirements of a grant. The fourth quarter (Apr 1<sup>st</sup> – Jun 30<sup>th</sup>) meeting shall include development and approval of the budget for the next fiscal year. Meetings shall be held at the principal office of the Corporation or a location chosen by the Board President prior to the meetings and in accordance with the Notice of Meetings provision, Section 12. Meetings shall be conducted in accordance with the articles of incorporation, these Bylaws, or provisions of law including but not limited to Wis. Stat. §§ 19.81-19.98 and any other applicable statutes, rules, and/or regulations governing the calling, noticing, and/or conducting of regular or special school board meetings in the State of Wisconsin. Meeting types include:

- A. Regular Meetings: Held at least quarterly to conduct normal Board business and act out responsibilities and powers required under the Bylaws of Incorporation.
- B. Special Meetings: Special meetings of the Board of Directors may be called by the Head of School, President of the Board, or consensus of at least three individual Board Members.

Section 12. Notice of Meetings: Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- A. Method of Notice: Notice of each Governance Board meeting 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 written or given orally or communicated in person, by telephone, email, or other forms of wire or wireless communication, private carrier, or in any other manner provided by Wis. Stats. § 19.81, et al (“Wisconsin’s Open Meetings Law”); provided, however, that NLPA shall comply with all posting requirements applicable to it pursuant to Wisconsin’s Open Meetings Law due to NLPA’s status as a charter school authorized by the University of Wisconsin Office of Educational Opportunity. 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 or sent in an email.
- B. Regular Meetings. At least two weeks prior notice be given of any regular meeting of the Board of Directors.
- C. Special Meetings. At least twenty-four (24) hours prior notice shall be given to each Director of each special meeting of the board.

- D. Waiver of Notice. 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 their 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.

Section 13. Quorum: A majority of the number of Board Members pursuant to the Articles of Incorporation, these Bylaws, or provision of law shall constitute a quorum for the transaction of business. The act of a majority of the Board Members present at a meeting at which a quorum is present shall be the act or decision of the Governance Board, unless the act of a greater proportion is required by law, the Articles of Incorporation, or these Bylaws.

Section 14. Meeting Conduct: The Chair-person of each meeting will be the President of the Board of Directors. In the absence of the President, but in the presence of a quorum, the Treasurer will serve as the Chairperson of the meeting. In the absence of both the President and the Treasurer, but in the presence of a quorum, the remaining attendees will vote upon the Chair-person of the meeting and the receiver of the majority vote will serve as the Chair-person, with exception to the Secretary. The Chair-Person or designee shall provide an agenda of the meeting at least twenty-four (24) hours prior to commencement of the meeting. General provision for business at a Regular Meeting includes, but is not limited to:

- A. Roll Call & Pledge of Allegiance
- B. Reading and Approval of the minutes of the preceding meeting(s)
- C. Opening Remarks Community Input consistent with the Community Input Policy
- D. Old and Unfinished Business
- E. New Business
- F. Good, Welfare, and Community / Committee Updates
- G. Closing Remarks Community Input consistent with the Community Input Policy
- H. Adjournment

Section 15. Provision of Electronic Means to Conduct a Meeting: Board Members may participate in any regular or special meeting by any means of communication by which either (1) all participating Board Members may simultaneously hear or read each other's communications during the meeting, such as teleconference, video conference, webcast, or a similar manner of electronic communication, or (2) all

communication during the meeting is immediately transmitted to each participating Director and each participating Director is able to immediately send messages to all other participating Board Members. If a meeting is conducted through the use of one of the foregoing means, then all participating Board Members must be informed that a meeting is taking place at which official business may be transacted. A Board Member participating in a meeting conducted by any of the means described above is deemed to be present in person at the meeting.

Section 16. Compensation: Directors shall serve without compensation for their time and effort in fulfilling their duties as a Board Member. Upon resolution of the Board of Directors, a Director may receive reimbursement of reasonable expenses incurred while fulfilling his or her duty. These expenses must be documented and reimbursement will be made of the actual value of the expense.

## **ARTICLE FIVE – OFFICERS**

Section 1. Designation of Officers: The Officers of the corporation shall be a President, a Secretary, and a Treasurer.

Section 2. Qualifications: Any person on the board may serve as Officer of this corporation. Any Board Director may hold as many officer positions as available; however, the President and the Secretary positions may not be held by the same person

Section 3. Election and Term of Office: The Officer roles shall be chosen every two years, at the Q1 Regular meeting. Interested Board Members in an Officer Position may apply in advance of an Officer Election(s). Each Board Director will vote for one candidate per officer role that is open. Each Officer shall hold office until they resign or is otherwise disqualified to serve, or until their successor shall be elected and qualified, whichever occurs first.

Section 4. Vacancies: Vacancies of an Officer position shall exist on the death, resignation, term expiration, or removal of any Officer. Vacancies may be filled for the unexpired portion of the remaining term of said vacancy.

Section 5. Resignation: Any officer may resign at any time by giving written notice to the Governance Board or President. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6 Removal: Any Officer may be removed from office by the majority action of the Governance Board, whenever in their judgment the best interests of NLPA will be served thereby.

Section 7. Duties of President: The President shall, subject to the Governance Board's Control:



1. In general, perform all duties incident to the Office of the President and such other duties as from time to time may be assigned to him or her by the Governance Board.
2. Preside at all Governance Board meetings at which he or she is present.
3. Coordinate and supervise the work of NLPA's other Officers.
4. 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.
5. Shall serve as Past President for one year after the term to facilitate the transition of the incoming Chair.
6. Develop the agenda for meetings of the full Governance Board.
7. See that all notices are duly given in accordance with these Bylaws or as required by law.

Section 8. Duties of Secretary: The Secretary shall:

1. 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 President.
2. Record any minutes of meetings of the Governance Board in one or more books provided for that purpose.
3. Post agendas and minutes of meetings on the Corporation's website and all other locations at which posting is required by Wisconsin's Open meetings Law.
4. Be the 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. Maintain a record of the Board of Directors Members and Corporate Officers and associated terms, addresses, and other information relevant to Article 4 Sec 12, Notice of Meetings. This log shall be maintained at the principal office of the corporation.

Section 9. Duties of Treasurer: The treasurer shall:

1. 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 Nine – Contracts, Loans, Monetary Payments, Deposits and Audits.
2. Have charge and custody of, and be responsible for, all of the Corporation's designated funds or private donations, including oversight of employees who:
  1. Receive and give receipts for monies due and payable to the Corporation from any source whatsoever.

2. Ensure 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;
  3. Review funds to be disbursed by checks or drafts on the Corporation's authorized depositories, signed as the Governance Board may require;
  4. Responsible for the accuracy of the amount of, and cause to be preserved proper vouchers for, all monies disbursed.
3. Have the right to require from time to time reports or statements giving such information as they may desire with respect to any and all of the Corporation's financial transactions from the Officers, Employees, or Agents transacting the same.
  4. 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.
  5. Work with the Governance Board and school staff to draft, monitor, and review budget allocations, monitor the preparation and maintenance of a log of all purchase orders and other expense records, reconcile site records and resolve any discrepancies, assist with annual outside-audit and annual financial statements.

Section 10. Compensation: Officers shall serve without compensation for their time and effort in fulfilling their duties as an Officer. Upon resolution of the Board of Directors, an Officer may receive reimbursement of reasonable expenses of fulfilling his or her duties. These expenses must be documented and reimbursement will be made of the actual value of the expense.

#### **ARTICLE SIX – AMENDMENTS & REVISIONS**

Section 1. These Bylaws may be revised, amended, repealed or added to by a nomination from any Board Member and a 75% or more approval vote from the Board of Directors.

#### **ARTICLE SEVEN - IRC 501(c)(3) TAX EXEMPTION PROVISIONS**

Section 1. Limitations on Activities. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any 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, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable

compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. Private Foundation Requirements and Restrictions. In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation (1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

#### **ARTICLE EIGHT – CONFLICT OF INTEREST**

Section 1. Purpose of Conflict of Interest Policy: The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Any transactions that may be deemed a conflict of interest with Director or Officer cannot be entered into contract unless there is just reason that it is fair and reasonable.

Section 3. If a conflict of interest arises the Director involved must let all other Directors be made aware of the conflict of interest as soon as it is known by those involved.

#### **ARTICLE NINE – CONTRACTS, LOANS, MONETARY PAYMENTS, DEPOSITS AND AUDITS**

Section 1. Contracts: Except as otherwise provided in these Bylaws, the Governance Board may authorize any Officer or Officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of NLPA, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these Bylaws otherwise expressly provided, no Officer, agent, or employee shall have any power or authority to bind NLPA by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

Section 2. Loans: No indebtedness for borrowed money shall be contracted on the Corporation's behalf and no evidence 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 3. Monetary Payments: All checks, wires and other electronic funds transfers, or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of NLPA, shall be signed or initiated, as the case may be, by such Officer or Officers, agent or agents, of NLPA, and in such manner, as shall be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of NLPA in any of its duly authorized depositories may be made without counter-signature, by the President, Treasurer, or by any other Officer or agent of NLPA to whom the Governance Council, by resolution, shall have delegated such power.

Section 4. Deposits: All funds of the Corporation shall be deposited from time to time to the Corporation's credit at The Bank of Luxemburg or another insured and federally or state-chartered bank. This may include deposits to multiple accounts held under the Corporation's Name.

Section 5. Audits: The corporate financial records and books of account shall be audited by an auditor chosen by the Governance Board.

## **ARTICLE TEN - INDEMNIFICATION**

Section 1. Nonliability of Directors: The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation

Section 2. Indemnification by Corporation of Directors and Officers: The Directors and Officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 3. Insurance for Corporate Agents Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, Officer, Employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

Section 4. Limited Liability of Volunteers. Each individual (other than an employee of NLPA) who provides services to or on behalf of NLPA without compensation ("Volunteer") shall be immune from liability to any person for damages, settlements, fees, fines, penalties, or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by Section 181.0670 of the Wisconsin Statutes or any similar successor provision thereto. For purposes of this section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted, or registered under state law and who is performing services to or on behalf of NLPA without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to NLPA in writing.