



Board of Trustees Handbook for Wasatch Waldorf Charter School

TABLE OF CONTENTS

Section I. Bylaws of Wasatch Waldorf Charter School.....	pp. 2-7
Section II. General Responsibilities of the Board of Trustees.....	pp. 8-11
Section III. Board of Trustees Membership.....	pp.12-13
Section IV. Duties of Trustees.....	p. 13
Section V. Duties of Officers.....	pp. 14-16
Section VI. Meetings of the Board.....	p. 16
Section VII. Committees of the Board.....	p. 17
Section VIII. Board Members and Terms.....	p. 17
Section IX. Responsibilities and Agreements	pp. 17-20
Signature Page.....	p. 21
Appendices	
A. Board Nomination Policy [for Potential Candidates]	

- B. Board Nomination Policy [for Board information]
- C. Questionnaire for Potential Board Candidates
- D. Board Packet List for Potential Candidates
- E. Orientation Process and Content for New Members

Section I. Bylaws

WASATCH WALDORF CHARTER SCHOOL, INC. BYLAWS

ARTICLE I Name & Purpose

SECTION 1.1: Name. The name of the organization is Wasatch Waldorf Charter School, Inc. (the "corporation").

SECTION 1.2: Purpose. The corporation was formed to manage, operate, guide, direct and promote a Utah Public Charter School. The corporation is organized under the Utah Revised Nonprofit Corporation Act (the "Act") for public purposes and is not organized for the private gain of any person.

ARTICLE II Members

SECTION 2.1: No Members. The corporation shall have no members. Any action which would otherwise by law require approval by a majority of all members or approval by the members shall require only approval of the Governing Board. All rights which would otherwise by law vest in the members shall vest in the board.

ARTICLE III Meetings of Governing Board

SECTION 3.1: Annual Meeting. The Governing Board of the corporation shall hold an annual meeting for the purposes of organization, selection of Directors and officers, and the transaction of other business.

SECTION 3.2: Regular Meetings. Regular meetings will be held as often as the Governing Board determines is appropriate but in no event less than ten (10) times per year. Regular meetings of the Board, including the annual meeting, shall be held on such dates and at such times and places as may be from time to time fixed by the Board and in accordance with SECTION 3.5. Typically, the Governing Board will meet monthly from August-May.

SECTION 3.3: Special Meetings. Special meetings of the Board for any purpose(s) may be called at any time by the President of the Board, the Secretary, or one-third of the members of the Board.

SECTION 3.4: Notice. Special meetings of the Board and regular meetings that are held other than at the regularly scheduled time or place may be held only after each Governing Board Member has received twenty-four (24) hours' notice given personally or by telephone, e-mail or other similar means of communication.

SECTION 3.5: Open Meetings. In conducting board and committee business and holding

meetings the Governing Board will ensure compliance with the Utah Open and Public Meetings Act (UCA § 52-4-201).

Section 3.6 Meetings by Telephone or other Electronic Device. Members of the Board of Trustees or any other committee thereof may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment. Such participation shall constitute presence in person at the meeting.

ARTICLE IV Governing Board Members and Duties

SECTION 4.1: General Powers. Subject to the limitations of the Act, the corporation's Articles of Incorporation and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the corporation's activities to any person(s), company, councils or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. No assignment, referral or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercising full authority over the conduct of the corporation's activities, and the Board may, subject to contractual obligations as may exist, rescind any such assignment, referral or delegation at any time.

SECTION 4.2: Specific Powers. Without prejudice to its general powers, but subject to the same limitations set forth above, the Board shall have the following powers in addition to any other powers enumerated in these Bylaws and permitted by law:

4.2.1: To select and remove all of the officers, agents and employees of the corporation; to prescribe powers and duties for them which are not inconsistent with law, the corporation's Articles of Incorporation or these Bylaws; and to fix their compensation;

4.2.2: To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefore which are not inconsistent with the law, the corporation's Articles of Incorporation or these Bylaws, as it deems best;

4.2.3: To adopt, make and use a corporate seal and to alter the form of the seal from time to time, as it deems best;

4.2.4: To borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities therefore;

4.2.5: To act as trustee under any trust incidental to the principal object of the corporation, and receive, hold, administer, exchange and expend funds and property subject to such trust;

4.2.6: To acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of real and personal property;

4.2.7: To assume any obligations, enter into any contracts or other instruments, and do any and all other things incidental or expedient to the attainment of any corporate purpose; and

4.2.8: To carry out such other duties as are described in the Charter.

SECTION 4.3: Governing Board Role, Size, Composition. The Board is responsible for overall policy and direction of the school and delegates responsibility for day-to-day operations to the

Executive Director. The Board may also establish other councils (including a Pedagogical Council and a Family Council) and committees to assist in the policy and operations of Wasatch Waldorf Charter School.

4.3.1: The Board shall consist of no fewer than 5 and no more than 9 members. The Executive Director, Pedagogical Director, Business Manager, and up to two faculty members shall be ex officio non-voting members of the Board.

SECTION 4.4: Quorum. A quorum consists of a majority of the current Governing Board. Every act or decision done or made requires a majority vote of the Board present at a meeting duly held at which a quorum is present. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Governing Board Members, if any action taken is approved by at least a majority of the required quorum for such meeting. Notwithstanding the foregoing, the provisions of UCA §16-6a- 825 shall apply.

SECTION 4.5: Terms.

4.5.1: Each member's term shall be three (3) years. Each member shall serve until his or her term expires and his or her successor is elected and qualified, or until his or her earlier resignation or removal. No member may serve more than two (2) full terms in succession unless exception is made to extend the term of a member by one (1) year in circumstances where, absent the exception, more than three (3) members' terms would expire in a given year.

4.5.2: The terms of members of the Governing Board shall be staggered so that no more than three (3) members' terms shall expire in any given year.

SECTION 4.6: Resignation & Removal. Resignation from the Board must be in writing and received by the Secretary. The resignation is effective upon receipt or at the time specified in the writing. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective. A Governing Board Member may be removed with or without cause by the vote of two-thirds (2/3) of the remaining Governing Board Members.

SECTION 4.7: Vacancies. Vacancies on the Board will exist: (1) on the death, resignation, or removal of any Governing Board Member; or (2) when the term of a current Governing Board Member has expired. A Governing Board Member elected to fill a vacancy created by the death, resignation, or removal of a Governing Board Member shall be elected to fill the unexpired term of his/her predecessor in office and shall be eligible for nomination and election to his or her first full three-year term at the conclusion thereof.

SECTION 4.8: Governing Board Elections. In order to fill a vacancy of member on the Board, the Board will solicit applications from the school community or members of the community at large. The Board may then elect a candidate to fill the vacancy. Governing Board Members will be elected by the vote of a majority of the remaining members of the Board. Governing Board Members elected to fill the seats of Board members whose terms have expired shall be elected at the annual meeting of the Governing Board.

In electing members, preference shall be given to individuals who have demonstrated a commitment to the mission and vision of Waldorf education and Wasatch Charter School, such as through active service on a school committee or previous work experience or training.

Newly elected board members shall participate in an orientation process and attend two Board meetings prior to voting as members of the Governing Board.

SECTION 4.9: Fees and Compensation. Governing Board Members shall not receive compensation for their services; however, the Board may approve the reimbursement of a Governing Board Member's actual and necessary expenses incurred in the conduct of the corporation's business.

SECTION 4.10: Standard of Care

4.10.1 A Governing Board Member shall perform all duties of a Governing Board Member in good faith, in a manner such Governing Board Member believes to be in the best interests of the corporation and with such care, including the duty to make reasonable inquiries, as an ordinarily prudent person in a like situation would use under similar circumstances.

4.10.2 In performing the duties of a Governing Board Member, a Governing Board Member may rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by: (i) one or more officers or employees of the corporation whom the Governing Board Member believes to be reliable and competent in the matters presented; (ii) legal counsel, independent accountants or other persons as to matters that the Governing Board Member believes to be within such person's professional or expert competence; or (iii) a committee of the Board upon which the Governing Board Member does not serve as to matters within a designated authority, provided the Governing Board Member believes that the committee merits confidence and the Governing Board Member acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

ARTICLE V: Officers

SECTION 5.1: Officers. The officers of the corporation shall be President, Secretary, and Treasurer. All officers must be Governing Board Members of the corporation. The corporation may also have, at the discretion of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed. Any number of offices may be held by the same person.

SECTION 5.2: Election. The officers of the corporation shall be chosen at the annual meeting of the Board by and shall serve at the pleasure of the Board and shall hold their respective offices for the length of their current term until their resignation, removal or other disqualification from service, or until their respective successors shall be elected. Board members may serve as various officers during their term, but not in the same position for more than one consecutive term.

SECTION 5.3: Subordinate Officers. The Board may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

SECTION 5.4: Removal. Any officer may be removed, either with or without cause, by the Board at any time.

SECTION 5.5: Resignation. Any officer may resign at any time by giving written notice to the Board; such resignation may not prejudice the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the

receipt of such notice or at any later time specified therein; the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5.6: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

SECTION 5.7: President. The President shall preside at all meetings of the Board and shall exercise such powers and duties as the Board may prescribe from time to time.

SECTION 5.8: Vice Presidents. In the absence or disability of the President, the Vice President(s), if any are appointed shall, in order of their ranks as fixed by the Board or, if not ranked, the Vice President designated by the Board, perform all duties of the President and, when so acting, shall have all the powers of, and subject to all the restrictions upon, the President. The first Vice President shall have responsibility for maintaining Governing Board Agreements and Board Books, overseeing the professional development activities of the Board, conducting recruitment and orientation of new Board members and have such other powers and perform such other duties as the Board may prescribe from time to time.

SECTION 5.9: Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board including the following information for all such meetings: the time and place of holding; whether regular or special; if special, how authorized; the notice thereof given; the names of those present and absent, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of Utah, the original or a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date, and a register showing the names of all directors and their respective addresses.

SECTION 5.10: Treasurer. The Treasurer of the corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all times be open to inspection by any Governing Board Member. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated from time to time by the Board. The Treasurer shall disburse, or cause to be disbursed, the funds of the corporation as may be ordered by the Board, and shall render, or cause to be rendered, to the Governing Board Members, upon request, an account of all transactions as Secretary or President and of the financial condition of the corporation. The Treasurer shall have such powers and perform such other duties as may be prescribed from time to time by the Board.

ARTICLE VI Indemnification

SECTION 6.1: Indemnification of Governing Board Members and Corporation Agents. The corporation hereby declares that any person who serves at its request as a Governing Board Member, officer, employee, or member of any committee, or on behalf of the organization as a trustee, Governing Board Member, or officer of another organization, whether for profit or not for

profit, shall be deemed the corporation's agent for the purposes of this Article and to the extent allowed by law, shall be indemnified by the corporation against expenses (including attorney's fees), judgment, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of such service, provided such person acted in good faith and in a manner he reasonably believed to be in the best interest of the corporation and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful. Except as provided in Article VI, Section 3, below, termination of such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create either a presumption that such person did not act in good faith and in a manner which he reasonably believed to be in the best interest of the corporation or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that his conduct was unlawful.

SECTION 6.2: Indemnification Against Liability to the Corporation. No indemnification shall be made with respect to any claim, issue, or matter as to which a person covered by Article VI, Section 6.1. shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the corporation unless and only to the extent that the court in which such action, suit, or proceeding was brought shall determine upon application that, despite the adjudication of the liability, but in view of all the circumstances of a case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

SECTION 6.3: Indemnification of Criminal Actions. No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered in Article VI, Section 6.1. shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt, but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses, or fines which such court shall deem proper.

SECTION 6.4: Period of Indemnification. Any indemnification pursuant to this Article shall: (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a Governing Board Member, officer, employee, or agent of the corporation and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these Bylaws which would have the effect of limiting, qualifying, restricting any of the powers or rights of indemnification provided or permitted in this Article shall not solely by reason of such repeal or amendment, eliminate, restrict, or otherwise affect the right or power of the corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

SECTION 6.5: Advances of Costs and Expenses. The corporation may pay costs and expenses incurred by a Governing Board Member, officer, employee or agent in defending a civil or criminal action, suit or proceeding, in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the person that he or she shall repay the amount advanced if it is ultimately determined that he or she is not entitled to be

indemnified by the corporation as authorized by these Bylaws.

SECTION 6.6: Personal Liabilities of Governing Board Members and Officers. No Governing Board Member or officer of the corporation shall be personally liable to the corporation for civil claims arising from acts or omissions made in the performance of his or her duties as a Governing Board Member or officer, unless the acts or omissions are the result of his or her fraud, or malicious or willful misconduct, or the illegal use of alcohol or a controlled substance.

Section II. Board of Trustees General Responsibilities

Section A. *The Board of Trustees is the governing body that is legally and financially responsible for the School. The Board shall do the following:*

School Governance

1. Establish policies and procedures for the management of the School;
2. Ensure operations are compliant with legal and fiduciary standards;
3. Respond to legal issues;
4. Evaluate the School Executive Director

Financials

5. Establish an operating budget and ensure its implementation;
6. Manage the School's assets and investments;
7. Establish capital budgets as needed;

Strategic Planning

8. Create and implement long-term strategic plans in the support of the School's mission;
9. Ensure enrollment of the School;
10. Promote the mission of the School to the community at large;
11. Raise funds for operating and capital needs.

Section B. *In addition, the Board of Trustees will answer to the State Charter board to ensure that the following goals are being met for Wasatch Waldorf Charter School.*

GOVERNANCE

1. Compliance. The Governing Board shall institute policies and programs to ensure compliance with the terms and conditions of this Agreement as well as compliance with all governing laws, regulations, and rules.
2. Website. The Governing Board agrees to have a website with the content requirements found in R277-482, Utah Administrative Code, posted at least 180 days prior to the opening day of school. In addition, the SCSB requires the website contain links to school data and accountability reports maintained on other websites (e.g., student assessment, audited financial statement, etc.); links to Governing Board meeting dates, agendas and minutes; and reports created by the Governing Board to provide evidence of how the Charter School performed

compared to the assurances and school accountability measures in this Charter Agreement.

3. Reports. The Charter School's Governing Board shall submit such reports as required by state and federal law, this Charter Agreement, and as may be requested by the SCSB.

How are the rights of students with disabilities being protected

Number of Material of Significant Audit Findings, Current Year

Number of Unresolved Audit Findings from Prior Year

Maintain bond covenants

Adherence to Operational Budget: Within 5%

Comply with Governance Requirements: Governing board policies, including those related to oversight of an Education Service Provider, if applicable:

- Governing board By-laws
- Utah Open & Public Meetings Act
- Governing board code of ethics
- Governing board conflicts of interest
- Governing board composition and/or membership rules (e.g., requisite number of qualified teachers, restriction on employees or contractors serving on the board)
- Background Checks for Board Members
- Reports submitted on time, accurate and complete
- Governing Board Development as measured by GBOTs
- Number of FT Teachers that are State Qualified

C. FINANCIAL

Unrestricted Cash on Hand: 30 days with a positive trend.

Ratio of Assets to Liabilities: 1.0 with positive trend

Enrollment Variance (October 1 count compared to projections): 95%

Debt to asset ratio: less than or equal to .9

Debt service coverage ratio: 1.1

Cash flow: Positive

Total Margin of Net Income to Revenue (for 3 years aggregated): Positive

Occupancy Costs: 28% or less

D. MEETS KEY ELEMENTS OF MISSION/CHARTER AGREEMENT

Maintains a large enough student population to offer all programmatic elements listed in the approved application

Is based on a developmental approach to curriculum which uses Waldorf methods and partners with public or private Waldorf associations;

Teachers actively participate in a Waldorf teacher training within 2 years of employment and complete training within the expected timeframe for the selected program.

Integrates the Utah Core Standards into the existing Waldorf curriculum to seamlessly teach competencies and material.

Integrates arts and hands-on activities into curriculum to promote human development and brain development, including all five of the key methods through which children build neural connections: music, art, handwork, movement, and forming personal connections to adults.

Offers specialty classes taught outside Main Lessons and practice periods that further integrate and reinforce curriculum content and holistic development.

Use a holistic approach of formative assessment.

Teachers loop with students, staying with same group of students for multiple grades, when possible from grades 1 - 8.

Includes a Family Council that meets regularly, typically monthly during the school year, to coordinate efforts to involve families, build school culture, participate in committees, and provide advice to governing board regarding family and student needs.

Has a garden and farming program which partners with local farms and gardens, outdoor education programs, and local natural resource organizations to provide educational experiences to students, including instruction in gardening and cooking.

Students receive regular foreign language instruction.

Students receive consistent musical instruction through their class activities and specialty classes (in grades 4 - 8).

Incorporates movement into Main Lesson activities and into the school day through games and eurythmy classes.

Incorporates sustainable living practices, environmental stewardship, and experiential learning through outdoor experiences and sustainable practices

Uses a community-wide approach to discipline, including offering training to teachers, parents, and community members on the "3 streams" (or an equivalent) approach to working with students on discipline, social inclusion, and RtI processes

Parents and families are involved in a community of learning, including regular festivals, classes, and activities that connect to the purposes and mission of WWCS

E. PERFORMANCE MEASURES

Percentage of students demonstrating growth on WCS Assessment Rubrics

(WWCS will return to SCSB to set appropriate metric and targets prior to the beginning of their 4th year of operation, but will have annual meetings with SCSB Office staff showing progress toward gathering data and establishing a valid and reliable assessment tool)

Percentage of students in grades 6 - 8, who have attended 3 FAY, who are proficient according to the state summative ELA assessment: Greater than or equal to 3%.

Percentage of students in grades 6 - 8, who have attended 3 FAY, who are proficient according to the state summative Mathematics assessment: Greater than or equal to 5%.

Percentage of students in grades 6 - 8, who have attended 3 FAY, who are proficient according to the state summative Science assessment: Greater than or equal to 4%.

Percentage of students in grade 3 reading on grade level at the beginning and end of the year: 90%

Percentage of students in grade 3 not reading on grade level at the beginning of the year who

are reading on grade level at the end of the year: 40%

Percentage of students in grades 1 - 8 missing $\geq 10\%$ of school days: 14% or less.

Section III: Board of Trustees Membership

A. The Board is comprised of parents, friends, and faculty, chosen for their ability to help execute the Board's mission, support the School, and advance its long-term prospects. Trustees may be selected for their financial acumen, legal expertise, advocacy potential, ability and willingness to make leadership-caliber financial gifts and/or a love for and knowledge of Waldorf education.

The initial number of the board is 5 and shall be no less than 5 and no more than 9, with an expectation of 7 as the desired usual. At least two of the voting members of the board must be a parent of a child currently attending Wasatch Waldorf Charter School. If the number of board members is an equal number, or the quorum is an equal number, the board chair will not vote, unless to break a tie.

B. Election and Tenure [See Nomination Process in Appendix]

New board members shall be elected or reelected by a majority of the existing Board of Trustees at each June annual meeting. Board terms shall end on June 30th of the respective term. To maintain the original vision of Wasatch Waldorf Charter School, the initial board members (those who joined the Board in the first year of the development of the school) may remain on the board for the first 5 years of operation. After the first 5 years of operation, initial board members will begin the same term limits as new board members. New board members shall not serve on the board for more than 2 three-year terms. After which, they may be re-elected to the Board only after at least a one year sabbatical. At least two of the board members must be a parent of a child currently attending the school. These positions will be filled with parents who turn in applications to the existing board. All positions on the board will be filled through majority vote by the board.

C. Removal of Board Members

Any trustee who has 2 or more unexcused absences at board meetings and/or does NOT complete assignments regularly to the satisfaction of the Board, having been given due notice, shall be subject to removal if the remaining Board so deems by a majority vote. Regardless of the foregoing, any Trustee may be removed by a majority vote of the Board of Trustees whenever in its judgment the best interests of the corporation will be served thereby, but such

removal shall be without prejudice, if any, of the person so removed.

D. Governing Board Conflict of Interest Policy

The governing board may not add board members that are relatives of existing trustees. Per the Wasatch Charter School Charter, "Relative" means a father, mother, husband, wife, son, daughter, sister, brother, uncle, aunt, nephew, niece, first cousin, mother-in-law, father-in-law, brother-in-law, sister-in-law, son-in-law, or daughter-in-law.

D. Vacancies

Any trustee may resign at any time by giving written notice, either paper or electronic, to the President of Wasatch Waldorf Charter School Board of Trustees. Such resignation shall take effect at the time specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The Board shall publicly announce the number of vacancies and consider nominations from parents and community at large. Following use of the Nomination Process [see Appendix A & B], vacancies shall be filled by the affirmative vote of a majority of trustees then in office.

E. Conflicts of Interest

If any person who is a trustee or officer of the corporation is aware that the corporation is about to enter into any business transaction directly or indirectly with himself, any member of his family, or any entity in which he has any legal, equitable or fiduciary interest or position, including without limitation as a trustee, officer, shareholder, partner, beneficiary or trustee, such person shall (a) immediately inform, in writing, those charged with approving the transaction on behalf of the corporation of his interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his knowledge that bear on the advisability of such transaction from the standpoint of the corporation, (c) not be entitled to vote on the decision to enter into such transaction, and (d) be absent from any meeting when the contract or transaction is being considered and determined.

F. Advisors to the Board

Wasatch Waldorf Charter School **may** have advisors to the board. The advisors shall be made up of parents, and experts in fields such as budget, education, law, etc. Advisors shall be elected or re-elected by a majority of the voting Board Members at each annual June meeting or as otherwise determined by the Board. Advisors shall serve an indefinite term and shall make an effort to attend as many board meetings as they are able. Advisors may be removed at any time by a majority of Voting Board Members.

Section IV. Duties of Trustees

Trustees are entrusted with the long-term future of the institution, and they must act as they believe necessary to secure its long-term health and prosperity.

Each trustee must:

- actively support and promote the School's mission;
- be knowledgeable about the School's mission and goals, as well as current operations;
- attend meetings well prepared and participate fully in all matters;
- avoid becoming unnecessarily involved in specific management, personnel or curricular issues;
- accept and support Board decisions and respect Board confidentiality;
- guard against conflict of interest, whether business-related or personal;
- distinguish between the interests of the School and the specific needs of particular constituencies;
- support the School and the administration, and demonstrate that support within the community;
- understand that authority is vested in the Board as a whole, bring issues to the appropriate leaders, and not deal with a situation individually;
- contribute to the development program of the School, including financial support and active involvement in annual and capital giving; and
- share in the responsibility for sound financial management.

Section V. Duties of Officers

Section A. Officers. The officers of the corporation shall be a President, a Vice President (optional officer role), a Secretary, a Treasurer and such other officers as may be selected by the Board of Trustees. Any number of offices may be held by the same person .

Section B. Election and Term of Office. Each officer of the corporation shall be selected for a term not to exceed three years by the Board of Trustees.

Section C. Removal. Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in their judgment the best interests of the community would be served thereby, but such removal shall be without prejudice, if any, of the officer so removed.

Section D: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees.

Section E. President. The President shall preside at all meetings of the Board of Trustees. The President duties are as follows:

- Preside at all meetings of the Board and executive committee that he or she attends;
- See that all orders and resolutions of the board of trustees are carried into effect

- Attend Joint Committee meetings;
- Develop board agenda topics;
- Maintain community trust;
- Support the School Executive Director and Administration in their work through encouragement and feedback;
- Represent the School to the public and to the State Charter School Board;
- Manage the strategic plan

The President shall preside at meetings of the Board of Trustees, and supervise the work of the committees. The President shall be the principal executive officer of the corporation and may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these bylaws or by statute to some other officer or

Section 6. Vice President. The Vice President shall preside at all meetings of the Board of Trustees in the absence of or in substitution for the President. In general he or she shall perform all duties incident to the office of Vice President and such other duties as may be prescribed by the Board of Trustees from time to time. The Vice President duties are as follows:

- Perform the duties of the chair in case of the chair's absence or inability
- The first Vice President shall have responsibility for maintaining Governing Board Agreements and Board Books,
- Overseeing the professional development activities of the Board, and
- Conducting recruitment and orientation of new Board members

Section F. Treasurer. He or she shall chair the Finance Committee and in general perform all the 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 Board of Trustees. The duties of the Board Treasurer are as follows:

- Review financial performance monthly;
- Report on the fiscal state to the Board regularly;
- Be a member of the executive committee;
- Chair the Finance Committee.
- Present an annual report each September reviewing the financial health for the previous fiscal year

Section G. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Trustees, be custodian of the corporate records, and 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 President or by the Board of Trustees. The duties of the Board Secretary are as follows:

- Ensure that minutes of all meetings of Board committees are properly stored;
- Maintain the Board calendar;
- Keep records of all Board actions;
- Keep the roster of trustees, including contact information, years of service and attendance of regular board meetings;
- Prepare the Board Agenda and compile supplemental documents for distribution to Board of Trustees prior to the meeting;
- Ensure compliance with Open Meeting Act requirements;
- Ensure adherence to document management policies and procedures.
- See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- Be custodian of the corporate records and seal and see to it that the seal of the corporation is affixed to all documents which are executed on behalf of the corporation in accordance with these bylaws;
- Keep a register of the post office address of each Trustee, and in general perform all the duties incident to the office of Secretary and such other duties as the President may assign.

Section VI. Meetings

Meetings of the Board are to be held monthly. A schedule should be proposed and adopted at the beginning of the Board term, but may be amended as necessary. The agenda for the meeting, along with supplementary documents, should be distributed to the trustees prior to the meeting and must be posted to the public at least 24 hours in advance of the meeting.

Except as otherwise provided in the by-laws, the Board approves actions based on an affirmative vote of the majority of the trustees voting at a meeting at which a quorum is present. One-half plus one of the Trustees then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. If a quorum is not obtained, a majority of the Trustees in attendance at a meeting may adjourn the meeting from time to time and without further notice.

An action is brought for vote as follows: A motion for an action is made by a trustee. The motion must then be seconded by another trustee or it shall not be considered further. One seconded, the further discussion may be had on the motion at the discretion of the President. When the President feels that no more productive discussion is to be had, a vote must be taken.

The act of a majority of the Trustees present at a meeting at which there is a quorum shall be the act of the Board of Trustees, except where otherwise provided by law or by these bylaws.

At its Annual Meeting the Board of Trustees shall elect one Trustee to be the President of the Board for a one year term or until a successor is elected and qualified. The Board of Trustees may also elect a Vice President to preside at Board meetings in the absence of the President

and to take on such additional responsibilities as the President may assign. The Trustees shall also elect a Secretary to preserve the records of the Board of Trustees in one or more books provided for that purpose. The Trustees shall also elect a Treasurer to oversee the finances of Wasatch Waldorf Charter School. [See details at Section V. Duties of Officers]

Section VII. Committees

The standing committees of the Board of Trustees shall be: the Finance Committee, the Development Committee, and Governance Committee.

The chair of each committee shall be selected by the Board from among its membership. The members of these committees shall be appointed by the Board and need not be members of the Board.

The Finance Committee shall prepare and submit to the Board, for approval, the annual Budget.

The Development Committee shall conduct all fund raising activities of the School including events, grant applications, and solicitations.

The Governance Committee shall oversee Board professional development, nomination and orientation of new board members, and monthly/yearly evaluation of the board.

Section VIII. Board Members and Terms

Board Member Terms

June 2017	Kim Haleck
June 2017	Lisa Cannella
June 2017	Emily Thunberg
June 2018	Ary Faraji
June 2018	Joe Welch
June 2018	Kevin Emerson
June 2019	Charlie Hastings
June 2019	Megan Zurkan
June 2019	Lauren Shurman
June 2020	Sherry Jones (First Term effective July 1, 2017)
June 2020	Andy R
June 2020	Mary Echlin
June 2022	Rachel Buchanan
June 2022	Peter Westman
June 2022	Meg Golden

June 2022 Heidi Huntsman
June 2023 Melissa Jenkins-Frisch
June 2023 Jonathan Echlin

Section IX. Board Member Responsibilities and Agreements

General Responsibilities:

Each board member is responsible for actively participating in the work of the Wasatch Waldorf Charter School and the life of the school. Each board member is expected to affirm and strive to fulfill the performance expectations outlined below. These expectations are to be clearly articulated prior to electing or appointing any candidate as a board member.

For appointed positions, WWCS will nominate the candidate only after s/he has agreed to fulfill these expectations. In addition to the responsibilities below, individual trustees are expected to help each other fulfill the tasks outlined for board members.

A. Specific Responsibilities:

1. Believe in and be an active advocate and ambassador for the Wasatch Charter School mission, vision, philosophy, values, and goals.
2. Work with fellow board members to fulfill the obligations of board membership, including providing oversight for WWCS's progress on mission-specific goals, budget process, fiduciary obligations, and regulatory compliance.
3. Behave in ways that clearly contribute to the effective operations of the Governing Board, as detailed below in Behavioral Expectations.
4. Regularly attend board and committee meetings. Prepare for these meetings by reviewing materials and bringing the materials to meetings. If unable to attend, notify the board or committee chair in advance. Any member missing two consecutive unexcused absences or four unexcused absences within a twelve month period shall be treated as having resigned from the board, unless a majority of the voting directors determine that circumstances warrant retaining the member in question.
5. Be prepared to contribute approximately 8-12 hours per month toward board service, which includes:
 - Attending 1-2 board meetings a month (2-4 hours)
 - Participating on a board committee (2-4 hours)
 - Reading materials, preparing for meetings (2 hours)
 - Attending events at the school, assisting with fundraising and/or other ambassador tasks as needed (1-2 hours).

6. Attend the annual board in-service retreat and other board trainings as scheduled.
7. Keep informed about the school and its issues by reviewing materials, participating in discussions, and asking strategic questions.
8. Use personal and professional contacts and expertise for the benefit of Wasatch Waldorf Charter School.
9. Serve as a committee or task force member or chair.
10. Engage in regular board trainings and professional development and Board and self-evaluation critiques.
11. Inform the Governing Board of WCS of any potential conflicts of interest, whether real or perceived, and abide by the decision of the board related to the situation.
12. Visit the school periodically to have a feel for the school. Board members may schedule visits to classrooms, talk with the staff and become familiar with current school concerns. However, Board Members should not seek to use their position to individually influence administration or teaching staff in the school. Board decisions and influence is communicated through formal votes of the full Governing Board.

B. Qualifications [See Nomination Process A & B and Board Packet C in Appendix]

1. Read documentation relating to the Utah Public and Open Meetings Act, Policies and Procedures, and the Wasatch Charter School (WCS) charter document.
2. Be familiar with Waldorf school methods and curriculum. [?Board members are required, at a minimum, to read Jack Petrash's *Understanding Waldorf Education*.]
3. Be in agreement with the educational philosophy, discipline policy and administrative structure of our school.
4. Be in agreement with the purpose of the Governing Board as outlined above.
5. In order to ensure compliance with Utah's Open Meetings Act, Board members shall not be related to another actively serving Board member.
6. Wasatch Waldorf Charter School Board Members may not be employees of WWCS.
7. All Board Members must be willing to commit for their full three year term.
8. Prior board experience is helpful. A high value for professionalism and the success of the

school is mandatory. Motivation for serving on the board shall be to help guarantee the educational success of students.

9. Board members should have limited actual or perceived conflicts of interest, both financial and interpersonal. All potential conflicts of interest should be disclosed to the Governing Board in accordance with the WWCS Conflict of Interest Policy so that they may be evaluated and taken into consideration prior to the election of a Board member.

C. Behavioral Expectations

Be an active, positive advocate for the school. Board members will never speak negatively about staff or other board members to the school community, or parties outside the school community. With humility, each board member will serve the best interests of the school.

Focus on the good of the organization and group, not on a personal agenda. While at the school, Board Members shall be mindful of the different roles they play: parent, volunteer, board member, etc. A board member will not use their position of authority while acting in their parent or volunteer roles. Board Member shall foster good relationships with the administrator and staff on a personal level. No member of the governing board shall receive pecuniary gain or profit due to their affiliation with the Wasatch Charter School.

Support Board and Director decisions once they are made. Board members should publicly support all Board decisions, whether or not they personally voted in favor. Board members will not question any decision made by the Executive Director in any public arena. If a board member questions a decision, he or she shall immediately take that concern or disagreement to the Executive Director in a confidential and diplomatic format. Likewise, the Executive Director shall agree to the same commitment. Respect for each other shall remain constant.

Behave with decorum and respect. Expectations include a professional demeanor at all board meetings. Issues being discussed shall not be personalized and directed toward any other board member, staff member, parent or anyone else. Confidentiality is expected in all situations. Board members shall respect and listen to ideas being presented by other board members. Conflicts shall be resolved with the people with which it was created. Board members will commit to resolving conflict directly with each other or with the appropriate staff member and not share the conflict with anyone outside of the conflict, including, but not limited to other parents, other staff members or the media.

Follow all WCS policies and procedures. When receiving criticisms from parents or other interested parties about staff or other board members, the board member shall direct the speaker to the board member/staff member which the situation involves. (See Healthy

Communications Guidelines)

Participate in an honest appraisal of one's own performance and that of the board. Board members shall exemplify integrity, honesty and respect. A dedication and commitment to the mission and vision of Wasatch Charter School and the charter school movement shall be top priority for any board member. Any board member finding himself or herself involved in an unresolvable conflict shall put the vision of the school first and step down from the board.

Abide by the Utah Open and Public Meetings Act (Utah Code Title 52, Chapter 4). (See http://www.ulct.org/ulct/wp-content/uploads/sites/4/2013/02/Open_Public_Meetings_Act-05-2010.pdf)

I, the undersigned have read, understood, and affirm my adherence to the principles described herein.

Signed, this _____ day of _____, 20__.

_____ Board Member, Wasatch Waldorf Charter School