

# **Winchester Academy Corporation Bylaws**

Revised 1/28/16

## **PREAMBLE**

These bylaws shall supersede all previous bylaws and amendments. Furthermore, Robert's Rules of Order Newly Revised, most recent edition, shall govern the proceedings of this organization, where not herein provided for.

Winchester Academy Corporation, organized as a nonprofit educational corporation located in Waupaca, Wisconsin, is a center for lifelong learning. It is patterned after the Scandinavian Folk Academy.

## **Article I. Mission and Objectives**

Winchester Academy's mission is to enrich the community by providing free, intellectually stimulating, informative, and engaging programs.

- To offer programs that encourage participants to learn more about the topic.
- To arrange entertaining yet scholarly programs accessible to lay people regardless of their level of formal education.
- To provide diverse topics within the liberal arts including moral and ethical issues and current events.
- To deliver learning experiences in various formats (lectures, workshops, study tours, etc.) in order to reach a broad spectrum of the community.
- To make available programs that are free of material that promotes specific groups, agencies or ideologies.
- To administer all organizational activities in a manner that reflects fiscal responsibility and efficient management, utilizing volunteers when possible.

## **Article II. Membership**

Winchester Academy Corporation (hereafter known as The Academy) is a non-membership corporation whose programs are open to the public.

### **Article III. Board of Trustees**

Section 1 The Board of Trustees (hereafter known as The Board) shall consist of at least 18 voting members.

#### **Section 2 Duties and Powers**

The Board shall have the power to conduct the affairs of this organization and to delegate such authority as is not otherwise set forth in these bylaws. This shall include the approval and authorization of expenditures of the Academy, the hiring, supervision and termination of staff, and the creation and implementation of policies for the development, operation, and well-being of the Academy.

#### **Section 3 Elections and Terms for Trustees**

Trustees shall be elected by the Board at the Annual Meeting. One-third of Trustee seats shall become vacant each year and elections to fill these vacancies shall be for three year terms.

#### **Section 4 Term Limits**

- a. Trustee positions may be occupied for a period not to exceed three 3-year terms. If a trustee is fulfilling a partial term due to a mid-term vacancy, such partial term shall not be considered a full term for purposes of this provision.
- b. A person may be re-elected to the Board following a 1-year period of not serving as a trustee.
- c. Term limits will not apply to members of the Board elected prior to the adoption of this section. (after1-28-16)

### **Article IV. Officers**

#### **Section 1 Classification of Officers**

The Officers shall be:

President  
Vice President  
Secretary  
Treasurer

#### **Section 2 Powers and Duties of Officers**

The duties of the respective officers shall be such as usually pertain to their office and such other duties as may be prescribed by the Board, by state law, by the articles of incorporation, or by these bylaws. The Board may delegate the duties of any officer to any other officer or to any assistant officer or other person designated by it for that purpose.

Section 3 Elections and Terms of Officers

- a. Said officers shall be elected by the Board at the Annual Meeting and shall take office immediately upon election.
- b. Officers shall serve a term of one year.

Section 4 An Executive Director (ED) may be appointed/hired as desired to assist in the administration and operation of the Academy. The ED is a non-voting member of the Board.

### **Article V. Meetings**

Section 1 Each trustee shall be notified by the Executive Director or the Secretary, in person, by mail, or by e-mail as to the proposed agenda as well as the time and place of Board meetings. Such notification shall be at least one week prior to the date of the meeting.

Section 2 The Board shall normally meet monthly at a time and place agreed upon by a majority of the Trustees.

Section 3 Special meetings of the Board may be called by the President or by any three members of the Board for a single stated purpose. The one week notification requirement may be waived for special meetings if deemed an emergency by the President.

Section 4 The Annual Meeting of the Board shall be the first regular meeting following the end of the fiscal year, which is December 31.

Section 5 A quorum is defined as half plus one of the current membership of the Board.

### **Article VI. Committees**

Section 1 Committee General Items

- a. The President shall appoint committee members annually based on Board member interests or suggestions from the Trustees. There shall be a minimum of three members on each standing committee.
- b. Each committee is responsible for electing its own Chair, unless specified elsewhere in these bylaws.
- c. The ED is an ex-officio member of the Executive Committee and all standing committees.
- d. Committees shall meet as frequently as necessary to accomplish their mission. The Committee chair or ED shall provide one week advance notification of time and location of meetings to all committee members.
- e. Committee chairs shall report committee activities at regularly scheduled Board meetings.

## Section 2 Executive Committee

- a. The purpose and powers of the Executive Committee are to advise the President and to make decisions or take actions on matters referred to it by the Board.
- b. Executive Committee shall consist of the four officers of the Academy plus a fifth member from the Board. The Chair shall be the President or designee.
- c. Meetings of the Executive Committee shall take place upon the call by its Chair or by action of the Board.

## Section 3 Standing Committees shall be the following:

- a. The Program Committee shall plan, research, and schedule the programs for the Academy.
  - i. The Program Committee shall consist of nine members, three from each class of the Board.
  - ii. The committee Chair may invite board members or community guests to the committee meetings to provide information on potential programs.
- b. The Finance Committee shall be responsible for the budget preparation process and oversee the budget and fundraising activities.
  - i. The Treasurer shall be a member of the Finance Committee.
  - ii. The annual budget shall be presented to the full Board for approval at the annual meeting.
- c. The Nominating Committee shall prepare a slate of nominees for officers and members of the Academy Board for election at the Annual Meeting
  - i. The committee shall contact each Trustee whose term is ending to determine his/her willingness to be reelected to another term. Such contact and any new nominations shall be presented to the Board at the regularly scheduled meeting prior to the Annual Meeting, but never less than two weeks prior to the Annual Meeting.
  - ii. The slate of officers shall be distributed to Board members at the regularly scheduled board meeting prior to the Annual Meeting.
  - iii. In the event that an officer's position becomes vacant mid-term, the Nominating Committee shall recommend a nominee from among the current Board members for election at the soonest practicable scheduled board meeting. The newly elected officer will serve out the remaining term.
  - iv. When a Trustee vacancy occurs, the Nominating Committee may receive suggestions from the Trustees, secure resumes, evaluate the suggested nominee(s), and present the name(s) for election at the earliest convenient meeting of the Board.
- d. The Marketing Committee shall seek to promote the Academy in the public realm to foster a favorable disposition toward the Academy.
  - i. Among the subjects to be promoted by the committee are the academy in general, each of its series of programs, each specific program, its officers and trustees, and fund-raising activities.

- ii. Media outlets to be used include area newspapers, radio programs, television, direct mail, posters, Internet sites, electronic social media and other means as appropriate for specific efforts such as church bulletins and special-interest newsletters. Attention should be paid to publicity opportunities offered by the speakers and their affiliations.

#### Section 4 Ad Hoc Committees

- a. Ad Hoc Committees may be formed from time to time by the President or by the Board. Their members and chairs shall be appointed by the President based upon volunteer interests and/or suggestions from the Trustees.
- b. Ad Hoc committees shall be formed to take action, make decisions, or make recommendations on a specific issue not covered by a Standing Committee. When the task is completed the committee will dissolve.
- c. An Auditing Committee shall be appointed by the President by November 1 each year to examine the books of the Academy, identify any errors, omissions, or inconsistencies, and make recommendations for improved record keeping and reporting. The committee's report shall be made at the Annual Meeting of the Board.

### **Article VII. Amendments of the Bylaws**

These bylaws may be amended at any regular meeting of the Board by a two-thirds vote of the members present, provided the amendment was submitted in writing at the previous regularly scheduled meeting.

### **Article VIII. Dissolution**

If for any reason Winchester Academy Corporation should cease to exist, the financial assets of the organization shall be used, in order of precedence:

- 1) to pay outstanding debts;
- 2) to transfer funds to a designated successor organization (if any); or
- 3) to be gifted to the Waupaca Area Community Foundation.