



National Alliance for
Public Charter Schools

CSO Start-up Manual

A Step-By-Step Guide for Creating an Effective
Charter Support Organization in Your State

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Introduction

A key strategic goal of the National Alliance for Public Charter Schools is to support the development of a robust charter support sector which advances the quality growth of our nation's charter schools. We believe that statewide Charter Support Organizations (CSOs) are critical for the movement, both in advocating on behalf of and providing additional services and supports to charter schools. CSOs can play important roles such as:

- Providing leadership training and charter start-up programs to ensure quality schools are built from the ground up;
- Offering networking and professional development opportunities to make sure charter school leaders, board members and teachers can share effective practices;
- Performing data analysis to ensure charter schools are evaluated fairly, based on a variety of academic and organizational metrics;
- Serving as the go-to organizations for information on charter school results for the media and lawmakers;
- Organizing their schools to advocate for the type of legislation and regulation that will give charters the autonomy and financial support required for successful operation; and
- Working with charter school authorizers to make sure that standards are high and clear.

When forming your CSO, you should consider incorporating it as a membership organization. By making your CSO a membership organization, you are asking for a certain level of commitment and engagement from charter schools in your state, which can be very valuable in advocacy and communications work. Additionally, by charging membership dues, you are from the outset creating a sustainable source of income for your organization.

How to Use this Document

This document is meant to guide your efforts in starting a statewide Charter Support Organization. The first several sections outline the activities required to get started, including incorporating your CSO as a nonprofit, developing a strategy, fundraising, and establishing a board of directors. The later sections describe activities to be completed once your board is in place, such as hiring staff and introducing other operational supports. Lastly, we have included a sample **Action Plan** for activities in the initial years of your CSO's operations.

The steps to be completed to launch a CSO include:

1. Incorporate your nonprofit
 - a. File Articles of Incorporation
 - b. Draft bylaws
 - c. Apply for Federal Tax-Exempt Status
2. Develop your CSO's mission, vision, and strategy
 - a. Mission statement
 - b. Vision statement
 - c. Strategic plan
3. Raise start-up funds
 - a. Determine the amount of start-up funds required
 - b. Identify potential donors
 - c. Conduct fundraising and development activities

4. Establish your Board of Directors
 - a. Write job descriptions for board members
 - b. Identify and recruit board members
 - c. Define and formalize board governance structure
5. Determine your organizational design
 - a. Create organization chart
 - b. Write job descriptions
6. Implement financial management system
 - a. Identify tools and systems for budgeting, financial controls, accounting, and reporting
7. Create an Employee Manual
 - a. Write HR policies
 - b. Distribute manual to staff members
8. Launch CSO Website
 - a. Determine website content
 - b. Plan and launch website

Remember, this document is only meant as a guide as you start your CSO. Every state and organization is different, so feel free to apply the information in this document in the way that best suits your needs.

Incorporating your Nonprofit

Checklist	✓
File Articles of Incorporation	
Draft Bylaws	
Apply for federal tax exempt status as a 501(c)(3) or 501(c)(4)	

Articles of Incorporation

Most CSOs are incorporated as Domestic Nonprofit Corporations, but specific requirements for filing your Articles of Incorporation will vary from state to state. The IRS website contains links to required documents and state department websites for each state:

<http://www.irs.gov/charities/article/0,,id=167760,00.html>

It is recommended that you think critically about the state in which you incorporate your nonprofit. You will likely want to consider where your offices and staff will be located, and where most of your CSO's activities will take place. If most of this will occur in your home state, it may be easiest to incorporate there. The disadvantages of not incorporating in your home state include: needing to qualify to do business in a different state; being subjected to taxes in both your state of incorporation and the state in which you conduct business; and being susceptible to a law suit in both the state you are incorporated in and the state in which you conduct business.

Generally, you will need the following information to complete and file your Articles of Incorporation:

- Name of CSO
- Purpose of CSO
- Street address of main office
- Names of Directors (minimum of 3 directors is often required)
- Names of Incorporators

Requirements and fees for filing your Articles are different for each state, but fees generally range upwards starting at \$25.00.

CSO Bylaws

Bylaws are the rules that govern the internal affairs and actions of your CSO, and are normally required as an attachment to your application for federal tax-exempt status.

Your bylaws will generally include:

- Statement of your CSO's purpose
- Membership eligibility, voting rights, etc.
- Powers and responsibilities of Board of Directors and executive officers
- Description of other committees
- Information on finances, e.g. who issues checks, has access to bank accounts, etc.
- Provision that upon dissolution of the CSO, any assets will be distributed solely for tax-exempt purposes (this should be included for purposes of applying for federal tax-exempt status)

Bylaws will vary greatly depending on the explicit goals and structure of your CSO, but guidelines and several sample documents are available here:

- <http://www.mncn.org/info/samplebylawswithmembers.pdf>
- <http://www.mncn.org/info/samplebylawsoutmembers.pdf>

Additionally, please see Appendix A for an example of CSO-specific bylaws, including articles on charter school members and a description of a CSO's purpose.

Applying for Federal Tax-Exempt Status

When applying for federal tax-exempt status, you will want to decide under what organizational structure to file your CSO. Many CSOs file as a 501(c)(3), but when making this decision you should consider the risks and benefits of a 501(c)(3), a 501(c)(4), and other options:

Benefits	Risks
501(c)(3)	
<ul style="list-style-type: none"> • Contributions from donors are deductible as charitable contributions on the donor's federal income tax return • Can make 501(h) election which allows eligible organization to use funds for lobbying activities up to a certain percentage of an organization's overall expenditures (but organization must demonstrate it is operated exclusively for charitable purposes) 	<ul style="list-style-type: none"> • Limits on participation or intervention in political campaigning for or against any candidate for public office <ul style="list-style-type: none"> ○ Certain voter education activities or public forums conducted in a non-partisan manner may not be prohibited political activity
501(c)(4)	
<ul style="list-style-type: none"> • Unlimited participation or intervention in political campaigning for or against any candidate for public office, including endorsing and producing issue ads 	<ul style="list-style-type: none"> • Contributions from donors are not tax deductible, so more difficult to conduct fundraising

501(c)(3) Status

Having 501(c)(3) status ensures your CSO exemption from federal income tax and makes you eligible to receive tax-deductible charitable contributions. According to the IRS website, to obtain 501(c)(3) status:¹

1. File [Form SS-4](#) to obtain an employer identification number (required for subsequent forms)
2. File [Form 1023](#) to apply for status as a 501(c)(3)
 - a. Articles and Certificate of Incorporation must be attach
 - b. If completed, bylaws should be included as an attachment
 - c. Complete [Form 8718](#) and include the user fee of \$300

Below are links to websites and documents which may be useful when filing for 501(c)(3) status:

- Form 1023 FAQs: <http://www.irs.gov/charities/article/0,,id=130101,00.html>
- Guidelines for applying for 501(c)(3): <http://www.irs.gov/pub/irs-pdf/p4220.pdf>

¹ Form SS-4: <http://www.irs.gov/pub/irs-pdf/fss4.pdf>
Form 1023: <http://www.irs.gov/pub/irs-pdf/f1023.pdf>
Form 8718: <http://www.irs.gov/pub/irs-pdf/f8718.pdf>

501(c)(4) Status

Having 501(c)(4) status includes many of the same benefits of 501(c)(3) status, but allows for higher levels of engagement in activities such as lobbying and political advocacy. According to the IRS website, to obtain 501(c)(4) status:

1. File [Form SS-4](#) to obtain an employer identification number (required for subsequent forms)
2. File [Form 1024](#) to apply for status as a 501(c)(3)
 - a. Articles and Certificate of Incorporation must be attached
 - b. If completed, bylaws should be included as an attachment
 - c. Complete [Form 8718](#) and include the user fee of \$300

Developing your CSO's Mission, Vision, and Strategy

A strong mission, vision, and strategy will help guide your CSO's activities and communicate value to your stakeholders. Importantly, being able to clearly communicate your CSO's strategy will also aid in fundraising efforts.

Checklist	✓
Mission Statement	
Vision Statement	
Strategic Plan	

Mission Statement

A mission statement clearly lays out (in 1-2 sentences) an organization's purpose, or reason for being, and role in achieving that purpose. Your CSO's mission statement may include:

- Issues your CSO is addressing
- Services provided to address those issues
- Theory of action leading to desired results (*how you will get there*)

Remember that your mission is a concise statement; specific action steps and measurable outcomes will be addressed in detail in your strategic plan.

Examples of CSO mission statements include:

- **Georgia Charter Schools Association:** The mission of the Georgia Charter Schools is to improve student achievement and promote educational choice by serving and advocating for public charter schools in Georgia.
- **Colorado League of Charter Schools:** The Colorado League of Charter Schools is a non-profit, membership organization dedicated to supporting the nearly 150 charter schools in the state. The League is committed to helping these schools reach higher levels of student performance and overall success by providing information and resources, including technical support, advocacy, public relations assistance, and much more.
- **Minnesota Association of Charter Schools:** The mission of MACS is to enhance the capacity, assure the quality and promote the choice of public charter schools in Minnesota. As a membership organization, MACS accomplishes this mission through: effective advocacy and outreach; innovative

leadership development and support; quality services and training; resource brokering and connecting people and ideas; and transparent accountability.

- **North Carolina Alliance for Public Charter Schools:** The mission of the North Carolina Alliance for Public Charter Schools is to advance quality educational opportunities for all North Carolina children by supporting and expanding successful public charter schools.

Vision Statement

Your CSO's vision statement will describe where you would like to see your organization and your state's charter school movement in the future (generally looking out 10 years). This may include ideas about the number of authorizers, quality of charter schools, legislative and policy progress, etc. The vision statement should represent what your organization hopes to achieve in the long-run through its mission and strategic plan.

Strategic Plan

A strategic plan explains why an organization exists, who it is serving, and how it expects to make an impact. The strategic plan can be used to describe your CSO's overarching goals and specific strategies which will be employed to reach measurable outcomes, helping to align your organization's activities with its mission.

Strategic planning is a challenging and demanding process, and will likely require you to dedicate significant amounts of time to the planning and writing of the strategic plan. You will also want to ensure your stakeholders are able to commit several hours to providing input and feedback. The process for strategic planning for your CSO will likely include several steps:

- Involve key stakeholders in your state to conduct a charter schools needs analysis (both short- and long-term)
- Assess the political (legislative and regulatory) and funding environment
- Identify capabilities within your CSO (or which you will build into your CSO) which can meet those needs and function in that environment
- Write strategic plan with input from key stakeholders throughout process

As a starting point, we have provided suggested goals, strategies, and outcomes in the table below. In addition to

Mission Statement Template: *The mission of your CSO is to improve student achievement through the support of quality charter schools and the promotion of the charter school movement in our state. Your CSO will accomplish this mission through advocacy, outreach, and provision of technical assistance to new and existing charter schools.*

Vision Statement Template: *Our vision is that by the year 2015, all students in your state have access to high quality public charter school options. We envision that your state will have a strong public charter school law which ensures no caps on the growth of public charter schools, multiple charter authorizers, clear processes for charter renewal and school closure, and equitable funding for charter schools including facility allowances. Charter schools and authorizers monitor school performance through comprehensive data collection on both academic and operational performance. Charter schools will have access to a robust and sustainable support network which facilitates sharing of educational best practices and provision of technical services. Your CSO has supported these developments through its advocacy, outreach, technical services, and leadership efforts.*

these core components, your strategic plan may cover additional topics such as:

- Analysis of charter school environment in your state
- Organizational values (core beliefs, principles, and behaviors your CSO will exhibit)
- Overview of programs and services offered to charter schools in your state

Suggested Goals, Strategies, and Outcomes²

Overarching Goals	Specific Strategies	Measurable Outcomes/Metrics
Promote <u>quality</u> within the charter school movement, including both academic and operational quality at charter schools Encourage <u>growth</u> of the charter school sector in your state and nationally	Develop Quality Standards (and tie to membership)	<input type="checkbox"/> Creation of Quality Standards <input type="checkbox"/> Number of schools adopting quality standards
	Implement performance management tool	<input type="checkbox"/> Utilization (percent and number of schools) of performance management tool
	Assist in new school development	<input type="checkbox"/> Number of assisted new schools opening (overall) <input type="checkbox"/> Number of new schools opening that meet quality standards
	Engage authorizers in closing underperforming schools	<input type="checkbox"/> Number of schools closed for academic underperformance
Support charter schools by offering <u>member services</u> such as information provision or technical assistance	Provide communication tools to connect school leaders with each other and external funders and service providers	<input type="checkbox"/> Creation of communication tools such as web portal, newsletter, contact information database, etc. <input type="checkbox"/> Utilization of communication tools (where measurable)
	Create a portfolio of in-demand service offerings (group purchasing, health insurance, facilities consulting, grant-writing workshops, etc.)	<input type="checkbox"/> Customer satisfaction survey results <input type="checkbox"/> Number of member schools <input type="checkbox"/> Participation rates at workshops, trainings, etc.
Move towards <u>sustainability</u> for your CSO by thinking strategically about sources of revenue	Implement membership and service fees	<input type="checkbox"/> % of revenues derived from dues and service fees
	Plan for foundation dollars with local matching and/or corporate sponsorships	<input type="checkbox"/> % of revenues derived from foundation dollars and local matching and/or corporate sponsorships
	Annual conference/ Fees for Service	<input type="checkbox"/> % of revenues derived from conference fees and fees for service
	Administrative consolidation with another CSO (or other joint venture)	<input type="checkbox"/> Savings achieved through administrative consolidation or other joint venture
Improve the <u>political environment</u> for charter	Establish regular communications with legislators	<input type="checkbox"/> Regular presence at state capitol and access to key

² Goals, strategies, and outcomes are based on the Alliance's *Principles and Standards for Quality Charter Support Organizations*.

schools in your state and nationally		legislators <input type="checkbox"/> Number of bills introduced and passed <input type="checkbox"/> Records of voting for bills
	Conduct public outreach and awareness campaign	<input type="checkbox"/> Formation of volunteer grassroots group <input type="checkbox"/> Amount of positive press coverage
	Advocate (both offensively and defensively) on behalf of charter school movement	<input type="checkbox"/> Model Law enacted (multiple authorizers, equitable funding) <input type="checkbox"/> Harmful charter legislation blocked

Start-Up Funds

It is likely that your organization will require donated funds from foundations or other nonprofit groups interested in advancing the charter school movement in your state. Board members may also be able to assist in generating the funds needed for establishing your CSO.

Checklist	✓
Determine amount of start-up funds required	
Identify potential donors	
Conduct fundraising and development activities (communications, meetings, grant proposals, etc.)	

When determining your CSO's budget for start-up and its first year of operation, you will want to consider a number of factors which may include:

Office space requirements (physical or virtual)	<ul style="list-style-type: none"> • Furniture • Cost of lease • Insurance • Utilities
Number of employees	<ul style="list-style-type: none"> • Base salaries • Benefits (usually 20-30% of total cost) • Requirements for office space (desks, phones, computers, etc.)
Expenses associated with launching services and programming for charter schools	<ul style="list-style-type: none"> • Outside consultants • Materials development and printing costs • Space for workshop delivery • Marketing costs
Cost of travel and communications for outreach and advocacy	<ul style="list-style-type: none"> • Gas mileage • Materials development and printing costs • Research funding • Publications • Lobbyists

The start-up funds required for your CSO will depend on the size of your organization, the charter school environment in your state, and your planned activities.

Fundraising and Development

A valuable resource for identifying potential donors and conducting your fundraising and development activities is www.foundationcenter.org. Some of the resources this website offers include:³

- *Grantseeking Basics for Nonprofit Organizations* – online training course which prepares nonprofit organizations to seek out and identify potential sources of foundation support
- *Guide to Funding Research* – basic primer on the grantseeking process and an introduction to the available resources
- *The Foundation Directory Online* – searchable online databases of grantmakers and grants
- *Proposal Writing Short Course* – describes how to prepare a funding proposal, including the planning, research, and cultivation of foundation and corporate donors

³ Foundationcenter.org offers a combination of free and fee-based resources.

Establishing your Board of Directors

Checklist	<input type="checkbox"/>
Write job descriptions for board members	
Identify and recruit board members	
Define and formalize board governance structure	

What to Look for

Your CSO's Board of Directors will play a critical role for your organization in setting policy, providing management oversight, and fundraising among other activities. Given the broad range of roles and responsibilities, your board will ideally represent a variety of knowledge and backgrounds. Experiences in charter schools, business, politics, nonprofit or community-based organizations, and fundraising will help create a strong board with the ability to successfully guide your CSO. Along with a variety of experiences, board members should be passionate and engaged in the activities which support your CSO's mission and goals.

Specific roles and responsibilities which you might expect of your board members include:⁴

Primary Responsibilities:

- Define and shepherd mission and values
- Monitor and ensure organizational and financial health and viability
- Hire, advise, and evaluate Exec. Director
- Develop and update board policies and procedures, including succession plan
- Monitor ethical and legal compliance

Responsibilities Shared with ED:

- Fundraising and community outreach
- Strategic planning
- Program and organization evaluation
- Hiring staff and developing employment terms
- Set, maintain, and monitor the CSO's culture

Board Member Job Descriptions⁵

Board Members are expected to:

- Be knowledgeable about the sector and industry in which the organization operates
- Represent the best interests of the organization, starting with its mission and values
- Attend and participate in board meetings, be accessible for board business in between board meetings, and prepare in advance for board meetings
- Remain informed about the organization's programs and plans
- Support the Executive Director and staff, and participate in the selection and evaluation of the Executive Director
- Ensure the organization handles its financial, legal, and regulatory obligations appropriately, including monitoring the financial health of the organization
- Help develop financial resources for the organization
- Review and act upon proposals from the leadership team and other board business
- Participate in the board self-evaluation process
- Serve as an ambassador of the organization to the general public – always in close coordination with the Executive Director

The **Board Chair** is expected to:

⁴ Christopher Gergen and Gregg Vanourek, *Non-Profit Governance Best Practices*®, New Mountain Ventures, 2009 (unpublished proprietary report).

⁵ Christopher Gergen and Gregg Vanourek, *Non-Profit Governance Best Practices*®, New Mountain Ventures, 2009 (unpublished proprietary report).

- Oversee board meetings
- Work with the Executive Director to prepare the agenda for board meetings and to ensure that board resolutions are carried out
- Call special board meetings when necessary
- Coordinate the Executive Director's annual performance evaluation
- Oversee searches for a new Executive Director
- Recruit new board members and coordinate board evaluation process
- Ensure a healthy working relationship between the board and staff, including alignment on strategic direction
- Develop a succession plan

Governance

We recommend considering the following key points when establishing your board's governance structure:⁶

- Roles and Responsibilities
 - Written job descriptions for board members to clarify their roles and responsibilities
 - Clear division of labor between what the board does and what the staff does (and where their roles overlap) to ensure effective leadership and governance, minimize unnecessary conflict, and maintain strategic focus
- Performance Management
 - Effective use of an "organizational dashboard" for the board to keep its finger on the pulse of key strategic, operational, financial, compliance, and/or personnel issues
 - Effective and regular performance evaluation of the Executive Director, including a review of progress against mutually agreed upon objectives, with input on those objectives from the Executive Director
 - Effective and regular board self-evaluation process
- Meetings
 - Recommended that your board meet quarterly to review your CSO's progress against your strategic plan and discuss and resolve any major issues or roadblocks (in the start-up phase of your CSO, you will likely want to meet more frequently to ensure a stable launch)
 - Starting and ending board meetings on time
 - Maintaining focus on high-priority, strategic, board-level issues during board meetings
 - Use of a board meeting feedback form or other process to identify ways to improve future board meetings
 - Use of a board meeting calendar and committee calendar to plan the essential governance of the organization
- Process
 - A board that speaks with "one voice"
 - Individual board members have no standing to issue orders to the Executive Director or staff
 - If the full board has voted on something, that becomes policy and everyone gets behind it (even those who may have voted against it)

⁶ Many of our recommendations are drawn from Christopher Gergen and Gregg Vanourek, *Non-Profit Governance Best Practices*©, New Mountain Ventures, 2009 (unpublished proprietary report).

- Chain of communication: staff to Executive Director; Executive Director to board (and vice versa), with exceptions only in extraordinary circumstances
 - Good succession plan and process to replace the board chair with a vice chair who is adequately prepared
 - Use of a “consent agenda” to streamline routine board activities
 - Typical to require a simple majority when voting, with a minimum of 40% of Board members present in the meeting required to conduct business
- Administration
 - Rotation of the board chair position to ensure new and fresh perspectives
 - Board members are typically not compensated for their positions with a CSO
 - Board members may have a term of 2-5 years on the board, and new board members may be appointed based on approval by a majority vote of existing board members
 - The board will normally have the authority to hire and/or fire the Executive Director through majority vote

Board Evaluation

We recommend conducting a Full Board Assessment annually, involving all board members in rating the quality of the board. This may be executed through an online, anonymous survey, coordinated by the Board Chair.

Some criteria which may be evaluated (rated on scale of 1-5) during this survey include:⁷

- Meetings: attendance, participation, engagement, preparation, efficiency and effectiveness
- Role of board: clarity of roles, attention to legal and fiduciary obligations, involvement in CSO beyond board meetings, personal financial contributions
- Strategic plan: process for strategic planning, board’s use of strategic plan in guiding decision-making

Creating Organizational Supports

Up to this point, the activities we have outlined are generally focused on standing up your CSO, developing a strategy, and setting up your board. It is likely that these activities will be completed by a founding board member, and will occur prior to bringing on your CSO’s core staff team.

The tasks listed from this point on will likely be completed by your Executive Director or dedicated staff members, as they tend to focus on moving the organization into normal day-to-day operations.

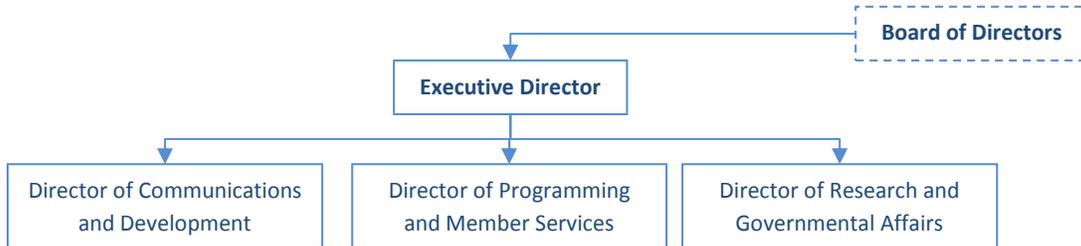
Checklist	✓
Org design and job descriptions	
Financial management system	
Employee manual & HR policies	
CSO website	
Year 1 Action Plan	

Organizational Design and Job Descriptions

Depending on the size and scope of your CSO, creating an organizational design may be more or less complex. Below is a potential organization chart and job descriptions, based on a CSO which is able to

⁷ Criteria drawn from Christopher Gergen and Gregg Vanourek, *Non-Profit Governance Best Practices*®, New Mountain Ventures, 2009 (unpublished proprietary report).

launch with 4 employees. Depending on your organization’s needs some of these roles and responsibilities may not be applicable, or may be combined into fewer positions.



It is important to note that your CSO’s organizational needs and roles will change over time; in the start-up phase your Executive Director may play the role of manager, spokesperson, advocate, and programming lead all in one, whereas over time s/he may be able to bring on additional staff to specialize in these different areas.

Additionally, some functions may be outsourced to consulting firms, lobbyists, or marketing and communications specialists. Typically, programming and member services are kept in-house so that your CSO is able to develop critical relationships with your stakeholders and charter school “customers.”

Writing Job Descriptions

When writing job descriptions, you will likely include the following information:

- Title
- Organization Description
- Location
- Reporting Relationship
- Education Requirements
- Duties and Responsibilities
- Experience and Qualifications
- Compensation

Below are some examples of job descriptions for the positions listed above. When staffing these roles, your Board of Directors should play a crucial role in helping identify and interview candidates. You may also want to establish a Search Committee with representatives from your Board and other stakeholder organizations such as the National Alliance for Public Charter Schools.

Chief Executive Director ⁸	
Reporting Relationship:	The CEO will report directly to the Board of Directors.
Education Requirements:	An undergraduate degree is required; an advanced degree in business, law, public policy, education, or a related field is preferred.
Duties and Responsibilities:	<ul style="list-style-type: none"> • Implement a strategic plan for CSO • Design performance management system with measurable goals and objectives tied to overall strategic vision • Develop organization, establish systems and infrastructure

⁸ Note that the description for the Executive Director is written with a *start-up* role in mind; specific needs for this role will likely change over time as your CSO grows and develops.

	<ul style="list-style-type: none"> • Produce work plans in cooperation with other employees, and track progress against milestones (as part of performance management system) • Set up and execute personnel policies, including recruiting, hiring, and evaluation of staff and external consultants • Drive development of quality guidelines and accountability standards for charter schools, and support the adoption of these standards in your state. • Act as key spokesperson for CSO and charter school movement in your state • Support fundraising efforts for CSO • Responsible for overall performance of CSO and management of other staff members against strategic goals and outcomes
<p>Experience and Qualifications:</p>	<ul style="list-style-type: none"> • Experience at building and managing a high-performing team in a results-oriented environment. • A strong passion and personal commitment to education reform and quality education for charter school children. • Leadership or management experience in a start-up, entrepreneurial environment. • Organizational fundraising experience. • Experience leading an organization where ambiguity exists and flexibility to adapt to a changing environment is prevalent. • Marketing and media/public relations experience. • Strong advocacy skills and knowledge of state government. • Some knowledge and experience in areas such as charter school development, accreditation, federal grants, education law and policy, procurement, accountability plans and student information systems. • An understanding of issues and challenges facing your state and familiarity with stakeholders in your state. <p><i>Personal Characteristics:</i></p> <ul style="list-style-type: none"> • An entrepreneurial spirit; high energy; a focus on results. • Proven visionary leadership and strong strategic planning capability. • Excellent communications skills, both oral and written; outstanding active listening skills. • Outstanding analytical and strategic thinking skills. • Strong interpersonal and relationship building skills. • Political savvy. • A track record for being a consensus-builder. • Negotiation experience with well developed conflict resolution skills. • Professional presence and comfort communicating and interacting with high level community, government, media, and business leaders. • Demonstrated sensitivity to and ability to work with diverse constituencies. • Highest level of integrity. • A willingness to travel throughout the state to meet stakeholders.

- Ability to multitask and willingness to assist in different areas of the CSO's activities.

Director of Communications and Development	
Reporting Relationship:	The Director of Communications and Development will report directly to the CEO.
Education Requirements:	An undergraduate degree is required.
Duties and Responsibilities:	<ul style="list-style-type: none"> • Develop communications plan and core messages to be delivered in communications to community, media, government, business, and donors. • Conduct outreach activities and communications campaigns with state stakeholders to build awareness of and create support for the charter school movement in your state. • Create and distribute external communications, including newsletters, articles, press releases, etc. • Represent your CSO in the media and at press meetings or stakeholder events. • Design and maintain CSO website. • Develop strategy for and drive fundraising activities with national and local donors, including writing and managing grant applications.
Experience and Qualifications:	<ul style="list-style-type: none"> • Experience with development of communications plans and deliverables. • Media/public relations experience • Organizational fundraising experience. • A strong passion and personal commitment to education reform and quality education for charter school children. • Flexibility to work in a start-up environment. • Some understanding of issues and challenges facing your state and familiarity with stakeholders in your state. <p><i>Personal Characteristics:</i></p> <ul style="list-style-type: none"> • Excellent communications skills, both oral and written; outstanding active listening skills. • Outstanding analytical and strategic thinking skills. • Strong interpersonal and relationship building skills. • Professional presence and comfort communicating and interacting with high level community, government, media, and business leaders. • Highest level of integrity. • A willingness to travel throughout the state to meet stakeholders.

Director of Programming and Member Services	
Reporting Relationship:	The Director of Programming and Member Services will report directly to the CEO.
Education Requirements:	An undergraduate degree is required.
Duties and Responsibilities:	<ul style="list-style-type: none"> • Develop strategy for membership, including membership requirements, fee structures, application process, and outreach activities. • Scope and build out service offerings (e.g. annual conference,

	<p>training workshops, group purchasing, etc.).</p> <ul style="list-style-type: none"> • Manage membership activities, such as collecting dues and registering new members. • Build relationships with member schools in your state, and facilitate communications and networking between member schools.
Experience and Qualifications:	<ul style="list-style-type: none"> • Extensive experience in program management, including content development and delivery. • Knowledge of charter school support services landscape both in-state and nationally a plus. • A strong passion and personal commitment to education reform and quality education for charter school children. • Flexibility to work in a start-up environment. • Some understanding of issues and challenges facing your state and familiarity with stakeholders in your state. <p><i>Personal Characteristics:</i></p> <ul style="list-style-type: none"> • Excellent communications skills, both oral and written; outstanding active listening skills. • Outstanding analytical and strategic thinking skills. • Strong interpersonal and relationship building skills. • Highest level of integrity. • A willingness to travel throughout the state to meet stakeholders.

Director of Research and Governmental Affairs	
Reporting Relationship:	The Director of Research and Governmental Affairs will report directly to the CEO.
Education Requirements:	An undergraduate degree is required.
Duties and Responsibilities:	<ul style="list-style-type: none"> • Conduct research and policy analysis to monitor the legislative environment in your state. • Publish research which raises awareness of legislative issues in your state, and supports the development of quality and accountability standards. • Develop legislative agenda and strategy for implementation, including defense against anti-charter legislation. • Build and maintain relationships with key legislators and think tanks in your state and nationally. • Prepare and deliver testimony in support of legislation and policy. • Support and guide grassroots advocacy.
Experience and Qualifications:	<ul style="list-style-type: none"> • Experience in policy analysis and/or research. • Deep understanding of issues and challenges facing charter schools in your state from a legislative perspective. • Experience working with/in state legislative bodies a plus. • A strong passion and personal commitment to education reform and quality education for charter school children. • Flexibility to work in a start-up environment. • Some understanding of issues and challenges facing your state and familiarity with stakeholders in your state. <p><i>Personal Characteristics:</i></p>

- Excellent communications skills, both oral and written; outstanding active listening skills.
- Outstanding analytical and strategic thinking skills.
- Strong interpersonal and relationship building skills.
- Highest level of integrity.
- Professional presence and comfort communicating and interacting with high level community, government, media, and business leaders.
- Highest level of integrity.
- A willingness to travel throughout the state to meet stakeholders.

Financial Management

Requirements for a sound financial management system will vary greatly depending on the size and scope of your organization. A sound financial management system can also be a key component in securing ongoing funding since donors will want assurances that their money is being used and managed appropriately.

A comprehensive guide for designing nonprofit financial management systems has been developed by The Finance Project and can be found online at:

<http://www.financeproject.org/publications/BeyondtheCheckbook.pdf>.

From this document, we have highlighted below key elements in building a financial management system for your CSO:

Key Elements:

- Budgeting: tool for planning, monitoring costs and making decisions
- Financial controls: safeguard your organization's resources from fraud, waste, and abuse
- Accounting: records, reviews, summarizes, and reports all financial activities
- Financial reporting and review: summaries of all revenues and expenses for given period to guide internal decision-making and/or meet external requirements from funders or government
- Auditing: audit requirements vary across states

Budgeting Guidelines

An organization's budget should be used as a tool for planning and monitoring the organization's activities. An operating budget will "identify expected expenses (staff salaries, supplies, etc.) as well as revenue (grants, contributions, income from fees, etc.) for the current fiscal year."⁹ The budgeting process will likely include the following steps, as outlined by The Finance Project:

- Craft budgeting policies and procedures to address who has input in creating the budget how their input is provided, and who has the authority to approve the budget
- Set a budget calendar which outlines when specific tasks will be undertaken and which staff or board members will be responsible for various tasks
- Project revenue and estimate expenses
- Analyze cash flow needs
- Approve and implement the budget
- Monitor budget by comparing actual expenditures with budgeted amounts

⁹ *Beyond the Checkbook: A Financial Management Guide for Leaders of Small Youth-Serving Organizations*, The Finance Project

- Revise the budget as necessary

Financial Controls Guidelines

A complete system of internal financial management controls will include:

- Procedures for receiving money or nonmonetary goods
- Procedures for disbursing funds and managing petty cash
- Procedures for payroll

Accounting Guidelines

Your organization's accounting system will track expenses, revenues, assets, and liabilities. It is recommended that your CSO purchase some form of accounting software package to help manage these different accounts and produce financial reports for decision-making and auditing purposes. Software for small nonprofits like Intuit's QuickBooks can be relatively inexpensive and user-friendly.

Some points to consider when looking at accounting software include:

- Total cost of software package
- Ease of use
- Technical support of vendor
- Customization needs/options
- Reporting capabilities

Employee Manual & HR Policies

Writing an employee manual which covers your Human Resources policies is an important step in establishing your CSO. These policies and procedures are used to communicate what is expected of both employees and employers in order to create a productive working environment. A copy of the employee manual should be provided to each employee as they join the CSO.

Topics which may be covered in an employee manual include:¹⁰

- | | |
|---|--|
| • Absences, sick leave, and vacation | • Organizational chart |
| • Benefits, salary calculations, and raises | • Overtime |
| • Complaints | • Paydays and pay periods |
| • Confidentiality of work | • Professional ethics |
| • Dress code | • Promotions |
| • Discrimination | • Performance evaluations |
| • Emergencies (including fire) | • Resignations, retirements, and dismissals |
| • Misconduct | • Work schedule, leave allowances, disability insurance coverage |
| • Office supplies (usage and ordering) | |

Website Development

Your CSO's website can be one of your most powerful tools for communicating with charter schools and other stakeholders in your state and nationally. A strong website will likely incorporate many of the following components:

¹⁰ Topics were pulled and consolidated from various websites, including www.smallbusinessnotes.com and www.businessknowhow.net.

- Current news and events around charter schools in your state
- Details on your CSO's advocacy work and service offerings
- Links to other resources for schools (service providers, news, etc.)
- Contact information
- Membership details and processes
- Charter school directory
- CSO organization information (mission, strategy, board member bios, etc.)
- Job postings for charter schools in your state

Capacity and Sustainability

The charter school support industry remains a young but rapidly expanding area. As such, there is a wide range in the size, capacity, and revenue streams of different CSOs. When starting your CSO, we recommend that you take into consideration the ideas of building capacity and sustainability into your model.

Capacity refers to the structures and systems your organization has in place to support your strategic goals and activities. While in the start-up phase of your CSO it is likely that you will have smaller organizational scope and needs, it is important to think about what supports your organization will need as it moves into the future, and to plan accordingly.

Capacity at Charter School Support Organizations:

- Organizational Capacity
 - Strategy: a coherent and clearly defined set of actions and programs aimed at supporting charter schools locally and furthering total movement growth through improving the policy environment and political capital surrounding charter schools
 - Organizational Capabilities: the sum of the organization's capabilities (skills), and clearly defined organizational structure (roles & responsibilities) which effectively leverage those capabilities
 - Infrastructure: technological and physical assets
 - Culture: organization's orientation towards performance
- Financial Management Capacity
 - Financial Planning, Financial Management, Funding Model, Revenue Generation
- Human Capital
 - The collective capabilities, experiences, potential and commitment of the Board of Directors, Senior Management Team, and Staff

Remember that your CSO may not have all of these structures in place immediately, but as you think about your organization's growth over time it may be helpful to consider how you will build capacity.

Sustainability focuses on your CSO's sources of income. While many CSOs depend almost entirely on philanthropic giving to support their operations, developing revenue-generating service offerings can help create a sustainable source of funding for your organization. This can also help support your fundraising efforts, as many foundations and other funders want to maximize the return and impact of their philanthropic dollars and are more likely to fund organizations and programs that have strong sustainability plans.

Potential sources of sustainable funding for your CSO include:

- Membership dues, with pricing options including:
 - Flat membership fee
 - "Basic" membership fee with discounts on additional services
 - Membership fee based on number of students served by charter
- Conferences, workshops, and job fairs
 - Provide opportunity for networking, information sharing, and revenue generation
- Fee-for-service
 - *Start up consulting*: support with writing petitions, drafting budgets, marketing school in communities, etc.
 - *Facilities consulting*: support in locating potential facilities, guidance during lease negotiations
 - *Governance training*: workshops on creating governance structures and relationships for your Board of Directors
 - *Fundraising/grant writing help*: provide guidance in locating in-state and national sources of funding; assist in writing and reviewing grant proposals
 - *Back office/accounting*: either consult on starting up back office operations, or act as a centralized provider of these services
 - *Special education*: act as central resource for hiring special education teachers, providing specialized programming (directly or through third party), etc.
 - *Curriculum/instruction*: workshops in curriculum development, centralized purchasing of curriculum materials
 - *Professional development*: professional development workshops for teachers and administrators, access to online tools/community
 - *Group purchasing cooperative*: achieve savings on purchases such as software, technology, office supplies, instructional materials, etc. through group purchasing
- Partnerships or joint business ventures with other CSOs
 - Take advantage of strategic partnerships and complementary capabilities of multiple CSOs

McKinsey & Company defines a sustainable nonprofit funding model as: highly diversified funding across multiple source types; organization insulated from potential market instabilities (e.g., fully developed endowment) and/or has developed sustainable revenue-generating activities.

Action Plan

In this section, we hope to offer a starting point for you to use in planning your activities in Years 0 and 1 of your CSO's operations. These are intended only as suggestions and/or guidelines, so please use the list of tasks below however is best suited to the needs of your organization.

Year 0	Director/ Founder	Board
Incorporation		
Confirm names of Incorporators	✓	
Confirm names of Directors	✓	
Complete paperwork and file Articles of Incorporation with state department	✓	
Write CSO bylaws	✓	
Submit application for federal tax-exempt status	✓	
Submit application for state tax-exempt status (if applicable)	✓	
Board of Directors		
Write job descriptions for board positions	✓	
Identify and recruit board members		
Create list of potential candidates	✓	
Conduct interviews	✓	
Select board members	✓	
Define and formalize board governance structure		
Identify chairperson of the board	✓	✓
Confirm board meeting schedule for "year 0"	✓	✓
Develop overall governance structure	✓	✓
Communicate governance structure to board members	✓	✓
Strategic Planning		
Conduct an initial strategic needs assessment and analysis		
Identify key stakeholders who should be involved in strategic planning	✓	
Meet with key stakeholders to collect their thoughts on role CSO should play	✓	
Assess the political and funding environment of the charter movement in your state	✓	
Determine scope of CSO's activities		
Identify needs/opportunities which your CSO is equipped to handle	✓	✓
Identify needs/opportunities where your CSO can identify external partners	✓	✓
Draft strategic plan		
Write Vision and Mission statements	✓	✓
Develop Goals, Strategies, and Outcomes	✓	✓
Provide an introductory analysis of the charter school environment in your state	✓	✓
Define organizational values	✓	✓
Circulate draft strategic plan among stakeholders to collect input	✓	
Incorporate feedback and update strategic plan	✓	
Circulate final strategic plan to stakeholders	✓	
Fundraising		
Determine amount of start-up funds required	✓	✓
Review resources on www.foundationcenter.org	✓	✓
Identify potential donors	✓	✓
Write and submit grant proposals	✓	✓
Meet with interested donors to secure funding	✓	✓

Advocacy Agenda		
Identify local advocates who will be involved in charter advocacy	✓	✓
Schedule regular meetings to create plan of action	✓	
Determine if outside help (legal counsel, lobbyists, etc.) are needed, and recruit/hire as necessary	✓	✓
Create a detailed legislative agenda with advocacy "committee"		
Craft legislative package		
Write legislation	✓	
Identify authors to sponsor legislation	✓	
Launch advocacy campaign	✓	
Defend against anti-charter legislation		
Identify any known anti-charter legislation to be brought up in legislative session	✓	
Implement defense strategy and communicate with key legislators and other necessary audiences	✓	
Support advocacy efforts with communications and PR		
Identify audiences who are interested in advocacy efforts, including schools and grassroots groups	✓	
Determine best method of communication to reach target audiences and verify contact information	✓	
Contact audiences with advocacy updates and legislative issues and successes	✓	
Advocate with policy makers and influencers		
Identify top priority legislators who would be most beneficial for outreach efforts	✓	
Develop talking points and communications materials	✓	
Schedule meetings or briefings with key legislators	✓	

Year 1	Director/ Founder	Board	Staff
Hire CSO Staff			
Create organizational chart	✓	✓	
Hire additional staff			
Write job descriptions	✓	✓	
Recruit for open positions by posting job openings on websites, creating Search committees, etc.	✓	✓	
Conduct interviews with potential candidates	✓	✓	
Hire best candidates for each position	✓		
Develop Plan for Programming and Services¹¹			
Identify programming and/or service opportunities			
Survey charter schools' needs for services and programming			
Draft charter school survey (so schools can identify which services they are interested in)	✓		✓
Create distribution list	✓		✓
Deliver survey and collect results	✓		✓
Conduct sector analysis			
SWOT analysis of statewide charter movement	✓		✓
SWOT analysis of CSO	✓		✓
Strategic Mapping			
Map charter school needs against current service offerings (from any	✓		✓

¹¹ You may want to reference the *CSO Service Offering Manual* published by the National Alliance for Public Charter Schools as a reference for evaluating and standing up your service portfolio.



organization)		
Map unmet charter school needs against your CSO's capacity and capabilities	✓	✓
List top needed service or programming areas	✓	✓
Feasibility Analysis		
Assess the strategic fit of proposed programming and services	✓	✓
Assess the financial feasibility of proposed programming and services	✓	✓
Develop detailed workplans to launch approved programming and services		
Launch state charter school conference		
Decide on conference date		✓
Identify planning committee (including CSO staff and outside stakeholders)		✓
Determine tracks and offerings overall, and which will require out-of-state or hired presenters and which can be solicited		✓
Create application for presentation, solicit participants, disseminate applications, gather responses		✓
Committee chooses presenters and program		✓
Notify chosen presenters and handle logistics with them		✓
Select key note speaker and handle logistics		✓
Find venue for conference, inclusive of catering and technology needs		✓
Develop registration materials and process		✓
Finalize agenda and logistics		✓
Send out official invitation and register attendees		✓
Complete development materials (conference programs, presentations, etc.)		✓
Launch training workshops		
Develop curriculum and training materials (presentations, exercises, etc.)		✓
Create a schedule for trainings and workshops		✓
Identify venue for workshops		✓
Market training workshops		✓
Print materials and finalize logistics		✓
Solicit feedback and provide follow-up information to attendees		✓
Implement Organizational Supports		
Create employee manual		
Draft HR and employee policies		✓
Board review of manual		✓
Distribute manual to employees		✓
Implement financial management system		
Craft budgeting policies and procedures, including budgeting calendar	✓	✓
Identify staff responsible for managing inflows and outflows of cash, grant money, etc.	✓	✓
Purchase accounting software	✓	✓
Launch CSO Website		
Define website requirements (news, events calendar, charter school info, etc.)		✓
Build or buy decision ("do-it-yourself" free or subscription based, hire external developer)		✓
Write and develop website content		✓
Create website		✓
Market website to stakeholders		✓
Maintain website		✓

Appendix A: Sample Bylaws

(Consult individual state laws for bylaws requirements)

BY-LAWS
of

CSO Name

Article I: Offices

Section 1. Principal Office: The principal office of the corporation shall be located at **xxx**.

Section 2. Other Offices: The corporation may have offices at such other places, either within or without the State of **XXX**, as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

Article II: Tax-exempt Purposes

Section 1. Purposes: This corporation is organized exclusively for charitable, educational, and scientific purposes as defined in Section 501(c)(3) of the Internal Revenue Code. These purposes are:

- 1) To educate the public on the subject of charter schools;
- 2) To research and disseminate information about charter schools to students, parents, educators and other citizens throughout **state**;
- 3) To provide technical assistance to charter school applicants and approved charter schools so that charter schools in **state** will realize their full potential as educational institutions and as catalysts for broader school improvement;
- 4) To serve as a state-level advocate for policies and regulations that facilitate the viability and impact of charter schools in **state**, and
- 5) To carry out the purposes set forth above and any other purposes or activities permissible for non-profit corporations under the General Statutes of **state**, PROVIDED, however that all the aforesaid purposes and activities shall be limited to the scope and intent of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 2. Limitations: No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes previously set forth.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing of or distribution of statements) any political campaign on behalf of any candidate for public office.

Upon the liquidation, dissolution, termination, or winding up of the corporation whether voluntary, involuntary or by operation of law, the property or assets of the corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed, and set over outright to such one or more charitable, educational or scientific institutions as determined by the Board of Directors. Such one or more institutions or organizations shall at the time qualify as exempt organizations

under section 501(c)(3) of the Internal Revenue Code as the same now exists or as it may hereafter be amended.

Notwithstanding any other provision of these by-laws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code as the same now exists or as it may here after be amended.

Article III: Members

Section 1. Charter Members. Charter Members shall include any person appointed as the official representative of a **State** Charter School in the manner and for such term as determined by such Charter School's board of directors. Each **state** Charter school shall have the authority to appoint one representative and one alternate to serve as a Charter Member.

Section 2. Affiliate Members. Affiliate Members shall include any person or organization interested in supporting the purpose of the corporation and who is approved by the corporation's Board of Directors.

Section 3. No Voting Members. The corporation has no voting members. (Consider whether members will have some voting rights, or have some ability to place members on the board, perhaps through a Members' Council.)

Article IV: Board of Directors

Section 1. General Powers: The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Term, and Qualifications: The number of directors constituting the Board of Directors shall be no less than three and no more than fifteen, as determined by resolution of the Board of Directors. Regular terms of office for directors shall be three years; provided, however, that the regular terms shall be so fixed at the beginning or upon any increase or decrease in the number of directors so that approximately an equal number of regular terms shall expire at each annual meeting.

Section 3. Appointment of Directors: Directors shall be appointed by a vote of the then existing directors. Except as provided below, newly appointed directors shall take office at the annual meeting of the directors.

Section 4. Removal: Any director may be removed at any time with or without cause by a majority vote of the then existing directors. If any directors are so removed, new directors shall be appointed as provided in these by-laws, and these new appointees shall take office immediately.

Section 5. Vacancies: Any vacancy occurring in the Board of Directors may be filled by the appointment of a new director as provided in these by-laws. In the event that there are no existing directors to appoint new directors, each of the C-level Officers (or person of similar office) shall appoint one new director.

Section 6. Chairperson of the Board: There may be a Chairperson of the Board of Directors elected by the directors from their number at any meeting of the Board. The Chairperson shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

Section 7. Compensation: No compensation shall be paid to directors, as such, for their services, but by resolution of the board, a fixed sum and expenses for actual attendance at each regular

or special meeting of the board may be authorized. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Article V: Meetings of Directors

Section 1. Annual Meeting: The annual meeting of the Board of Directors shall be held at one o'clock P.M. on the third Monday in January of each year, or on such other day as the Board of Directors shall determine, for the purpose of electing directors of the corporation and for the transaction of such other business as may be properly brought before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day.

Section 2. Regular Meetings: In addition to the annual meeting of the Board of Directors, the Board of Directors may provide, by resolution, the time and the place, either within or without the State of state, for the holding of additional regular meetings.

Section 3. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. Such a meeting may be held either within or without the State of state, as fixed by the person or persons calling the meeting.

Section 4. Notice of Meetings: Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least five days before the meeting, give such notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.

Section 5. Waiver of Notice: Any director may waive notice of any meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum: A majority of the current Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 7. Manner of Acting: Except as otherwise provided in these by-laws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Presumption of Assent: A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 9. Informal Action by Directors: Action taken by a majority of the directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action is taken.

Article VI: Executive Committee

Section 1. Creation: The Board of Directors, by resolution adopted by a majority of the number of directors fixed by these by-laws, may designate two or more directors to constitute an Executive Committee, which committee, to the extent provided in such resolution and subject to the provisions of Chapter 55A, as amended, shall have and may exercise authority in the management of the corporation.

Section 2. Vacancy: Any vacancy occurring in an Executive Committee shall be filled by a majority of the directors present at a regular or special meeting of the Board of Directors.

Section 3. Removal: Any member of an Executive Committee may be removed at any time with or without cause by a majority of the number of directors fixed by these by-laws.

Section 4. Minutes: The Executive Committee shall keep regular minutes of its proceedings and send copies of those minutes to all Board members.

Section 5. Responsibility of Directors: The designation of an Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon the director by law. If action taken by an Executive Committee is not thereafter formally considered by the Board, a director may dissent from such action by filing his written objection with the Secretary with reasonable promptness after learning of such action.

Article VII: Other Committees

Section 1. Audit Committee: The Audit Committee shall consist of such members of the Board as may be appointed by the Board Chair, except that the Treasurer and Chair of the Finance Committee may not also serve as members of the Audit Committee. The Audit Committee shall periodically review the financial condition of the corporation and report its findings to the Executive Committee and to the Board. The Audit Committee shall be responsible for advising the board on all matters related to (a) financial statements and other official financial information provided to the public; (b) the systems of internal controls, including compliance with applicable corporate policies and procedures and business risk management; and (c) the annual independent audit process, including the engagement of and receiving of reports from independent certified public accountants. The Audit Committee shall meet annually with the corporation's auditor to receive the report of the auditor prior to the report coming to the board. The Audit Committee shall meet at least semi-annually as determined by the Audit Committee Chair.

Section 2. Finance Committee. The Finance Committee shall consist of such members as may be appointed by the Board Chair, including the Board Treasurer who shall serve as the Finance Committee's chair. The Finance Committee shall be responsible for preparing and presenting to the Board for its approval an annual budget for the corporation, including such expenditures and revenues as may be necessary to carry out the corporation's mission. The Finance Committee shall report to the Board at each of its meetings on the expenditures and revenues of the corporation for the current fiscal year.

Article VIII: Officers

Section 1. Officers of the Corporation: The offices of the corporation shall consist of a President, a Secretary, a Treasurer and other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person, other than serving or simultaneously as President and Secretary.

Section 2. Election and term: The officers of the corporation shall be elected annually by the Board of Directors at its annual meeting.

Section 3. Compensation of Officers: The salaries of the officers shall be fixed from time to time by the directors and no officers shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation.

Section 4. Removal: Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the corporation will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. Bonds: The Board of Directors may by resolution require any officer, agent, or employee of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his or her respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

Section 6. President: The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the day to day business and affairs of the corporation. He or she shall sign, along with the secretary of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 8. Secretary: The Secretary shall: (a) keep the minutes of the meetings of the Board of Directors and of all Executive Committees in one or more books provided for that purpose and provide promptly copies of such minutes to all Board members; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; and (d) 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 Directors.

Section 9. Treasurer: The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such depositories as shall be selected in accordance with the provisions of these bylaws; (b) prepare, or cause to be prepared, a true statement of the corporation's revenues and expenditures, and its assets and liabilities at least quarterly, all in reasonable detail, which statement shall be made and filed at the corporation's principal place of business in the State of **state** and thereat kept available for a period of at least ten years; (c) prepare at least quarterly a summary of the corporation's loans and investments; and (d) in general perform all of 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 President or by the Board of Directors, or by these bylaws.

Article IX: Contracts, Loans, Checks and Deposit

Section 1. Contracts: The Board of Directors may authorize a specific officer or officers, agent or agents, to enter into a contract or to execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts: All checks, drafts or other orders for payment of money, issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits: All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors may select.

Article X: Seal

The directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, year of incorporation and the words, "Corporate Seal".

Article XI: Waiver of Notice

Whenever any notice is required to be given to any director by law, by the charter or by these by-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Article XII: Fiscal Year

The fiscal year of the corporation shall begin on the first day of January in each year.

Article XIII: Indemnification

Any person who at any time serves or has served as a member of the Board or as an officer of the Corporation, or in such capacity (as officer or director) at the Corporation's request for any other corporation, whether for profit or non-profit, shall have the right to be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorney's fees actually and necessarily incurred by him or her in connection with any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of the Corporation, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine, penalty, or settlement for which he or she may have become liable in any such action, suit, or proceeding.

The Board shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification provided by this Bylaw, including without limitation, to the extent necessary, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her.



The indemnification provided above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or Bylaws, or any agreement, vote of disinterested Directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who ceased to be a Director, Officer, employee, trustee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

To the extent permitted by law, the Corporation may purchase and maintain insurance on behalf of any persons who is or was a Director, Officer, employee, trustee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, trustee, or agent of another corporation, domestic of foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise.

Article XIV: Amendments

Except as otherwise provided herein, these bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the directors then holding office at any regular or special meeting of the Board of Directors, provided that written notice that bylaws are to be reviewed has been mailed to directors at least 10 days prior to such meeting.

The Board of Directors shall have no power to adopt a bylaw: (1) providing for the management of the corporation otherwise than by the Board of Directors or its Executive Committees; (2) decreasing the number of directors to less than three, or (3) engaging the corporation in activities not consistent with charitable, educational, and scientific purposes as defined in Section 501(c)(3) of the Internal Revenue Code.

Adopted this _____ day of _____, 200__.

Corporate Secretary