Executive Board Handbook

ADOPTED 4-10-2019

Silver SPRUCE Academy, Inc.
MAILING: PO Box 966 Bayfield, CO 81122
PHYSICAL: 115 Ute St. Ignacio, CO 81137
WORK 970-563-0691 **CELL** 970-759-3415

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LEGAL DESCRIPTIONS
Section 1 – Welcome

1.1 History, Goals & Culture
Silver SPRUCE Academy, Inc. (further referred to as SPRUCE) formed in 2013 to offer classes, tutoring, testing, and other services or resources to K-12 individualized curriculum education students and parents. SPRUCE was established after overseeing 8 years of increased demand for supplemental services in similar programs, establishing a 5-month co-op under the fiscal agent, Skills for Living and Learning, with Ignacio School District and contracting with area libraries and additional educational organizations to meet the student's needs. SPRUCE predominantly offers shared school enrichment courses to homeschooling students.

The **MISSION** of the nonprofit Silver SPRUCE Academy, Inc. is to provide educational enrichment programs and courses to students and families throughout the Four Corners area, in collaboration with other educational organizations.

The **VALUE STATEMENT**
Connecting people through enhanced educational choices in
Supplemental
Programs and
Resources
Utilized in
Curriculum
Education

1.2 Purpose of this Handbook
The SPRUCE Executive Board Handbook has been developed to provide general guidelines about SPRUCE policies and procedures for board members. It is a guide to assist you in becoming familiar with some of the privileges and obligations of your membership. None of the policies or guidelines in the Handbook are intended to give rise to contractual rights or obligations. The Executive Board Policies of SPRUCE are established by the Board of Directors, which has delegated authority and responsibility for their administration to the Executive Director. The Executive Director may in turn, delegate authority for administering specific policies. Board Members are encouraged to consult the Executive Director for additional information regarding the policies, procedures, and privileges described in this Handbook. SPRUCE will provide each individual a copy of this Handbook upon election to the board. All board members are expected to abide by it. The highest standards of personal and professional ethics and behavior are expected of all SPRUCE participants. Further, SPRUCE expects each member to display good judgment, diplomacy, and courtesy in their professional relationships with members of the SPRUCE Board of Directors, committees, membership, staff, and the public.

1.3. Non-discriminatory Policy
Silver SPRUCE Academy, Inc. does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, and participants.

Section 2 – Charter Documents

2.1. Articles of Incorporation

Silver SPRUCE Academy, Inc. of La Plata County
40031 US Hwy. 160
Bayfield, CO 81122
Employer ID # 46-3555425

Article I
The name of the corporation shall be **Silver SPRUCE Academy, Inc.**
The principal address of the corporation shall be:
PO Box 966
40031 US Hwy 160
Bayfield, CO 81122

Article II
The period of duration of Silver SPRUCE Academy, Inc. shall be perpetual.

Article III
Silver SPRUCE Academy, Inc. is organized and shall be operated exclusively for charitable, education, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article IV
The business and purpose of the corporation shall be:

The **VISION** of the nonprofit Silver **SPRUCE** Academy, Inc. is to provide a
Supplemental **P**rogram and **R**esources **U**tilized in **C**urriculum **E**ducation.

The **MISSION** of the nonprofit Silver SPRUCE Academy, Inc. is to provide educational enrichment programs and courses to students and families throughout the Four Corners area, in collaboration with other educational organizations.

Article V
The registered agent of Silver SPRUCE Academy, Inc. shall be Natalie Howard, and the registered office of the corporation in Colorado will be PO Box 966/40031 Hwy 160, Bayfield, La Plata County, CO, 81122.

Article VI
The name and address of the incorporator of Silver SPRUCE Academy, Inc. is as follows:
Natalie Howard
Silver SPRUCE Academy, Inc.
PO Box 966 / 40031 Hwy 160
Bayfield, Colorado 81122

Article VII

No part of the net earnings of the corporation shall insure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three and hereof. No substantial part of the activities of Silver SPRUCE Academy, Inc. shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, Silver SPRUCE Academy, Inc. shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VIII

Upon the dissolution of Silver SPRUCE Academy, Inc., the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of Silver SPRUCE Academy, Inc., dispose of all of the assets of the corporation exclusively for the purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Untied States Internal Revenue Law), as the Board of Director's shall determine. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, the Court shall determine, which are organized and operated exclusively for such purposes.

Article IX

The number of directors constituting the initial board of directors shall be five (5). The names and addresses of the persons who are to serve as initial directors shall be as follows:

Board Chair/President	Luri Owen	PO Box 143	Bayfield, CO 81122
Vice Chair	Eric Spady	272 Pine Cone Dr.	Bayfield, CO 81122
Secretary	Jamie McDonald	PO Box 1854	Arboles, CO 81121
Treasurer	Henessey Harrmann	386 Forest Lakes Dr.	Bayfield, CO 81122
Member at Large	Judy Spady	272 Pine Cone Dr.	Bayfield, CO 81122

Article X

Silver SPRUCE Academy, Inc. shall have such classes of voting members as described in their manner of election, qualifications, tenure, terms of membership, rights, powers, privileges and immunities stated in the By-Laws.

Article XI

Subject to the limitations contained in these Articles of Incorporation, and to the provisions of law requiring corporate action to be exercised, authorized, or approved by the members of the corporation, all the lawful powers of the corporation shall be vested in and exercised by or under the authority of the Board of Directors, and the business and affairs of Silver SPRUCE Academy, Inc in and exercised by or under the authority of the Board of Directors, and the business and affairs of the corporation shall be conducted and controlled by such board.

Article XII

Silver SPRUCE Academy, Inc. shall indemnify any director, officer, or former director or officer of the corporation or any person whom may have served at its request against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been an officer or director of the corporation, except in relation to matters as to which he/she is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his/her duty to the corporation.

Article XIII

The articles may be amended in the manner provided under the Colorado Nonprofit Corporation Act in effect at the time of amendment, and as prescribed by the corporate By-laws.

Article XIV

The initial By-Laws of the corporation shall be adopted by the Board of Directors. The power to alter, amend, or repeal the By-Laws or to adopt new By-Laws shall be vested in the Board of Directors.

2.2. IRS Letter of Determination Granting, 501 (c)(3)

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: SEP 29 2014

SILVER SPRUCE ACADEMY INC
C/O NATALIE HOWARD
PO BOX 966 40031 US HWY 160 STE A
BAYFIELD, CO 81122

Employer Identification Number:
46-3555425
DLN:
17053150356004
Contact Person:
CUSTOMER SERVICE ID# 31954
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
June 30
Public Charity Status:
170(b)(1)(A)(ii)
Form 990 Required:
Yes
Effective Date of Exemption:
August 17, 2013
Contribution Deductibility:
Yes
Addendum Applies:
No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

For important information about your responsibilities as a tax-exempt organization, go to www.irs.gov/charities. Enter "4221-PC" in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

Sincerely,

Director, Exempt Organizations

Letter 947

2.3. Other Exemptions from Taxes

STATE OF COLORADO

Colorado Department of Revenue
1375 Sherman St
Denver, CO 80261-0004

SILVER SPRUCE ACADEMY
PO BOX 966
BAYFIELD CO 81122-0966

Nov 13, 2014

Tax: Sls Tax Exmp
Account: 98026023
Letter: L0969915072
Source: N05 - C3

Sales Tax Exemption
Account Number 98026023

The Department of Revenue has granted your organization a sales tax exemption to be used when purchasing items exclusively for the specific charitable or non-profit activity for which the exemption has been granted. The organization's sales tax exempt status does not apply to items of tangible personal property sold to or used by individuals. Your certificate will follow under separate cover.

A charitable or non-profit organization must pay sales tax when purchasing tangible personal property that will later be transferred to an individual for personal use if the organization will be reimbursed for all or part of the purchase price through direct payment, donation, or proceeds from games of chance. If the sales tax is not paid to the vendor (whether outside or inside Colorado), the organization must remit the tax directly to the Department of Revenue.

Only activities that are an integral part of your charitable or non-profit purpose qualify for the sales tax exemption. Therefore, organizations must pay sales tax on items such as food, books, CDs, and religious materials when these items are to be sold to or consumed by individuals who pay for them directly or indirectly. The fact that proceeds from such sales are to be used for charitable or nonprofit purposes does not make the sale exempt from tax. In addition, activities such as conferences, retreats and seminars are taxable when the individual participants pay directly or indirectly for lodging, meals and other expenses, whether through donations, dues, registration fees, tickets, or tuition. For more information, visit the Department of Revenue website at www.TaxColorado.com for FYI Publications, Sales 2.

If you have further questions, call 303-238-7378.

Respectfully,
Colorado Department of Revenue

2.4 License & Permits

N/A at this time.

2.5 Registration for Solicitation

Current, In Good Standing, and updated annually with the State of Colorado.

Section 3 – Strategic Plan

3.1. Mission, Vision, and Values Statements

The **MISSION** of the nonprofit Silver SPRUCE Academy, Inc. is to provide educational enrichment programs and courses to students and families throughout the Four Corners area, in collaboration with other educational organizations.

The **VISION** of the nonprofit Silver **SPRUCE** Academy, Inc. is connecting people through enhanced educational choices in **S**upplemental **P**rogram and **R**esources **U**tilized in **C**urriculum **E**ducation.

3.2. Goals and Strategies, 3-5 Year Strategic Plan, Adopted 7-16-2018 through 2023

Current Items

- **Be in a Fully Operational Permanent Building by 2023**
- **Raise $750,000.00 on Capital Campaign by 2023**
- **Collaborate with High School Student Parents to meet Greater Needs**
- **Upgrade all Student / Staff Computers, Printers, Projectors, Network, Server, etc.**
- **Executive Board Establish an Annual Fundraiser for next 5 years**

Be in a Fully Operational Permanent Building by 2023

Acquire Property and Building in the preferred area between all three school districts to increase access to SPRUCE. Build to suit meeting needs of SPRUCE operations, allow for collaboration, and maximize investment.

Raise $750,000.00 on Capital Campaign by 2023

Attend Rural Philanthropy Days in September 2018, apply for numerous Capital Campaign Grants to meet the $750,000.00 needed to purchase property and build a building. Work with USDA for Funding and Community Banks of the Southwest for Non-Profit Interest rates during construction. Try to acquire all needed funds through grants, donations, and fundraising.

Collaborate with High School Student Parents to meet Greater Needs

Offer more challenging classes including SAT tutoring, internships, High School Level Supplemental Options, College on Campus Distance Learning, and collaborate with area Colleges to become a satellite Dual Enrollment Computer Location.

Upgrade all Student / Staff Computers, Printers, Projectors, Network, Server, etc.

Apply for Educational grants that will help afford the cost of upgrading all 25 student computers, 5 staff computers, commercial copy/printer/scanner, and invest in future improvements toward new building printers, projectors, network, server, and other technology needs to be 21st Century compliant.

Executive Board Establish an Annual Fundraiser for next 5 years

Create an annual fundraiser for the next 5 years to help raise capital campaign money to match grantors donations. Consider Out of the Box Ideas; Archery Shoot, Casino Concert, etc.

Continuing Items from 2015-18 Strategic Plan

- **Annual Review of By-laws, Mission Statement, and Vision**
- **Annual Survey for Stakeholders**
- **Maintain a Reserve Account with 20% of Annual Budget**
- **All Money Collected for Fee-Based Students is Maintained in a Separate Reserve Account**
- **Registration will be Capped at 75 funded and 25 fee based students**
- **Invest in an Hourly Grant Writer and Other Funding Options**
- **Conduct a Review Audit every 4 years (2020, 2024) and Full Audit every 4 years (2022, 2026)**
- **Maintain Insurance Coverage, Policies & Procedures, and Emergency Protocol**
- **Manage Building Improvements and Long-Term Lease Agreements**
- **Operate with Highly Qualified Staff, Volunteers, and Board Members**

Annual Review of By-laws, Mission Statement, and Vision

By-Laws, Mission Statement and Vision should be reviewed, updated, and approved annually by current board to determine if the organization is operating in respect to the 501 (c)(3) non-profit guidelines.

Annual Survey for Stakeholders

Surveys will be designed by staff and board members to collect feedback to determine if the organization is fulfilling the mission. Surveys will be designed to address Stakeholders to include; Staff, Board, Students, Families, Additional Participants, Volunteers, Collaborating Organizations, Grantors, Donors, and Community Members.

Maintain a Reserve Account with 20% of Annual Budget

Each year the budget will be adjusted to represent the Income, Expense, and Reserve in relation to number of students expected and approved prior to start of calendar year beginning July 1 and ending June 30. Budget will include proposed monies to be received from Ignacio School District 11 JT through PPR, Grants, and Donations. The Ignacio School District Contract will be reviewed annually in May for approval at the June Ignacio School Board meeting.

All Money Collected for Fee-Based Students Maintained in a Separate Reserve Account

Money collected from Fee-Based Services will be maintained in a separate account. An estimate of expected fee based dues will be listed as a separate line item in the annual budget as Fee Based Dues.

Registration will be Capped at 75 funded students & 25 fee-based students

The Organization will provide enrichment courses and programs to 75 funded students and 25 fee-based students. Organization staff will maintain educational programs and classes that meet high expectations for elective and supplemental class requirements.

Each family will be responsible for paying a $50 Registration Fee before signing up for or attending any SPRUCE events, classes, or activities. Funded students will attend most SPRUCE programs FREE of charge through PPR money received through school district. Enrolled/Funded students will attend 90 hours per semester, Fall and

Winter, for a total of 180 hours through the school year. Funded students will be reported through Ignacio School District, 11JT by Oct. 1. Attendance records and invoices will be submitted to the school district for monthly board meeting review. Monthly attendance updates will be provided to parents or guardians to stay in compliance. Students that do not meet the requirement for funded attendance in the organization by Oct. 1 will be allowed to attend programs as a Fee-Based Student.

Students that do not meet attendance requirements during a given school year will be required to attend as a Fee-Based student for the following year. Participants can choose to attend by Fee Based and not be counted through district for funding. Fee-Based services will include the following fees;

- $50 per family for Registration
- $50 per student for 1 quarter, 7 week class, 2 hours each, Total 14 hours
  (Additional costs may apply for class supplies, special instruction, etc.)
- $150 per student for ½ Day of the of the Full Day Program for 1 quarter , 7 week quarter, 3 hours each, Total 21 hours
- $300 per student for Full Day Program, 7 week quarter, 6 hours each, Total 42 hours
- $10 per student for Educational Event/Family Literacy Friday Events, 1 chaperone free
  (If the Educational Event requires additional fees, these will be accessed as the fee)
- $50 for Testing Services
- Additional Fee Based Services may be applicable

Invest in an Hourly Grant Writer and Other Funding Options

To increase the operations of the organization, grants and other funding options will be considered and applied for through the work of an hourly grant writer.

Conduct a Review Audit every 4 years (2020, 2024) and Full Audit every 4 years (2022, 2026)

Accurate records and files will be maintained in accordance with the Policy for Retention and Destruction of Records. Records will also be maintained and submitted through annual taxes due Nov. 15th for calendar year July 1-June 30.

Maintain Insurance Coverage, Policies & Procedures, and Emergency Alarms

Insurance will be active throughout the year and updated as needed to stay in compliance. All Policies and Procedures will be reviewed bi-annually by the board and updated as needed. New Policies and Procedures will be introduced as needed and considered for approval by the board. Emergency alarms including fire, carbon monoxide, etc. will be checked bi-annually and tested for working order.

Manage Building Improvements and Long-Term Lease Agreements

The Executive Director will be responsible for managing the long-term lease agreements, working with landlords, and initiating needed repairs or maintenance through the direction of the board.

Operate with Highly Qualified Board Members, Staff, and Volunteers

Board members will be expected to serve in respect to approved By-laws and maintain professional confidentiality. SPRUCE will operate as a non-profit organization with transparent financials under the observation of an active board. All staff will be required to pass a background check, demonstrate job duty qualifications, and remain highly qualified in the area of expertise or certification. Volunteers may be required to pass a background check, demonstrate job duty qualifications, and remain highly qualified in the area of expertise of certification. Any board member, staff, or volunteer is an at will employee or volunteer in the State of CO and can be removed from any position for any reason.

3.3. Action Planning

2018 Annual Review of By-Laws, Mission, Vision, Strategic Plan, Policies, and Procedures
Annual Survey of Stakeholders
Conduct Audit
Seek out Donors, Conduct Feasibility Study with Community and County
Seek out Additional forms of Funding
Upgrade all Student / Staff Computers, Printers, Projectors, Network, Server, etc.
Research Building Options, Property, Permanent Location
Establish Annual Fundraiser
Continue to Operate with Highly Qualified Board, Staff, and Volunteers
Manage Long-Term Lease Agreement (ELHI Sept. 1, 2020)
Maintain Insurance
Maintain Reserve Account with 20% Annual Budget
Assemble Capital Campaign Committee

2019 Annual Review of By-Laws, Mission, Vision, Strategic Plan, Policies, and Procedures
Annual Survey of Stakeholders
Meet Monthly with Capital Campaign Committee
Invest in Grant Writer
Seek out Donors, Conduct Feasibility Study with Community and County
Seek out Additional forms of Funding
Finalize Research on Building Options, Property, Permanent Location
Purchase Property
Host Annual Fundraiser (April)
END GRANT Upgrade all Student / Staff Computers, Printers, Projectors, Network, Server, etc.
Manage Long-Term Lease Agreement (ELHI Sept. 1, 2020)
Maintain Insurance
Maintain Reserve Account with 20% Annual Budget
Screen Capital Campaign Prospects
Set a Capital Campaign Deadline, 2023
Finalize Capital Campaign Fundraising Goal
Acquire Primary Grant
Review Fundraising Successes and Failures
Set a Budget for Capital Campaign Plan ($750,000.00)

Formulate Capital Campaign Contingency Plan (USDA, Community Banks of the Southwest, Other)
Develop Gift Range Chart for Capital Campaign
Create Capital Campaign Plan and Timeline
Prepare Support Documents for Capital Campaign
Write the Case Statement and Align Expectations for Capital Campaign

2020 Cont. with previous year items and streamline
ELHI 5 year lease ends on August 1, 2020
Move to new rental

2021 Cont.

2022 Cont.

2023 Open new SPRUCE Permanent Location and Building

3.4. Status Reports

Monthly status reports will be provided to the Executive Board. Additional Meetings will be scheduled as needed.

BOARD ORGANIZATION/OPERATIONS

Section 4 – Board By Laws & Policies

4.1. Board By Laws, Amended 4-18-18

Article 1 – Silver SPRUCE Academy, Inc.
MAILING: PO Box 966 Bayfield, CO 81122
PHYSICAL: 115 Ute St. Ignacio, CO 81137
Purpose: Supplemental Program and Resources Utilized in Curriculum Education

Section 1 – The name of this organization shall be **Silver SPRUCE Academy, Inc**.

Section 2 – **Silver SPRUCE Academy, Inc.** is organized exclusively for educational purposes under section 501(c)(3) of the Internal Revenue Code. The Mission of the nonprofit Silver SPRUCE Academy, Inc. is to provide educational enrichment programs and courses to students and families throughout the Four Corners area, in collaboration with other educational organizations.

Section 3 – The principle office location of **Silver SPRUCE Academy, Inc.** shall be located in La Plata County in the State of Colorado. The organization may have any number of offices at such places as the Board may determine.

Article 2 - Membership

Section 1 – The qualification for membership in this organization are: The Board of Directors.

Section 2 - Membership to the organization is not fee based.

Section 3 – Members of the organization shall have the right to one vote on matters submitted to a vote of the membership including election of officers.

Section 4 – Silver SPRUCE Academy will provide Director's and Officer's Liability Insurance.

Article 3 – Meetings

Section 1 – The date of the regular annual meeting shall be determined by the Board of Directors and Executive Director who will also set the time and place.

Section 2 – Regular meetings of the Board may be held at such place and time as shall be designated by the standing resolution of the Board. Regular meetings of the organization shall be held at a location and time determined by the Board of Directors and the Executive Director. Meetings will be held at least 4 times a year, annually. All meetings will be conducted following Robert's Rules of Order.

Section 3 – Special meetings may be called by the Board of Directors or the Executive Director with 10 day prior written notification.

Section 4 – Notice of all meetings shall be provided to each voting member, by e-mail, phone, text or social media by at least 1 week or 7 days prior to the meeting. In the event of an emergency, the Board Chair will exhaust all means necessary to contact board members to reschedule.

Article 4 – Board of Directors

Section 1 – The business of the organization shall be managed by a Board of Directors comprised of at least five and no more than eleven Board members. The Board is responsible for maintaining the overall policy and direction of the Organization. The Board shall delegate responsibility of day-to-day operations to the Executive Director. Board members shall receive no compensation (other than reasonable expenses) for their service on the Board. The Board is responsible for processing an appeal from a student, parent, or employee by board action to reject, modify or affirm actions of the Executive Director.

Section 2 – The Board shall meet at least 4 times per year at an agreed upon time and location. Board members shall not miss more than 2 meeting(s) per year (unexcused).

Section 3 – All Founding Board members shall serve for 2 or 3 year terms and can be eligible for re-election 2 times. Each subsequent Board member shall serve a 2 year term and can be eligible for re-election 2 times. Student member intern (non-voting) shall serve 1 year terms and can be eligible for re-election 2 times. Board Members are elected by a majority vote of the board, candidates for the board may nominate themselves or be nominated by any board director. At least one Board Seat will be recommended to be filled by a SPRUCE parent and no more than 2.

Section 4 – Each Board member must contribute an annual monetary amount (minimum $50) to Silver SPRUCE Academy, Inc. prior to the end of the fiscal year, June 30.

Section 5 – Any Board member may be removed from office without assigning any cause by the vote of the majority of the Board at any meeting of the Board.

Section 6 – Any Board member may resign at any time by giving notice to the organization in writing.

Section 7 – In the event of a vacancy on the Board (including situations where the number of Board members has been deemed necessary to increase), the directors shall fill the vacancy by the majority vote of the Board.

Section 8 – A quorum is defined as at least 51 percent of the Board membership before business can be transacted or motions made or passed.

Section 9 - The Board of Directors employs an Executive Director to manage the operations of Silver SPRUCE Academy and make recommendations to the Board, including but not limited to budget proposals, staffing recommendations, and long-term strategic planning. The Board shall evaluate the Executive Director's performance bi-annually, prior to the budget planning for the coming fiscal year and is responsible to offer reasonable increases in compensation and benefits, dependent upon satisfactory performance and the availability of funding.

Article 5 – Officers

Section 1 – The officers of the organization shall be Board Chair/President, Secretary (Vice-Chair) and Treasurer. The Board of Directors shall elect each of these officers annually at the first board meeting on the calendar year. Board candidates for officer positions may nominate themselves or be nominated by any board director. The Chair, elected first, may be elected by ballot, then Secretary, and last Treasurer. Each officer shall serve a one-year term, with the exception of the Treasurer who shall serve a two year term. The Board may also appoint other officers it deems necessary. With exception to the Chair, one person may hold more than one office.

Section 2 – The Board of Directors shall appoint officers for a term established by the Board.

Section 3 – Any officer may be removed from office without assigning any cause by the vote of the majority of the Board Members at any meeting of the Board.

Section 4 – Officers of the Board will not be monetarily compensated via salary for their service as an officer of the Board.

Section 5 – Board Chair/President
The Chair shall convene regularly scheduled Board meetings and shall preside or arrange for other Directors to preside at each meeting in the following order: Secretary and Treasurer. The Board Chair appoints Committee Chairs. The Board Chair shall also be responsible to investigate any staff complaints and appeals made in writing to the Board in a timely manner, then recommend to the Board appropriate Board actions. The Board Chair may appoint another director to perform these duties.

Section 6 –Treasurer
The Treasurer shall make a report at each Board meeting. The treasurer shall oversee preparation of the budget, oversee fundraising plans and grant proposals, and make financial information available to Board members.

Section 7 – Secretary/Vice Chair
The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board Member, and assuring that corporate records are maintained. The Secretary shall serve as the Vice Chair and will facilitate meetings in the absence of the Board Chair.

Article 6 – Committees

Section 1 – The Board may create ad hoc committees as needed, such as fundraising, public relations, and program committees. The Board Chair shall appoint all committee chairs. Committee Chairs will be responsible for following Board Member guidelines and reporting to the board as determined.

Section 2 – NO committee shall have any power to: fill vacancies on the Board, adopt amend or repeal the By-laws, amend or repeal any resolution of the Board, or act on matters committed by the By-laws or resolution of the Board to another committee of the Board.

Article 7 - IRS 501(c)(3) Tax Exemption Provisions

Section 1 - Upon the dissolution of **Silver SPRUCE Academy, Inc.**, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to partnering nonprofits for educational purposes.

Section 2 - Silver SPRUCE Academy, Inc. is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of **Silver SPRUCE Academy, Inc.** shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth.

Section 3 - No substantial part of the activities of **Silver SPRUCE Academy, Inc.** shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4 - Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article 8 – Amendments

Section 1 – These By-laws may be amended when deemed necessary by a 2/3 majority vote of the Board of Directors. Proposed amendments must be submitted by the Board Chair or Executive Director and sent to all Board Members along with Board meeting notices.

4.2 Resolutions

The Board of Directors is responsible for the overall direction and decision-making for the organization and it is important to document board decisions in writing. A Board of Directors can decide to write up a resolution for most any reason they choose. Resolutions can be written for the following reasons and more:

- To document that a new member of the board was voted in
- Amending By-Laws, Articles of Incorporation, or other founding documents
- To record a decision made at a board meeting
- When the organization wants to hire new employees or elect new board members
- Remove an Officer or Director
- When the organization wants to delegate funds to a certain project
- Changing Banks, Signers on Accounts, etc.
- Change of Permanent Address, Location, or Mailing Address

4.3. Policies

CODE OF CONDUCT & ETHICS POLICY

Given its mission, Silver SPRUCE Academy, Inc. has adopted a code of conduct and ethics to guide its board members, committee members and staff in their conduct when acting on behalf of Silver SPRUCE Academy, Inc. The Code contains broad principles reflecting the types of behavior the Silver SPRUCE Academy, Inc. expects towards constituents, donors, employees, peers and the public.

This policy is not intended as a stand-alone policy. It does not embody the totality of the Silver SPRUCE Academy, Inc. ethical standards, nor does it answer every ethical question or issue that might arise. Rather, it is one element of a broader effort to create and maintain a quality organization that gives ethical conduct the highest priority. This Code of Conduct will be reviewed periodically.

Board Members, Committee Members and Staff should:

1. Listen to our stakeholders and make all reasonable efforts to satisfy their needs and concerns within the scope of our mission, and to strive for excellence and innovation and demonstrate professional respect and responsiveness to constituents, donors and others.

2. Make an effort to understand, respect and support our constituents from other cultures, exemplified by the contributions of our staff and executive leadership, and to contribute to an organizational culture that respects the diverse, individual contributions of staff and leadership.

3. Respect the confidentiality of sensitive information about Silver SPRUCE Academy, Inc. its members, constituents, donors, board and employees.

4. Comply with applicable federal, state and local laws, regulations and fiduciary responsibilities in an effort to create transparency in all of our operations.

5. For the Board of Directors, provide credible and effective oversight to the organization's work without personal bias.

6. Not accept commissions, gifts, payments, loans, promises of future benefits or other items of value from anyone who has or may seek some benefit from Silver SPRUCE Academy, Inc. in return, other than occasional gifts of nominal value that are in keeping with good business ethics.

7. Abide by the governing documents and policies of Silver SPRUCE Academy, Inc.

8. Be accountable for adhering to this Code of Conduct & Ethics.

9. Implement and follow a Conflict of Interest Policy.

10. Implement and follow a Whistleblower Policy.

11. Act at all times in accordance with the highest ethical standards and in the best interest of Silver SPRUCE Academy, its members, constituents, donors and reputation.

12. Openly and honestly tell the truth.

13. Honor our commitments and promises to the best of our abilities.

14. Appropriately acknowledge contributions from other individuals and organizations who help facilitate our goals.

15. Not be deceptive in our fundraising activities or in prospecting for new members to join Silver SPRUCE Academy, Inc.

16. Advocate for all nonprofit organizations, but not for any specific initiative - being respectful to the sector as a whole.

17. Not lobby with the intent to influence individual candidates.

Compliance, Monitoring and Reporting

The Silver SPRUCE Academy, Inc. Executive Director is responsible for communicating this Code of Conduct and Ethics to all members of the Board of Directors, standing committee members, as well as staff, staff interns and staff volunteers and for ensuring its adherence at all times.

BOARD MEETING ATTENDANCE POLICY

Regular attendance at Board and committee meetings is essential in order to maintain continuity and cohesion in the management and governance of Silver SPRUCE Academy, Inc. This Board Meeting Attendance Policy is intended to encourage regular attendance at SPRUCE's Board and committee meetings and to provide procedures to deal with any failures in such attendance.

It is the responsibility of the Board Chair to monitor the attendance of each member and to issue warnings as appropriate.

The Secretary shall notify members of forthcoming meetings at least 5 working days before the set date of the meeting.

Where Board members are prevented from attending any Board meeting, they should notify the Chair of their intended absence. Board and committee members are expected to demonstrate their commitment to the organization by unbroken attendance at the Board or committee on which they sit, except when prevented by unforeseeable events.

If a Board member is absent for two consecutive meetings without first notifying the chair of their absence, or if a Board member is absent for three consecutive meetings having notified the chair of their absence, that Board member is in breach of their obligations and can be removed from the Board, subject to the following processes.

If a Board member is in breach of their attendance requirements, then the Chair shall consult them to discuss this matter.

If the Board member's difficulties are resolvable, then the Chair shall attempt to resolve them.

If no mutually satisfactory resolution is possible, and if the Board member wishes to continue on the Board, then the member's response will be put to the Board at its next meeting. The Board member shall be entitled to speak to this item, and to vote on it. The Board will then decide what actions to take regarding that Board member's future membership on the Board.

If the Board decides that termination is justified, the Board may suspend that person's membership of the Board. In the event the member wishes to continue in his or her position, the suspension shall be put to a general meeting for approval. The suspended member shall be given an opportunity to be heard.

The Board may remove any person from any Board sub-committee for any reason, including (but not limited to) non-attendance.

When any person has been removed from the Board or from any committee under this provision, the Board or committee will promptly initiate a process to recruit a new Board member.

BOARD RECRUITMENT POLICY

Principles

The Board shall regularly assess its five officer composition of Board Chair, Secretary, Treasurer, and two At-Large Positions by reference to;

1. Necessary areas of expertise
2. The ideal balance between experience and freshness
3. Desirable diversity in relevant areas
4. Contributions from relevant stakeholders
5. The Board shall identify areas where existing board composition falls short of the ideal.
6. Board Members, where applicable, shall either be experienced in or be willing to acquire sound knowledge related to position on Board.
7. Board members shall attempt to recruit from candidates who would fill those gaps.
8. The Board shall collect suggestions from members and shall draw up a list of suitable candidates for the Board.
9. Where vacancies occur on the Board or its committees and working parties other than at the expiration of elected terms, the Board will make all attempts to properly fill vacant positions.
10. Before each annual election in January, the Board shall attempt to recruit nominations for the Board at the Annual Meeting in August.
11. Board seats may need to be filled outside of our annual 2 year terms beginning/ending in January of each year, but will be considered term in respects to January election.

Responsibilities

- It shall be the responsibility of each member of the Board to explore among their networks the possibility of nominating for a position on the Board.
- It shall be the responsibility of the Secretary to draw up and maintain a list of prospective candidates for the Board. All entries on this list shall be reported to the Board.
- It shall be the responsibility of the Board to ensure that any nominees, candidates or new members are acquainted with SPRUCE's purposes, policies and procedures.

BOARD MEMBER APPLICATION FORM

Interested candidates can request a Board of Directors Candidate Application. Information requested includes; Personal Contact, Work Experience, Previous Board Experience, Education, Certificates, Training, Interests, Skills, and SPRUCE Affiliation.

BOARD CONFLICT OF INTEREST POLICY

Article I -- Purpose

1. The purpose of this Board Conflict of Interest Policy is to protect SPRUCE's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an Officer or Director of SPRUCE or might result in a possible excess benefit transaction.
2. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.
3. This policy is also intended to identify "Independent" Directors.

Article II -- Definitions

1. **Interested Person** -- Any Director, Principal Officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. **Financial Interest** -- A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
    - An ownership or investment interest in any entity with which SPRUCE has a transaction or arrangement,
    - A compensation arrangement with SPRUCE or with any entity or individual with which SPRUCE has a transaction or arrangement,
    - A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which SPRUCE is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or Executive Committee decides that a conflict of interest exists, in accordance with this policy.

3. **Independent Director** -- A Director shall be considered "Independent" for the purposes of this policy if he or she is "Independent" as defined in the instructions for the IRS 990 form or, until such definition is available, the Director;
    - is not, and has not been for a period of at least three years, an employee of SPRUCE or any entity in which SPRUCE has a financial interest
    - does not directly or indirectly have a significant business relationship with SPRUCE, which might affect independence in decision-making
    - is not employed as an Executive of another corporation where any of SPRUCE's executive officers or employees serve on that corporation's compensation committee
    - does not have an immediate family member who is an executive officer or employee of SPRUCE or who holds a position that has a significant financial relationship with SPRUCE.

Article III -- Procedures

1. **Duty to Disclose --** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board or Executive Committee.

2. **Recusal of Self –** Any director may recuse himself or herself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.

3. **Determining Whether a Conflict of Interest Exists --** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Executive Committee members shall decide if a conflict of interest exists.

4. **Procedures for Addressing the Conflict of Interest**
   - An interested person may make a presentation at the Board or Executive Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
   - The Chairperson of the Board or Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
   - After exercising due diligence, the Board or Executive Committee shall determine whether SPRUCE can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
   - If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in SPRUCE's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

   Violations of the Conflicts of Interest Policy
   - If the Board or Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
   - If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV – Records of Proceedings

The minutes of the Board and all committees with board delegated powers shall contain:

- The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or Executive Committee's decision as to whether a conflict of interest in fact existed.
- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V – Compensation

- A voting member of the Board who receives compensation, directly or indirectly, from SPRUCE for services is precluded from voting on matters pertaining to that member's compensation.
- A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from SPRUCE for services is precluded from voting on matters pertaining to that member's compensation.
- No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from SPRUCE, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI – Annual Statements

1. Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

    - Has received a copy of the Conflict of Interest Policy
    - Has read and understands the Policy
    - Has agreed to comply with the Policy
    - Understands SPRUCE is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes

2. Each voting member of the Board shall annually sign a statement which declares whether such person is an Independent Director.

If at any time during the year, the information in the annual statement changes materially, the Director shall disclose such changes and revise the annual disclosure form. The Executive Board shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

Article VII – Periodic Reviews

To ensure SPRUCE operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining.
- Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to SPRUCE's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction.

Article VIII – Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, SPRUCE may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

WHISTLE BLOWER POLICY

Silver SPRUCE Academy, Inc. is committed to operating in furtherance of its tax-exempt purposes and in compliance with all applicable laws, rules and regulations, including those concerning accounting and auditing, and prohibits fraudulent practices by any of its board members, officers, employees, or volunteers. This policy outlines a procedure for employees to report actions that an employee reasonably believes violates a law, or regulation or that constitutes fraudulent accounting or other practices. This policy applies to any matter which is related to Silver SPRUCE Academy, Inc.'s business and does not relate to private acts of an individual not connected to the business of Silver SPRUCE Academy, Inc.

If an employee has a reasonable belief that an employee of Silver SPRUCE Academy, Inc. has engaged in any action that violates any applicable law, or regulation, including those concerning accounting and auditing, or constitutes a fraudulent practice, the employee is expected to immediately report such information to the Executive Director. If the employee does not feel comfortable reporting the information to the Executive Director, he or she is expected to report the information to the Executive Governing Board. All reports will be followed up promptly, and an investigation conducted. In conducting its investigations, Silver SPRUCE Academy, Inc. will strive to keep the identity of the complaining individual as confidential as possible, while conducting an adequate review and investigation.

Silver SPRUCE Academy, Inc. will not retaliate against an employee in the terms and conditions of employment because that Employee:

- Reports to a supervisor, to the Executive Director, the Board of Directors or to a federal, state or local agency what the employee believes in good faith to be a violation of the law
- Participates in good faith in any resulting investigation or proceeding
- Exercises his or her rights under any state or federal law(s) or regulation(s) to pursue a claim or take legal action to protect the Employee's rights

Silver SPRUCE Academy, Inc. may take disciplinary action (up to and including termination) against an employee who in management's assessment has engaged in retaliatory conduct in violation of this policy.

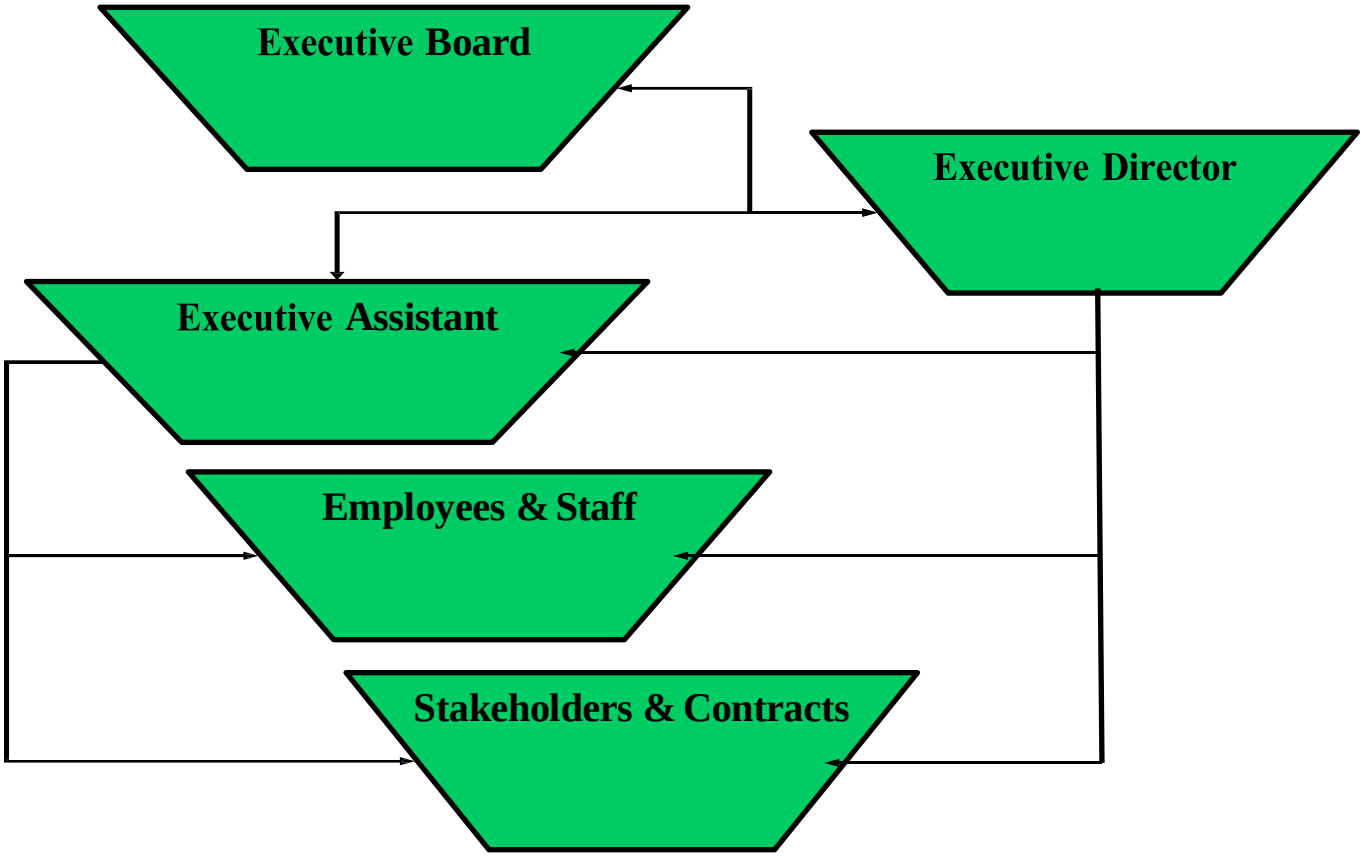
(In addition, Silver SPRUCE Academy, Inc. will not, with the intent to retaliate, take any action harmful to any employee who has provided to law enforcement personnel or a court truthful information relating to the commission or possible commission by Silver SPRUCE Academy, Inc. or any of its employees of a violation of any applicable law or regulation.)

Section 5 – Board Organization & Membership

The Board of Directors is the governing body of the nonprofit. 5-7 Individuals who sit on the board are responsible for overseeing the organization's activities. Board members meet monthly (at minimum, quarterly) to discuss and vote on the affairs of the organization. The ultimate goal is to have board members separate from paid staff members. The Board of Directors, as a governing body, should focus on the organization's mission, strategy, and goals. Staff members are responsible for the implementation of the mission.

Officers are elected by the board; this vote usually takes place during the organization's first annual meeting in January. Much like board members, officers usually serve terms. Three officers serve in the role of President, Secretary, and Treasurer. Additional officers serve in an at-large capacity, on committees, or other managerial roles.

5.1. Organization Chart of Board



5.2. Roles & Responsibilities of Board

Board members are the fiduciaries who steer the organization toward a sustainable future by adopting sound, ethical, and legal governance and financial management policies, as well as by making sure the nonprofit has adequate resources to advance its mission. Every Board Member is required to make a monetary donation to SPRUCE annually.

Expectations of the Board as a Whole;

- determining the mission and purposes of the organization
- selecting and evaluating the performance of the Executive Director
- strategic and organizational planning
- ensuring strong fiduciary oversight and financial management
- fundraising and resource development
- approving and monitoring the organization's programs and services
- enhancing the organization's public image
- assessing its own performance as the governing body of the organization

Expectations of Individual Board Members;

- know the organization's mission, policies, programs, and needs
- read and understand the organization's financial statements
- serve as active advocates and ambassadors for the organization
- fully engage in identifying/securing the financial resources/partnerships necessary for the organization to advance its mission
- leverage connections, networks, and resources to develop collective action to fully achieve the organization's mission
- give a meaningful personal financial donation
- help identify personal connections that can benefit the organization's fundraising and reputational standing, and can influence public policy
- prepare for, attend, and conscientiously participate in Board meetings
- participate fully in one or more committees
- follow the organization's bylaws, policies, and Board resolutions
- sign an annual conflict-of-interest disclosure and update it during the year if necessary, as well as disclose potential conflicts before meetings and actual conflicts during meetings
- maintain confidentiality about all internal matters of the organization

Here are 10 duties that every Board Member should do:

1) HIRE AND SET COMPENSATION FOR THE EXECUTIVE DIRECTOR.
The Board's most important duty is to hire a competent Executive Director or CEO and set compensation for the position. This duty is ultra-important because the Executive Director or CEO has a key role as the primary communicator between the Board and management. Important qualities for the Executive Director or CEO are trust, respect, and a willingness to have a good working relationship with the Board Chair and Executive Staff.

2) BOARD MEMBERS HAVE LEGAL AND FIDUCIARY DUTIES.
Board members need to learn how to read and interpret financial statements so they can be good stewards of the organization's funds. This includes reviewing and approving budgets to protect the organization's assets. Board members will approve major organizational decisions including planning for programs and related expenditures. Working cooperatively with management, board members will need to communicate their plans and any progress to management and other stakeholders.

3) BE RESPONSIBLE FOR ADVANCING THE MISSION OF THE ORGANIZATION.
Much of the work that board members do during meetings is related to guiding and directing the mission of the organization. Part of that work requires working with management and making sure the organization has the resources to advance the mission.

4) GOVERNANCE IS AN IMPORTANT PART OF A BOARD MEMBER'S DUTIES.
Board members need to have insight regarding the industry's trends. They need to monitor and communicate those trends to the members of management and membership. While keeping a pulse on industry activity, board members need to oversee the day-to-day operations and have foresight in planning programs and operations.

5) BOARD MEMBERS SERVE AS ADVOCATES FOR THE ORGANIZATION'S MISSION.
Spreading word about the organization helps it grow and flourish. Board members are the frontline people who publicly advocate for the non-profit's mission. This includes public relations and interacting or interviewing with media.

6) BOARD DEVELOPMENT IS AN ONGOING PROCESS FOR BOARD MEMBERS.
There is much to learn about serving on a board. Board members need to become acquainted with Robert's Rules of Order. Recruitment needs to be a continual process to ensure that the Board seats remain full and that new members have the full benefit of orientation and membership to provide for continuity.

7) BOARD MEMBERS SHOULD SERVE ON AT LEAST ONE COMMITTEE.
Board members should be aware that most of the Board's work is done in committees. There isn't time for the Board to have lengthy discussions or get involved in researching issues in detail. Every Board Member should serve on a committee to steer the committee toward the information that the Board needs. Committees should be structured with a Chair, possibly a Co-Chair, and involve input from all committee members. Committees give full recommendations and results to the full Board and make themselves available to answer questions about their findings.

8) FUNDRAISING IS A DUTY OF EVERY BOARD MEMBER.
Board members should be expected to become involved in some facet of raising funds for the organization. Board members typically know prospective donors and they should be willing to use their personal or professional networks to grow the non-profit financially. It's helpful for Board members to learn how to tell stories that lead to the success of the Organization. A two-minute elevator speech goes a long way toward telling the Organization's purpose. Board members should make every effort to attend public fundraisers and encourage their friends to attend. At least annually, Board members should make a personal financial contribution to the Organization.

9) OVERSEEING THE DOCUMENTATION OF AGENDAS AND MINUTES.
While the Secretary bears the main responsibility for preparing minutes and agendas, the entire Board has a responsibility to make sure they are reported accurately. Accurate documentation protects the Organization from potential legal issues.

10) BOARD MEMBERS SHOULD PLAN FOR THEIR SUCCESSORS.
It sounds a bit ironic that Board members should plan for their replacements as soon as they are elected into office, but they soon find that their Board term goes fast. Long-range planning and continual recruitment are effective ways to ensure the Board's continuity.

There's no need for Board members to feel overwhelmed by their duties. The rest of the Board should help them ease into the position over time. Fellow Board members can help them along by mentoring them and helping them find the best ways to use their talents and abilities towards the goals of the Organization.

5.3. Board Job Descriptions

The Chair heads up the Board and supervises all of the business and affairs of the Board. The Board President, who is also called the Board Chair, is the head of the Board and of the Organization. The Chair partners with the organization leadership to promote the company or nonprofit. The Chair conducts Board meetings and ensures that the Board's directives are implemented and monitored. The Chair calls and conducts meetings of the Executive Committee, which consists of Board Officers and the Chief Executive Officer. He also creates committees and appoints committee chairs. The Chair collaborates with the Executive Director to carry out the Organization's Mission and ensures accomplishment of goals. The Chair reviews reports and records, and directs members in their roles. He is also instrumental in hiring and supervising the Executive Director.

The Secretary (Vice-Chair) The Board's Secretary provides members with required meeting notices, prepares agendas and provides guidance on proper meeting procedures. The Secretary takes minutes at Board meetings, or designates a person for the task, and reviews and distributes the approved minutes. The Secretary prepares and maintains Board Records, such as minutes and committee reports, and ensures the accuracy and security of the records. The Secretary is prepared to assume the leadership role as the Vice-Chair when the President is unavailable. The Secretary keeps the minutes of the Board of Directors and emails the minutes one week after any meeting. Additionally, the Secretary is responsible for keeping track of the Organization's activities to make sure the actions of the Organization are in accordance to the Organization's Bylaws. The Secretary usually keeps track of the Board members' contact information in order to inform the Board about meetings and updates on the organization.

The Treasurer serves as the Financial Officer. If the Organization has a finance committee, the Treasurer is its chairperson. The Treasurer applies knowledge of accounting to monitor finances, while directing the preparation of financial reports and summarizing the reports for the Board. The Treasurer works with other Board Officers and the Executive Director to develop financial plans and prepare the Organization's budget. The Treasurer reviews the annual audit and tax forms, and presents the financial material to the Board. The Treasurer keeps account of the receipts and disbursements in the Organization's books. Additionally, the Treasurer is responsible for keeping track of the Organization's financial condition. This is an important role because it keeps the other officers and Board members informed about the financials.

The Officer At-Large serves as a liaison to the general membership. Duties change as defined in Organization Bylaws or as needed to fulfill Board requirements and address overall organizational goals. As new unassigned Board tasks arise, the Board of Director's President can assign duties to the Member At-Large. This might include overseeing task forces, external focus groups or collaborations with other organizations. A Member At-Large may also sit on certain committees to ensure the Board's directives and committee's desires align.
Though officers are typically Board members, there are no guidelines or requirements that suggest an organization cannot elect an individual outside the Board to be an officer for the Organization (unless the officer roles described in the Organization's Bylaws state otherwise). It is possible for an individual to hold two separate offices, with the exception that the President cannot also serve as the Secretary.
It is best practice to find individuals within the community who have passions and experience that aligns with the nonprofit's mission. There are no IRS guidelines in place to determine who is certified to be on a Board; any individual can become a Board member. There are guidelines, however, that help public charities avoid inurement.

Advisors
The Advisors serve as experts in a particular profession or area of business, who provide advice to the Organization. They have no legal or governing authority, making suggestions to those who do. Advisors work with the Board and staff members before they take action and provide feedback after activities take place.

Student Intern
The Board Student Internship Program is a great way for students to learn how boards operate, to develop leadership and decision-making skills, and to get engaged in their community**.** Students serve on the Board for 1 year.

5.4. Board Committees & Charters

Committees are established to serve for a limited amount of time with a designated purpose in mind. These committees analyze issues within their areas of jurisdiction and make recommendations to the Board. A committee also monitors and evaluates the performance of the whole Organization in relation to its responsibility. Committees are usually led by an Executive Board Member but can be made up of other members. The usual committees in nonprofit organizations are listed;

Finance Committee

The Finance Committee is led by the Board Treasurer to oversee the creation of the budget, monitor and report on the financial status and activities of the agency, ensure the Financial Policies and Practices are followed, and oversee investments. The Finance Committee usually includes the Executive Director and the number of members depends on the size and financial complexity of the Organization.

Board Development and Governance

The Board Development or Governance Committee is often a standing committee that oversees the identification, recruitment, orientation, training, and retention of Board members. This committee looks for opportunities to strengthen and evolve the Board's effectiveness, capacity, composition, and ability to lead the Organization into the future.

Fundraising and Financial Resource Development

A Fundraising and Financial Resource Development Committee works closely with staff to create and implement the financial resource plan that will guide the staff and Board's activities in seeking out and securing funding from diverse sources. Special event committees are often a subcommittee of the Fundraising and Financial Resource Development Committee, and they often include non-Board members. This committee may also take the lead in working with the other Board members to explore the best ways they can contribute to the fundraising effort.

Marketing/Communication

A Marketing/Communication Committee works closely with staff and other Board committees to develop and implement a marketing/communications plan that articulates the primary audiences for the Organization, how best to reach them, and what they most care about. The committee monitors the presentation of the Organization's Brand, and ensures that the products, services, and programs of the Organization remain relevant to the audience.

Ad Hoc Committees/Working Groups/Task Forces

The Board may also organize special, or ad hoc, groups for specific purposes and for limited duration. These working groups are made up of Board members (and may also include non-Board members) who volunteer or who are appointed by the President or Chair of the Board. These bodies will usually carry out their assigned functions, make recommendations to the entire Board, and disband. Here are two examples:

Outreach/Membership

Outreach/Membership Task Force creates and implements recruitment and retention programs to increase and maintain membership or broad community engagement. This Committee may be a standing or ad hoc group/task force, depending on the needs of the Organization. A Membership Task Force might work for 4-months on an annual membership drive, celebrate success, and come back the next year to do it again. This is typically a good way to involve non-board volunteers in a meaningful project with a beginning, middle, and end.

Strategic Planning
A Strategic Planning Task Force would be convened when an organization wants to engage in a strategic planning process. This task force would be responsible for keeping the planning process on task and updating the Board. After the adoption of a plan, it's possible that a different group of people will oversee the implementation of the plan, so the strategic planning task force would end and a new Implementation Task Force would be convened for this next phase.

Capital Campaign Committee
The Capital Campaign Committee oversees and guides campaign activities with leaders who have the power, influence, and resources to make the Campaign successful. Including an interim of community leaders to help catapult the new expanded capital campaign to a new level of visibility. The Committee will provide recommendations, recruitment, timelines, goals, leadership gifts, campaign leadership, linkage with corporate/foundation contacts, linkage to major gift prospects, participate in or host cultivation events, secure endorsements, recruit Steering Committee Members, and attend regular campaign meetings.

5.5. List of Board Members
Board Member List can be found on the attached document and is updated as needed on the website.

5.6. Board Member Biographies
Board Member Biographies can be found on the website.

6. Board Operations
The Board carries out five primary roles as independent fiduciaries; choosing the Executive Director, approving major policies, making major decisions, overseeing performance, and serving as external advocates. Each Board Member is expected to follow the By-Laws and Executive Board Handbook.

6.1. Board Calendar
The Board is responsible for maintaining the SPRUCE Board/Treasurer Google Calendar and Gmail Accounts. The Board meets monthly on the 3rd Wednesday of the month, holds an annual meeting in August on the 3rd Wednesday, and operates all meetings under Robert's Rules of Order.

6.2. Work Plans
The work plans of the Board are established a week before the meeting by the Executive Director and Board President and entered into the agenda format below. The Board does not operate through individuals as a singular Board Member but as a group. SPRUCE Board Members should not be involved in SPRUCE Business outside of monthly meetings unless specifically assigned during an official meeting, serving on a committee, or with the full knowledge and support of the Board as a whole. Most work plans require a minimum of two hrs.

6.3. Board Meeting Agenda & Minutes
The Board Meeting is advertised publicly one week before official meeting date by the Board Secretary. The DRAFT Agenda is created by the Executive Director and emailed to the Board President one week before the official meeting date. The Board President reviews and adds any additional specifics. The Board President orchestrates the actions on the agenda.

The general outline of the Board Meeting Agenda include:

CALL TO ORDER
- **CONFLICT OF INTEREST INQUIRY**
- **ESTABLISH QUORUM**
- **APPROVAL OF AGENDA**
- **APPROVE MINUTES OF PRIOR AGENDA**
- **TREASURER REPORT**
- **CURRENT BUSINESS**
- **OLD BUSINESS**
- **NEW BUSINESS**
- **DISCUSSION/ ADDITIONS**

ADJOURN

Board Meeting Minutes are recorded by the Board Secretary and submitted by email within one week after the Board meeting. Minutes are forwarded to all Board members to ensure productive action on agenda items as assigned. The general outline of the Board meeting minutes include:

CALL TO ORDER:
- **BOARD MEMBERS IN ATTENDANCE**
- **CONFLICT OF INTEREST**
- **ESTABLISHMENT OF QUORUM**
- **APPROVAL OF AGENDA**
- **APPROVAL OF THE LAST MEETINGS MINUTES**
- **TREASURER REPORT**
- **CURRENT BUSINESS**
- **OLD BUSINESS**
- **NEW BUSINESS**
- **DISCUSSIONS/ ADDITIONS**
- **NEXT MEETING**

ADJOURN

Respectfully submitted by,

6.4. Committee Meeting Agendas & Minutes

Committees are expected to provide a similar Agenda and Minutes for any meetings for SPRUCE Files and expected to be on monthly board agenda to present at meeting.

6.5. Executive Director Report
The Executive Director should submit a quarterly Director's Report for the Board to review (Oct, Jan, Apr. July). The general outline of the Executive Director's Report include;

GENERAL
PROGRAM
- **ENROLLMENT**
- **ATTENDANCE**
- **EDUCATIONAL PROGRAMS**
- **CALENDARS**

ADMIN
- **STAFF**
- **FINANCES**
- **FUNDRAISERS**
- **GRANTS**
- **POLICIES AND PROCEDURES**
- **INSURANCE**

PROGRAMS & MARKETING

7. Program Planning
The Program planning is done by the Executive Director and Staff. The Executive Director submits a quarterly Director's Report to the Board with Program updates. (Oct., Jan, Apr. July)
SPRUCE Programs consist of K-12 programs segmented into Fall Semester (Aug.-Dec.), Winter Semester (Jan-May) and Summer Admin (June/July).
SPRUCE publishes an Academic Calendar in June. Program Calendars are published in Aug. for Fall Semester and Dec. for Winter Semester. Registration into SPRUCE Begins Aug. 1, Fall Enrollment is in Aug, and Winter Enrollment is in Dec. The school year is Aug 15-May 15. Board Members are encouraged to attend and/or teach at SPRUCE. All info. can be found on the website.

7.1. Descriptions
Descriptions of Programs, Classes, Educational Events, etc. can all be found on the website.

7.2. Data
SPRUCE will collect the following data annually;

PROGRAM ATTENDANCE
SPRUCE maintains the following attendance data on number of Funded Students, Fee Based Students, Non-Registered Students, Funded Student Chaperones, Fee Based Student Chaperones, Non-Registered Student Chaperones, Families, and Children under 5.

PROGRAMS OFFERED
We will also maintain data on number of Classes and Educational Events offered, Collaborations, and volunteers.

GRANTS, DONATIONS, FUNDRAISERS
Data is maintained for Grants, Donations, and Fundraisers to maximize follow-through and completion of any additional reports. All Staff and Board are encouraged to contribute to SPRUCE Operations through writing a grant, collecting donations, or conducting a fundraiser.

SURVEYS
SPRUCE will also send out annual surveys to parents, collaborators, and grantors.

FINANCIALS AND STAFF ADMINISTRATION, PROGRAM, FUNDRAISING
SPRUCE tracks all financials and staff hours into 3 categories; Administration, Program, and Fundraising. Financials are printed monthly. A Form 990 is filed annually prior to Nov. 15 for the fiscal year July 1-June 30. Every 2 years SPRUCE does a financial review and every 4 years an audit is completed prior to the District Audit (2014, 2018, 2022, etc.

ANNUAL REPORT
Every 3-5 years SPRUCE will publish an Annual Report with this data for the public, grantors, etc.
Published 2015, 2019

Year	**2013/14**	**2014/15**	**2015/16**	**2016/17**	**2017/18**	***2018-19**	**TOTALS**
Enrolled Students	45	69	61	71	34	36	316
Fee Students	12	13	9	14	8	10	66
Unenrolled Students	55	127	236	117	118	55	708
Students Served	112	209	306	206	160	101	1094
Families	50	85	80	92	36	26	369
Volunteers (Hours)	73	63	146	150	98	150	680
Collaborators	36	98	53	102	62	50	401
Classes	27	32	43	53	52	33	240
Educational Events	28	27	21	21	19	18	134

*2018-19 is not finalized for the school year. Data is from 1-15-2019.

8. Marketing & Program Promotions
Programs are marketed on our Website, Facebook, by E-mail, Flyers, Brochures, Homeschool Conferences, Word-of-Mouth, Newspapers, Non-Profit Magazine, and Collaborations with our Classes and Educational Events. SPRUCE publishes a weekly Moose Bugle that is emailed, posted on Facebook, and our Website.
SPRUCE also publishes an annual Yearbook.

8.1. Marketing and Promotions Plan
A $50 Family Registration Fee is collected and used for marketing materials including; shirts, pens, Post-its, hot/ cold Thermos, jackets, window clings, fleece blankets, etc.

8.2. Brochures, Articles, Etc.
All Brochures, Flyers, News Articles, Moose Bugle Newsletters, Advertisements, or any other Marketing or Program Promotional Material is filed annually with Program Records.

FINANCE & FUNDRAISING

9. Financial Management, Policies & Procedures
All Accounting and Financial Management is located in a separate manual called Accounting Policies and Procedures Manual.

9.1. Accounting Policies & Procedures Manual
SEE SEPARATE MANUAL

10. Financial Records / Data
Our Fiscal year is July 1 through June 30. SPRUCE used an accounting firm, Frederick, Zink, and Elliott, to establish proper records for our first year of operations in 2013-2014. All subsequent years of financials are kept on QuickBooks for Non-Profits. SPRUCE runs three monthly reports; Profit and Loss/ Budget vs Actual, Cash Flow, and Statement of Financial Position. Quarterly, a Profit and Loss Detail Report is printed to maintain proper organizing of income and expenses to correct line items. All financial reports are filed in individual annual folders and kept in locked file cabinets in the Admin room.

Financials are maintained by the Executive Assistant, an Accountant, the Executive Director, Board Treasurer, and Board. All Fiscal Reports, Bank Statements, and Reconciliation Reports are created or compiled monthly by the Executive Assistant, emailed to the Board Treasurer for review and approval, then emailed to the Executive Director for final review and approval.

10.1. Annual Budget
An Annual Budget is tentatively created for the May SPRUCE Board meeting. The Annual Budget is primarily based on State Colorado Department of Education (CDE) Per Pupil Revenue (PPR) Funding received through a Shared School Service Contract through the Ignacio School District (ISD). This Shared School Service Contract is reviewed in May with the ISD Super-Intendent for annual renewal and submission to the ISD Board at the June Budget Board Meeting for adoption in their annual budget. Additional Budget income is calculated from estimating Grants, Fees, Fundraisers and Donations.

10.2. Budget Narrative
The Budget is created in Excel from a QuickBooks download from the previous year's data.
SPRUCE maintains the following accounts;

General Checking - Maintained with balance for daily operations
General Savings - Maintained for ease of transfers to checking
Savings Appropriated Funds - Maintained at 20% of Budget, Available for July 1 Summer/Fall operations.
Savings District Reserve - Liability for 4 Year CDE Audit through Ignacio School District, HOLD PPR
Savings Capital Campaign - Funds for Capital Campaign
Petty Cash - Used for staff supplies, misc. small purchases

The Annual Budget is primarily based on State Colorado Department of Education (CDE) Per Pupil Revenue (PPR) Funding received through a Shared School Service Contract through the Ignacio School District (ISD). Students attend SPRUCE as a Funded Student or Fee Based Student. Every family is required to pay a $50 Registration Fee prior to enrollment.

FUNDED STUDENT ATTENDANCE
October 1 is the State of Colorado official PPR student count date. SPRUCE Funded Students must be signed up for 180 hours of classes per year (90 hours of classes per semester) by signing a SPRUCE Contract for Service Transcript to qualify for funded student status. Students must attend 30 hours of classes prior to October 1. Students must attend on October 1 or attend within the two-week part-time count window that is 1 week before and after October 1 with a combination of two days before and one day after OR one day before and two days after. Students cannot attend a Public Funded Homeschooling Program and qualify for funded student status due to the CDE state Dollars going to that Organization. These students can only attend SPRUCE as a Fee Based Student.

REQUIREMENTS THAT MUST BE MET ANNUALLY TO QUALIFY FOR FUNDED SERVICES:
*Apply for enrollment by September 15th.
*Meet 30 hours of program attendance by October 1st.
*Maintain 90 hours of program attendance per semester.

FEE BASED STUDENT ATTENDANCE

- $50 per student for 1 quarter, 7 week class, 2 hours each class, total 14 hours
  (Additional costs may apply for class supplies, special instruction, etc.)
- $150 per student for ½ Day of the Full Day Program for 1 quarter, 7 week quarter, 3 hours each class, total 21 hours
- $300 per student for Full Day Program, 7 week quarter, 6 hours each class, total 42 hours
- $10 per student for Educational Event/Family Literacy Friday Events, 1 chaperone free
  (If the Educational Event requires additional fees, these will be accessed as the fee)
- $50 for Testing Services
- Additional Fee Based Services may be applicable

THE FOLLOWING CONDITIONS WOULD REQUIRE FEE-BASED SERVICES:
*Attendance at another publicly funded program.
*Enrollment after September 15th.
*Less than 30 hrs. of program attendance before October 1st.
* FAMILIES that choose to attend as fee based, not being able to meet the funded attendance policy.

The Annual Budget is approved at the June SPRUCE Board Meeting for fiscal year July 1-June 30. The Annual Budget Year Total is generally based on previous year's student count, responses to April/May Family Survey, and expected student return numbers. The Shared School Service Contract is paid over nine months, September-May. SPRUCE invoices Ignacio School District monthly and submits attendance. Fall and Winter Enrollments are also provided to the District to account for 180 student hours per year, 90 hours per semester for funded students;

ANNUAL PPR FUNDED BUDGET CALCULATION
Formula for SPRUCE Part-Time Funding of Colorado State Funds
PPR X 50% = ISD Portion
ISD Portion X 75% = SPRUCE Portion (ISD keeps 25%)
SPRUCE Portion X # Students = SPRUCE Total for Year/9 Months (September-May)

OCTOBER COUNT SOFT PPR FUNDED BUDGET ADJUSTMENT
Enter NEW # of Students calculated after October Count into formula
New PPR SPRUCE Total – Amount paid to date = NEW SPRUCE Total/7 Months (November-May)

JANUARY TAX SOFT PPR FUNDED BUDGET ADJUSTMENT
New Jan. PPR X # Students = Total for School Year
New Total – Previously paid amount = Total Remaining
Total Remaining/4 Months (February-May)

10.3. Cash Flow Reports
Reports are printed monthly, filed in financial folder.

10.4. Program Budgets
Program Budgets are determined annually based on student count and funding.

10.5. Financial Statements
SPRUCE prints three monthly reports; Profit and Loss/ Budget vs Actual, Cash Flow, and Statement of Financial Position. Quarterly, SPRUCE prints a Profit and Loss Detail Report.

10.6. Financial Analysis
The Board Treasurer and Executive Director analyze all monthly and quarterly reports. An accountant meets with the Executive Assistant quarterly and annually for taxes, accountability, and 990 preparation due November 15. The Annual 990 is available to view on the website.

10.7. Audit/ Review Reports
SPRUCE completes a Review every 2 years and an Audit every 4 years by a qualified auditor. The results are published on the website. SPRUCE will conduct an Audit the year prior to the School District Audit (2014, 2018, 2022)

11. Fundraising
All Board Members and Staff are encouraged to participate in fundraising activities. SPRUCE strives to establish one Annual Fundraiser and 2-5 smaller fundraisers. Fundraisers include: Curriculum Sale, SPRUCE Parent Home Business Sales, SPRUCE SPUDS, Scholastic Book Fair, etc.

11.1. Fundraising Plan
The Board discusses fundraising ideas in Jan-Mar. prior to the following school year. Tentative fundraisers and dates are established.

11.2. Lists of Sources/ Collaborations
See list on the website

11.3. Lists of Donors/ Grantors
Specific Donations and Grants can be found on the website. Donations and Grants received are given the following Sponsorship Levels

$1000 - Diamond SPRUCE Tree of Knowledge
Name/Business listed on donations for organization, website, Annual Report, newsletter, Facebook, flyers, and advertisements.

$500 - Platinum Apple of Education
Name/Business listed on donations for SPRUCE, website, Annual Report, newsletter, and Facebook.

$250 - Gold Star of Achievement
Name/Business listed on SPRUCE donations, website, Annual Report, and newsletter

$100 - Silver Bell of Learning
Name/Business listed on SPRUCE donations, website and Annual Report

$50 - Bronze Pencil of Studies
Name/Business listed on SPRUCE donations and website.

11.4. Fundraising Reports
Included in monthly Profit and Loss, Budget vs. Actual Report

12. Community / Public Relations
In recognition of the responsibility of SPRUCE to maintain continuing communication with present and potential users of the Organization and resources of Silver SPRUCE Academy so as to assure effective and maximum usage by all participants.

12.1. Media Relations Policy
The objectives of the public relations program of the organization are:

- To promote community awareness of program services
- To stimulate public interest in and attendance at SPRUCE
- To develop public understanding and support of the Organization and its role in the community

The following means may be used to accomplish the foregoing objectives:

1. Specific goals and activities shall be developed annually and the Program shall be evaluated periodically.
2. Personal and informational group contacts shall be maintained with government officials, opinion leaders, service clubs, civic associations, and other community organizations by organization staff and Board members.
3. Surveys of the community shall be made to assure the responsiveness of the Organization to the interests and needs of all citizens.
4. Local media shall be utilized to keep the public aware of and informed about the resources and services of the Organization.
5. Newsletters, brochures, and other promotional materials shall be produced and distributed regularly through effective methods of reaching the public.
6. The Organization may sponsor programs, classes, educational events, or activities and shall cooperate with other groups in organizing these to fulfill the needs of the community for educational, cultural, informational or recreational opportunities.
7. The Executive Director shall have the responsibility for coordinating the public relations and public informational activities of the Organization.

12.2. Interview Guidelines
All media calls are to be treated as important calls and we must ensure that we respond to the journalists' inquiry and/or interview request in a timely and informative way.
It is important not to respond to any questions on the initial call.
The person taking the call should say:
"I'm not the best person to talk to, but I will have the right person call you back."
OR
"I am not an expert in this area, but I can get someone to call you back."
For Executive Director/Board – "I am in a meeting at the moment, but will call you back as soon as possible."

The person taking the call must ask:

- What is your name?
- What publication are you calling from?
- When is your deadline?
- What information are you looking for or what is the topic of the interview?
- What is your phone number?

Once you have this information, tell the journalist that the Executive Director/Board Member will call them back before their deadline. Do not do the interview yourself.

Before the Executive Director/Board Member undertakes the interview they should:

- If possible, find out the journalist background and personality.
- Consult with Board President, Staff, and pertinent personnel in respect to info. requested
- Review key messages.
- Write out a game plan – what do you want to get across to the journalist?
- Less Information is More.

12.3. Interview Scripts

Prepare ahead of time, ask for interview questions if possible, pre-prepare with sample questions and answers.

1. Lead with the Why + What
2. Create Anticipation
3. Explore Extremes and The Unexpected
4. Make It Personal
5. Balance Abstract and Concrete Questions

12.4. Listing of Major Stakeholders and Contacts

Our Major Stakeholders include the students and parents participating at SPRUCE and the numerous collaborators we work with to provide classes. Additional Stakeholders include our community members in the Four Corners, area school districts, grantors, and volunteers.

12.5. Public Event Planning

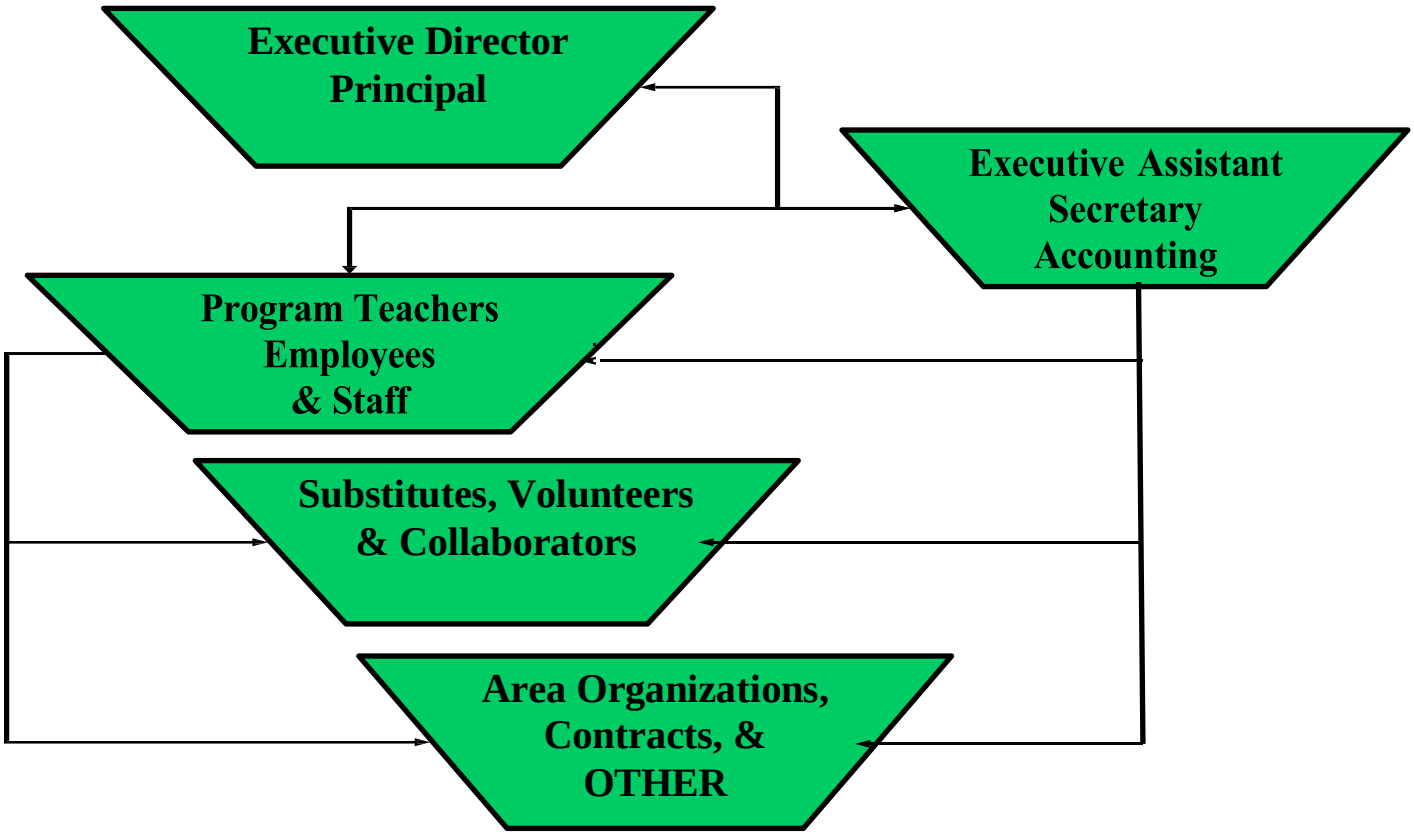
1. Establish Goals
2. Build your event planning team
3. Build a budget
4. Choose your venue and event date
5. Book speakers, entertainment, and catering
6. Setup registration
7. Use digital marketing
8. Begin fundraising before the event
9. Set up your venue and host your event
10. Evaluate your goals and follow up with guests

PERSONNEL POLICIES

13. Staff Organization & Data

The staff consists of a Principal/Executive Director, Executive Assistant, Program Teachers, Substitutes, Volunteers, Collaborators, area Organizations, Contracts for Service, and other connections that enhance our participants educational experiences.

13.1. Organization Chart



13.2. Job Descriptions

Executive Director

- Maintain Overall Strategic and Operational Responsibility of Organization
- Report to the Board of Director's for Financials, Fundraising, Monetary, etc.
- Direct Staff, Programs, Expansion, & Execution of the Mission
- Use External Presence & Relationships to Expand Collaboration
- Ensure Local Programmatic Excellence, Evaluation, and Quality
- Develop Deep Knowledge of Field, Programs, Operations, & Business Plans.
- Recommend Timelines and Resources to Achieve Strategic Goals
- Maintain Certifications & Expand in Business Management/Leadership
- Be Action-Oriented, Entrepreneurial, Adaptable, and Innovative
- Communicate with Strong Verbal & Written Skills
- Evaluate Organization to Communicate to Board & Stakeholders
- Lead with Passion, Integrity, Positive Attitude, & Mission-Driven
- Strong Marketing, Public Relations, and Fundraising Experience
- Assist in Program Direction as Needed

Executive Assistant

- Process Mail, Postage, PO Box, Bills, Letters, Replies
- Maintain Copy Machine, Copies, Monthly Bill, Meter Reading
- Manage Donations, Volunteers, Collaborators, and In-Kind Data
- Oversee Web Site, Facebook, Emails, Yearbook, Social Media, etc.
- Create Newsletter, Advertisements, Flyers, Calendars, Planners, Scheduling
- Banking, Deposits, Accounting, Payroll, Invoices, Statements, Budget, Tax
- Communicate with Accounting, Board, Executive Director, Staff
- Prepare/Attend Staff & Board Meetings, Maintain Files and Policies
- Travel for Supplies, Courier Service, or Additional Duties/Errands
- Orchestrate Registration, Enrollment, Attendance, Student Files
- Oversee Technology; Computers, Policy, IT, Updates, Maintenance, Individual Use & History
- Research and Order Supplies or Items for Office, Classes, Program, Etc.
- Attend Trainings, Seminars, Meetings, Classes, Certification Programs
- Assist in Program Operations & Other Duties as Needed

Program Teachers

- Maintain Teaching Certification w/ Trainings, Seminars, Meetings, Classes
- Coordinate & Teach Engaging Programs Across Grades / Curriculum
- Manage Student Learning, Safety, Communication, Guidance, & Discipline
- Work w/ Board, Staff, Parents, & Community to Enhance Programs
- Keep Space, Schedules, & Materials Organized to Maximize Duties
- Be Prepared and Professional in all Situations in Business Casual Attire
- Collaborate w/ Organizations, Volunteers, & Businesses for Enrichment
- Seek Approved Grants or Donations of Time, Materials, & Curriculum
- Submit Proper Fiscal Requests, Time Sheets, Attendance, Budgets, Reports
- Engage in Fundraisers, Meetings, & Other Events
- Communicate w/ Admin Verbally / Email about Day to Day Operations
- Be Proficient w/ Technology and Microsoft, Google, and Social Media
- Able to Travel for Classes, Students, Meetings, Supplies, and Activities
- Assist in Program Operations as Needed

13.3. Staff Address List

Available upon request.

13.4. Staff Information Form

Staff Biographies are available on the website and additional information is available upon request.

14. Personnel Policies & Procedures

14.1. SEE EMPLOYEE HANDBOOK

Silver SPRUCE Academy, Inc.

MAILING: PO Box 966 Bayfield CO, 81122
PHYSICAL: 115 Ute St. Ignacio, CO 81137-2084
970-759-3415 or 970-563-0681

Acknowledgement of Receipt for Executive Board Handbook

As a member of the Board of Directors of Silver SPRUCE Academy, Inc. I have a legal and ethical responsibility to ensure that the organization does the best work possible in pursuit of its goals. I support the purpose and mission of the organization and pledge my commitment to assist in carrying out its work. I acknowledge that I have received a copy of the Executive Board Handbook. I understand that I am responsible for reading the information contained in the Handbook. I understand that the handbook is intended to provide me with a general overview of SPRUCE's policies and procedures. I acknowledge that nothing in this handbook is to be interpreted as a contract, expressed or implied. I understand and accept that my membership with SPRUCE is at-will. I have the right to resign at any time with or without cause, just as SPRUCE may terminate my membership at any time with or without cause or notice, subject to applicable laws. I understand that nothing in the handbook or in any oral or written statement alters the at-will relationship. I acknowledge that SPRUCE may revise, suspend, revoke, terminate, change or remove, prospectively or retroactively, any of the policies or procedures outlined in this handbook or elsewhere, in whole or in part, with or without notice at any time, at SPRUCE's sole discretion.
SPRUCE has the Member's permission to use photos in the yearbook and promotional materials.

As a board member, I will consistently act responsibly and prudently. I understand my duties to include:

1. Legal, fiscal and moral responsibility, along with my fellow board members, for the well-being of this organization. As such, it is my responsibility to:

   - Be familiar with our budget and take an active part in the budget planning process.
   - Know and approve all policies and programs and oversee their implementation.
   - Take responsibility for making decisions on organization issues and board matters.
   - Interpret the Organization's work and values to the community, represent the organization and serve as a spokesperson.
   - Keep up-to-date on the business of the Organization.
   - Excuse myself from discussions, decisions and votes where I may have a conflict of interest.

2. Attend 75% of board meetings per year. Should I be unable to attend a meeting, I will, if needed, be available for telephone consultation. Additionally, I will serve on at least one board committee.

3. An annual personal financial contribution to the Organization. This may be given as a one-time donation each year or in mutually agreed to installments during the course of the year. I will personally donate $50 per year or an amount of _____ that I consider generous.

4. Active participation in one or more fundraising activities. This may include individual and/or special event solicitation or direct mail appeals.

5. Working in good faith with my fellow board members and staff toward the achievement of the Organization's goals.

Should I fail to fulfill these commitments to the organization, I understand that the Board President will call upon me to discuss my responsibilities. Should there come a time where I am no longer able to fulfill my obligations to the Organization, it will be my responsibility to resign my position as a member of the Board of Directors.

As a Board Member, I understand that the organization will be responsible to me in the following ways:

1. I will be sent, without request, quarterly financial reports and an update of organizational activities that allow me to meet the "prudent person" standards of the law. Further, I expect that I will have information about programs and policies, goals and objectives as appropriate.

2. Opportunities will be provided for me to discuss with the Executive Director and the Board President the organization's programs, goals, activities and status.

3. It is expected that Board Members and the Executive Director will respond in a straightforward fashion to questions that I feel are necessary to carry out my fiscal, legal and moral responsibilities to the Organization.

4. Board members and the Executive Director will work in good faith with me toward achievement of our goals.

5. If the Organization does not fulfill its commitments to me, I may call upon the Board President and Executive Director to discuss the organization's responsibilities to me.

6. The Organization will carry Director's and Officer's Liability Insurance.

_____
Print Name - Board of Directors Member

_____ _____
Signature – Board of Directors Member Date

_____
Print Name - Board of Directors President

_____ _____
Signature – Board of Directors President Date

_____
Print Name – Executive Director

_____ _____
Signature – Executive Director Date