



WYOMING AFTERSCHOOL ALLIANCE (WYAA)

Governance document approved February 26, 2007

Revised November 19, 2007

1. Governance Structure Purpose

The purpose of this document is to codify a Governance Structure for the Wyoming Afterschool Alliance (WYAA) so that:

- Partners, Board members, and staff understand their roles and responsibilities
- Partners who want to become more involved have a mechanism to do so
- There is a transparent decision-making process and structure

2. Governance History (up to December 2006)

WYAA is a coalition of Wyoming non-profit organizations, government agencies, public schools and professional groups that are united to:

Goal 1: Create a sustainable structure of statewide, regional and local partnerships, particularly school-community partnerships, focused on supporting policy development at all levels.

Goal 2: Support the development and growth of statewide policies that will secure the resources needed to sustain new and existing out of school time programs.

Goal 3: Support statewide systems to ensure that out of school time programs are of high quality.

Purpose and Mission

To create a structure that will support and promote afterschool programs which improve positive outcomes for youth and their families. Through targeted advocacy, we can ensure sustainability for high quality afterschool programs for all Wyoming youth.

Vision

All Wyoming youth will have equal access to no-cost or low-cost high quality afterschool programs that provide enhanced academic enrichment and youth development opportunities in all communities.

The Wyoming Afterschool Alliance was initiated in summer of 2006 under the name the Wyoming Afterschool Network, as it was recognized that a core advocacy focus would be

needed to ensure the full potential of out of school time programming throughout Wyoming. In the summer of 2006, Linda Barton, *Lights On in Lander*, began formally inviting organizations and agencies to attend the initiating meeting to gauge the interest in creating a Network. During the second meeting in September 06 the attending partners agreed that if there was enough interest in advocacy on behalf of out of school time programming to begin operating as a coalition, the Wyoming Afterschool Network was formed.

To assist with the decision-making process an initial Strategic Planning and Leadership Team was created at the September 06 meeting. The Team worked on the goals identified by the larger group and refined them. The results were presented to the partner agencies at the November 06 meeting. The Team consists of representatives of from between 8 and 10 agencies.

The Team elected to discuss alternate governance structures in the December 06 conference call. The Team elected to create a steering committee to act as the main decision making body of the Alliance until such time as a Board of Directors could be elected. The committee is comprised of representative partner agencies to ensure diversity in the decision-making process. Organizations serving on the Steering Committee have not been paid for their work; their participation has been an in-kind donation from their organizations, or contributed on a voluntary basis. The Alliance functions with the help of other short-term and long-term sub-committees, which advise the Steering Committee on decisions related to specific issues. Major decisions about The Alliance activities, such as the creation of our Strategic Plan and this Governance Structure, have been distributed for discussion to partner agencies prior to adoption by the Committee.

3. Doing Business through an Existing Non-Profit Organization

The Alliance functions as a long term initiative to advance afterschool programming in Wyoming. The Board of Directors (BOD) is the governing body for the Alliance. The Alliance will operate as an initiative through the Wyoming Community Foundation under the auspices of their 501(c)(3). While this is not an all-inclusive list, as fiscal sponsor, the Wyoming Community Foundation has pledged:

- a. WYCF BOD holds full responsibility for decision making of the Alliance Board and will receive annual reports from WYCF designated staff representation;
- b. Allow the Alliance's Board of Directors to operate as an independent decision-making body (with representation from diverse interests) so long as no actions conflict with the adopted charitable practices and mission of the Wyoming Community Foundation;
- c. Maintain accurate financial records and report to the Alliance BOD quarterly;
- d. Keep overhead allocations from new grants as low as possible so as to direct maximum funding to the Alliance's program activities; and
- e. Provide appropriate liability protections such as Directors' and Officers' insurance coverage.

4. Board of Directors

The Board of Directors holds the decision-making responsibility for the Alliance. An estimated minimum time commitment for Committee members is approximately 4 hours a month. Specific Committee duties and responsibilities include:

- a. Providing policy direction for The Alliance consistent with the National Afterschool Alliance and the tenets of partner agencies.
- b. Adopting an annual budget and ensuring that adequate financial and other resources are available to advance the Alliance's vision, mission, and goals
- c. Adopting an Annual Action Plan for The Alliance (within the constraints of the annual budget), ensuring that its scope aligns with partner affiliates, and advances the mission of the Wyoming Afterschool Alliance
- d. Hiring/dismissal of the staff for the Alliance (Conduct annual review of the staff). The Board must vote on the hiring or dismissal of the staff.)
- e. Serving on at least one active Committee of the Alliance.
- f. Attending committee meetings every other month via teleconference; attending the annual meeting of the Alliance; and paying for the costs associated with meeting attendance and conference call participation
- g. Participating actively in email discussions, and replying promptly especially when a vote is called.

5. Board of Directors Structure

The Board of Directors includes up to 12 partners but not less than five, and consists of a broad representation from groups that are associated with the Alliance. The Board seats are held for organization types as opposed to individuals. Each partner seat on the Board has an appointed representative (selected by the partner holding the seat) and each organization holding a seat has the option to designate an alternate. If necessary, the representative organization can change the person who represents their interests on the Board of Directors. The organization shall promptly notify the Alliance Coordinator of any change. All Board members must be a partner.

What follows is a summary of the requirements and guidelines for appointments to the Board of Directors:

A. Geographic distribution: The Board of Directors strives for geographic equity through its represented decision-makers.

B. Fiscal Sponsor Has Standing Member Status on the Board of Directors The Wyoming Community Foundation is the only group that automatically retains a seat on the Board of Directors.

C. Board Composition: The Board of Directors always has representation from the following partners: Wyoming Department of Education and the fiscal sponsor. Examples of other representation include:

- State agencies
 - Community College Commission
 - University of Wyoming
 - Department of Workforce Services
- Out of school time programmers
 - Early childhood
 - Elementary

- Intermediary
- Secondary
- Professional organizations
- Wind River Reservation

6. Board of Directors Elections, Removal and Appointment Processes

Elections: Except for the Wyoming Community Foundation, Board of Directors partners are elected for three-year terms from the active partners, with one-third of the directors (up to 4 seats) up for election each year. The first elections for the Board of Directors will take place in 2007. Elected Board of Directors seats may be held for a maximum of two full terms. The nominating committee issues a call for nominations from partners approximately three months before an election by soliciting nominations within the specific categories for seats that are up for a vote. Election of Board members will be held at the annual meeting by the partners in attendance. After two full terms of service on the Board of Directors, the partner organization must take a minimum of a one-year break before seeking to be re-elected or re-appointed to the Board of Directors. All Board members must be partner agencies.

Removal: A member of the Board of Directors can be removed from the governing body through a vote of two-thirds of the Board members, if it is determined that the member is not serving the best interests of the Wyoming Afterschool Alliance. Such charges could include (but are not limited to): a breach of ethics, a conflict of interest, non-performance, or missing a majority of meetings held in a year.

Appointments: If a Board of Directors slot is open, if a member resigns, or if a member is removed in the middle of their term, the Board of Directors can appoint a partner to fill the seat. The Board of Directors is not required to appoint the maximum number of open Board of Directors seats during any election or at any time, if it is deemed undesirable for any reason.

7. Partnership Decision-Making Process

The Alliance is governed by its Board of Directors and utilizes Robert's Rules of Order. While unanimity is a goal, voting decisions will prevail through a majority vote of Board members present at a meeting. A quorum for decision-making at meetings is set at 50%+1 of the Board members. Decisions can also be made over email through a majority vote as long as a quorum of Board of Directors members respond by a given deadline, which cannot be set for less than three business days from the date it is issued.

Regular Board of Directors meetings are held quarterly. Committees make recommendations to the Board of Directors related to specific issues that need advance discussion. Decisions regarding the adoption of the Strategic Plan, Annual Action Plans, and any proposed revisions to the Governance Structure are made by the Board of Directors after soliciting written input from partner agencies. For these aforementioned decisions, two weeks will be the minimum time period for which partner affiliates will be invited to make comments on the proposed documents or changes. The Board of Directors may also choose to solicit input by partner agencies for other decisions; however, the length of time for a response in these situations is variable, depending on the nature of the request. Partners are also invited to write to the Board of Directors or the

Coordinator at any time with their comments, recommendations, and ideas. For formal disagreements/disputes all communication should be directed to members of the executive committee.

8. Establishing and Electing Officers and the Executive Committee

The Alliance Board of Directors operates with an executive committee elected by the majority decision of the Board of Directors. Any Board member is eligible to serve as an officer. The officers of the Board of Directors comprise an Executive Committee. The purpose of the Executive Committee is to provide consultation and advice on an as needed basis to the Director and does not make any formal decisions for the Board of Directors. The Alliance officers and their basic duties are as follows:

Chair

- Conducts the board meetings and the annual meeting
- Holds a supervisory relationship with the Director and acts as the liaison between the Director and the full board
- Leads the annual evaluation of the director by the executive committee
- Works with the director to develop Board of Director's meeting agenda
- Has ex-officio status on all partnership committees
- Asks for a motion and a second for votes being held at meetings or over email, and reports back on the results of votes taken over email

Vice Chair

Assumes the duties of Chair when the Chair is absent or temporarily unable to serve

Secretary

Takes minutes at Board meetings and the Annual Meeting, and maintains electronic copies of these minutes. (Note: The Director also retains electronic and hard copies of all Steering Committee and Annual Meeting minutes).

Treasurer

Chairs the Finance Committee and works with the 501(c)(3) host organization on The Alliance's annual financial report, budget, and all issues related to financial management

9. Committees of the Wyoming Afterschool Alliance (WYAA)

The Alliance operates through the help of subcommittees, which vet a variety of functions including administrative, management, and programmatic issues. Brief minutes will be kept for each committee meeting, and those minutes will be forwarded to the Secretary and the Coordinator. The Alliance has five standing Committees:

- Executive Committee –Board Officers and/or chair of each committee
- Sustainability Committee
- Quality Committee
- Nominating Committee (intermittent)
- Policy Committee
- Communications Committee

All committee members are appointed through a vote of the Board of Directors.

The Board of Directors determines composition issues when creating Committees and the Chair appoints the persons to serve on Committees. Ad Hoc committees may be appointed by the Chair from time to time to fulfill specific time-bound responsibilities. A list of active committees, their descriptions, and their membership is available upon request.

10. Annual Meetings

So as to minimize travel expenses, partnership annual meetings are generally held in conjunction with national conferences or in another location as deemed appropriate by the Board of Directors.

11. Amending the Governance Structure

This Governance Structure can be amended through a two-thirds vote of the Board of Directors, after soliciting input on the draft revisions from partners.

12. Dissolution of the Wyoming Afterschool Alliance

Dissolution of the Wyoming Afterschool Alliance can occur only through a two-thirds vote of the Board of Directors at an Annual Meeting, after soliciting input on such a process through partners.