



**Rilke Schule  
German School of Arts and Sciences  
Bylaws  
4th Amendment  
Adopted by the  
Academic Policy Committee  
February 10, 2014**

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## ARTICLE I

### Name, Purpose, Office, Statute and Code, Fiscal Year, and Governance

#### SECTION 1. Name.

The name of the organization shall be *Rilke Schule German School of Arts and Sciences* and shall hereinafter be referred to as “the school”.

#### SECTION 2. Purpose.

The purposes for which the school is organized are determined by the Academic Policy Committee (hereinafter APC) and described within these bylaws.

#### SECTION 3. Office.

The principal office shall be at the facility of the school, located within the Municipality of Anchorage.

#### SECTION 4. Statute and Code.

The school shall operate in accordance of the laws and statutes of the State of Alaska.

#### SECTION 5. Fiscal Year.

The fiscal year of the school shall coincide with the fiscal year of the Anchorage School District (hereinafter ASD), July 1 through June 30.

#### SECTION 6. Governance.

The school shall be governed by the APC.

## ARTICLE II

### Academic Policy Committee

#### SECTION 1. General Powers.

The affairs of the school shall be managed by its APC. The APC shall be a single body. In addition to governing and supervising all aspects of the school, the APC shall fulfill the duties prescribed in AS. 14.03.250 *et. seq.*, (Establishment of Charter Schools) and as set forth in these bylaws and shall perform the following functions, including, but not limited to:

- a. Ensure the fulfillment of the mission of the school as stated in the Rilke Schule German School of Arts and Sciences-Anchorage School District contract.
- b. Uphold the mission statement as stated in the Rilke Schule German School of Arts and Sciences Anchorage School District Charter, December 14<sup>th</sup>, 2009 and approved by the State of Alaska, March 24<sup>th</sup>, 2010. It shall oversee accountability in academics, legal/risk management, finances, operations/maintenance, capital budgeting issues of the School and as otherwise permitted or required by above mentioned contract or by law. The mission statement of the school is “*Rilke Schule—German School for Arts and Sciences* is a K through 8 school that provides an outstanding education focused on high academic achievement by engaging each child through an enriched language curriculum taught primarily in German.”
- c. Promote professional conduct in accordance with ASD policies and union contracts.
- c. Contract with a Type B certified administrator or as otherwise qualified.
- d. Delegate to the principal those tasks deemed appropriate by the APC and render to the principal opinions regarding the hiring, evaluation, German language ability, and/or

- termination or non-retention of teachers, staff, and other personnel to the extent permitted by law.
- e. Review and approve contracts.
  - f. Review, upon request by any parent, teacher, or staff, concerns regarding requests for any purchase of materials, as well as student-school concerns, if not satisfactorily resolved first through the teachers and principal.
  - g. Review and rule on any other questions, issues, or policies that may arise from time to time, to the extent permitted by law.
  - h. No member of the APC shall act on his/her own in the name of the APC unless so authorized by these bylaws or by resolution of the APC.
  - i. Establish and maintain policies and procedures for the strategic governance and efficient operation of the school. The APC is the only body authorized to establish school policies. These policies may not be less restrictive than ASD, state, or federal mandates. The principal or his/her designee shall create school procedures as applicable to execute the policies established by the APC.

## SECTION 2. Members of the Academic Policy Committee.

The APC shall be comprised of APC officers and APC members. Both shall make up the APC board. According to AS Sec. 14.03.250(b), the APC shall consist of parents of students attending the school, teachers, school employees, and community members.

- a. The APC shall consist of nine (9) elected members. It will include seven (7) members that are parents and or community members, two (2) that are school employees (not including the principal).
- b. The principal of the school shall serve as a non-voting member.
- c. The immediate past chair, if not a current APC board member, will serve as a non-voting member for the term of one year from the annual meeting. If the immediate past chair is currently serving on the APC as an elected member or is unavailable, the APC will appoint a former member of the APC to serve in that position.
- d. The APC may invite others to serve on the APC as non-voting guests of the committee from time to time.

## SECTION 3. Voting Members

All elected APC members are eligible to vote on all issues; however, the two (2) employee representatives may not vote on matters of personnel, staffing, or principal contracts.

## SECTION 4. Term.

The length of the term of all elected parent and community members of the APC shall be two (2) years. These terms shall be staggered such that three (3) of the terms will end in even-numbered years, and four (4) positions will end in odd-numbered years, with elections to fill them to be held in conjunction with the annual meeting as outlined elsewhere in these bylaws.

The length of the term of the two (2) employee representatives shall be one (1) year. The employee representative position terms are staggered for re-election annually with elections in October and April.

The length of the term for the principal shall run concurrent with the term of contract/employment.

## SECTION 5. Term Limits.

There shall be no limits on the number of terms that any voting member of the APC may serve.

**SECTION 6. Vacancies.**

Any parent/community member vacancy occurring on the APC shall be filled by a majority vote of the remaining parent/community members of the APC and shall be elected for the unexpired term of his or her predecessor in office. No vacancy shall continue for longer than two months or until the next annual meeting of the APC, whichever occurs first.

Any staff member vacancy occurring on the APC shall be referred to the principal to conduct a staff replacement election, and shall be elected for the unexpired term of his or her predecessor in office. No vacancy shall continue for longer than two months or until the next regularly scheduled vote for that position, whichever occurs first.

If the principal resigns or is removed from office, the teacher in charge will fill the seat until an acting or permanent principal is selected.

**SECTION 7. Compensation.**

Members of the APC shall not receive salaries for their services on the board. However, nothing in this section shall prevent any APC member from serving the school in another capacity and being compensated for that service.

**SECTION 8. Resignation.**

Any APC member may resign at any time by giving written notice to the chair or secretary of the APC. Such resignation shall take effect at the time specified therein or as otherwise negotiated by the APC and the acceptance of such resignation shall not be necessary to make it effective.

**SECTION 9. Removal.**

APC members are expected to attend all regular APC meetings. A request for an excused absence from a meeting must be communicated to the APC chair and secretary not less than 72 hours in advance or as soon as it is known, whichever is later. The APC may remove any APC member who has three (3) unexcused absences during a term. Furthermore, failure to adequately perform one's duties as required by the position or failure to abide by the Code of Ethics may lead to removal from the APC. Removal shall require a majority vote of the voting members of the APC.

**SECTION 10. Conflict of Interest.**

- a. An APC member (voting or non-voting) shall disclose to the chair and secretary all real and perceived conflicts of interest. APC members with a conflict of interest may not act in matters in which they have a substantial and material interest.
- b. Conflict of Interest Defined. An APC member shall be considered to have a conflict of interest if he or she or a member of his or her immediate family:
  - i. has an economic interest in a transaction which is the subject of proposed action by the school and the economic interest is adverse, competitive, potentially adverse, or potentially competitive to the interest of the school;
  - ii. is a member of or holds a significant interest in another entity that is the subject of the proposed action by the school;
  - iii. is an officer or manager of another entity that is the subject of the proposed

- action by the school; or,
- iv. is a party to or a potential party to threatened or pending litigation or administrative proceedings in which the position is adverse to that of the school.

However, a member does not have a conflict of interest where the interest of the member or his or her immediate family is no different than that of the APC.

c. Determination of Substantial and Material Conflict of Interest.

When an APC member has a potential conflict of interest on a matter, the member shall notify the APC board before the board considers the matter. This report shall be recorded in the minutes of the meeting of the APC.

Ultimate authority for determining the existence of a conflict lies within the powers of the APC to determine by majority vote. An APC member with a possible conflict of interest may answer questions posed to him/her by the other members of the APC, but shall leave the meeting while the disinterested members discuss and vote on the issue.

The board may void an action of the APC when the action included participation of a member with a conflict of interest, upon a showing that (i) the vote of the disinterested members present at the meeting and voting would have been insufficient to take the challenged action without the inclusion of the vote of the member who had the conflict, and (ii) the action taken was unfair to the school.

### **ARTICLE III**

#### **Officers of the Academic Policy Committee**

**SECTION 1. Officers.**

The officers of the APC shall be chair, vice chair, secretary, and treasurer, each of whom must be a parent-elected member of the APC in good standing. The APC may elect or appoint such other officers, including one or more assistant secretaries or assistant treasurers, as it shall deem desirable, and such officers to have the authority and perform the duties prescribed from time to time by the APC. Only elected parent and community members who are not in any kind of employment relationship with the school may be elected to an officer position.

**SECTION 2. Election and Term of Office.**

The term of all officers of the APC shall be one (1) year. The officers of the APC shall be elected yearly by a majority vote of the APC at the first regular meeting following the annual meeting of the APC. If the election of officers cannot be held at that meeting, elections shall be held as soon thereafter as possible.

**SECTION 3. Removal.**

Any officer elected or appointed by the APC may be removed from office by a simple majority vote of the APC whenever in its judgment the best interests of the School would be served thereby.

**SECTION 4. Vacancies.**

A vacancy for any office shall be filled by a majority vote of the APC for the unexpired portion of the term at the next meeting. It shall be filled from existing voting APC members.

**SECTION 5. Chair.**

The chair shall be the presiding officer at all meetings of the APC. The chair shall have such authority and perform such duties as shall be directed by the APC from time to time.

- Sets the agenda
- Runs meetings in accordance with the most recent edition of *Roberts Rules of Order, Newly Revised*
- Serves as primary conduit to contracted staff
- Speaks on behalf of the APC
- Ex officio member of all committees and subcommittees
- Liaison to RSV, RSI, and ASD board chairs

#### SECTION 6. Vice Chair.

In the absence of the chair, the vice chair or other APC member designated by the chair shall perform the duties of chair. The vice chair shall perform such duties as shall be directed by the APC from time to time.

- Fills in for chair as needed
- Leads APC communication team
- Correspondence functions (drafting documents, policies, APC written responses)
- Leads APC member orientation and training
- Liaison to RSV, RSI, and ASD board vice chairs

#### SECTION 7. Secretary.

The secretary shall keep the minutes of the meetings of the APC as computer files; see that all notices and agendas are duly given and posted in accordance with the provisions of these bylaws or as required by law; keep an updated list of the mailing address, e-mail address, and telephone numbers of each member of the APC; establish and manage a records management system for all APC records; serve as the official archivist for all APC correspondence, nominations, and other related documents; maintain the master APC calendar; and perform such other duties as from time to time may be assigned by the APC.

- Serves as recording secretary
- Serves as parliamentarian
- Establishes and maintains records management system for APC
- Prepares and posts agendas
- Authors meeting minutes
- Liaison to RSV board secretary

#### SECTION 8. Treasurer.

The treasurer shall present to the APC the annual budget for the forthcoming year which has been prepared by the school, and shall ensure that it justly supports the mission and goals of the school. The treasurer will present an update on the budget at each APC meeting, and in all ways shall be accountable to the APC and the school board on budgetary matters. The treasurer shall cause to be completed the audits specified in the APC bylaws and policies. The treasurer will serve as the school financial liaison and will serve as the coordinator of all school funds.



- Leads budget oversight process
- Presents recurring financial updates to APC
- Leads the Budget and Finance Subcommittee
- Oversees APC contracts
- Liaison to RSV and RSI board treasurers

SECTION 9. Committee Chairs

- Lead committees
- Present committee reports to APC
- Maintain records and minutes of committee and subcommittees
- Solicit volunteers for committee membership, present nominations to APC for approval, and maintain committee member contact information
- APC officers may not serve as committee chairs

SECTION 10. Staff Representatives

- Provide APC updates at school staff meetings
- Solicit staff feedback for APC questions and items of interest
- Present written or oral reports to the APC

SECTION 11. Principal

- Serves as the school's chief administrative officer
- Responsible for the school's financial management
- Presents written reports to the APC in advance of all regular meetings
- Ex officio member of all committees and subcommittees
- Primary liaison to ASD

SECTION 12. Immediate Past Chair.

The immediate past chair will be empowered to initiate proposal of and revision of APC policies.

## **ARTICLE IV**

### **Election of Members to the Academic Policy Committee**

SECTION 1. Elections Committee.

In November of each year, the chair of the APC shall appoint an Elections Committee of three (3) persons. Two (2) persons shall be parent-elected, voting members of the APC not running for re-election, and one (1) person shall be a parent of a student enrolled in the school but who is not a member of the APC. The Elections Committee shall oversee the election process for all parent-elected positions on the APC in accordance with APC election policies. The Elections Committee shall do the following:

- a. In January, solicit, review, and accept applications from candidates for membership to the APC.
- b. At its discretion, nominate individuals who have not submitted an application as candidates for positions on the APC.
- c. Make available within the school office and on the school's website, copies of any

- statements any candidate submits to the nominating committee for the parents, students, or personnel.
- d. Establish a forum for public introduction of each candidate.
  - e. Promote open and transparent elections, and ensure that candidates campaign in such a way that it does not interfere with educational activities, or negatively affect safety or traffic flow. Ensure that no active campaigning of any sort occurs within the school on election day.
  - f. Receive the most current parent/guardian list from the school administration for the purpose of determining voter eligibility.
  - g. Prepare a secret ballot listing the candidates.
  - h. Distribute and collect the secret ballots and otherwise oversee the election so that it is conducted in a fair manner.
  - i. Advise the candidates and the APC of the election results.
  - j. Prepare a report stating the results of the election, which report shall be kept at the principal office of the school and be made available for review by interested parents, teachers, or staff members.
  - k. The Election Committee chair shall provide oral highlights of this report to the full APC at the first scheduled meeting after the election and provide to the APC the election results for a full APC certification vote. The APC chair shall post the certified election results within three (3) days of certification.
  - l. Be the initial point of inquiry or appeal for parents or candidates having concerns or questions about election procedures, policies, or other related activities.

#### SECTION 2. Rilke Schule Staff Elections.

In October and April of each year the staff employees will elect by secret ballot one (1) representative to a one (1) year term on the APC. In the event there is only a single candidate in the election, barring any objection, approval may be made by voice vote. The aforementioned Elections Committee does not have jurisdiction in staff elections.

- a. Only school employees may vote for their representatives in those elections. The principal does not vote in the election.
- b. In the event a teacher is also a staff member with an assignment of .5 or greater at the school, he/she is only eligible to run in the staff elections.

#### SECTION 3. Eligibility to Vote for Parent/Guardian-Elected Member Positions.

Only parents or legal guardians of students currently enrolled in the school on the day of the election, and any voting APC member, are eligible to vote in elections of parent/community member positions. Regardless of number of children at the school, each parent/guardian is allowed to cast one vote. Only the first two (2) parents/guardians listed in the ASD record system will be considered eligible to vote. The Elections Committee will be responsible for monitoring voter eligibility and resolving any disputes involving the casting of ballots. Parents of school students and community members within ASD boundaries are eligible to run for the parent/guardian-elected APC positions, unless excluded from doing so elsewhere in the bylaws.

#### SECTION 4. Casting of Votes for Parent/Guardian-Elected Members

Voting may occur in two (2) ways: (1) during the polling hours on the date of the annual meeting, by obtaining and submitting to the school the secret ballot prepared by the Elections Committee, or (2) by absentee ballot completed in accordance with APC-established policies and procedures.

Polling hours shall end thirty (30) minutes prior to the annual meeting being called to order.

- a. Only in-person and absentee voting is permitted. Telephonic, proxy, facsimile, or other method of voting not expressly authorized herein is not permitted or valid.
- b. All eligible voters, as defined elsewhere in the bylaws, who are both parents and current staff at the school may vote for both parent and teacher positions on the APC.
- c. The principal is not eligible to vote in any APC election.

## **ARTICLE V**

### **Meetings of the Academic Policy Committee**

#### **SECTION 1. Conduct of meetings.**

The guidelines contained in the most recent edition of *Robert's Rules of Order, Newly Revised* shall govern the conduct of meetings of the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

#### **SECTION 2. Annual and Regular Meetings.**

The APC will conduct meetings in accordance with the Open Meetings Act, A.S. 44.62.3 10 et seq., Anchorage Municipal Code, and Anchorage School Board policy. All meetings shall be conducted and all notices and agendas posted in accordance with these regulations. If any portion of these bylaws is more specific than these regulations, then that portion of these bylaws shall control these regulations, unless prohibited by law.

The annual meeting of the APC shall be held in February of each year for the purpose of electing members of the APC and for the transaction of such other business as may come before the meeting. The APC shall also hold regular meetings typically monthly but at least four (4) times a year. Annual and regular meetings can coincide.

#### **SECTION 3. Special Meetings.**

Special meetings of the APC may be called by the chair, the principal, or any three members of the APC.

#### **SECTION 4. Place of Meetings.**

The APC may designate any place within the Municipality of Anchorage as the place of meeting for any annual meeting, regular meeting, or special meeting.

#### **SECTION 5. Notice of Meetings.**

Notice of annual, regular, or special meetings stating the place, day, and hour of any meeting shall be delivered, either personally, telephonically, or by e-mail to each member of the APC not less than one (1) day before the date set for such meeting. In addition, at least twenty-four (24) hours prior to each meeting, notice of and the agenda for each meeting shall be posted at the school. New issues not posted on the agenda may nonetheless be raised, discussed and voted upon at any regular meeting.

**SECTION 6. Quorum.**

A majority of the voting members of the APC constitutes a quorum. Telephone participation is permitted.

**SECTION 7. Manner of Acting.**

The act of a majority of the members of the APC at a meeting at which a quorum is present either in person or by telephone shall be the act of the APC, unless a vote greater than majority vote is required by law, APC policies, and/or by *Robert's Rules of Order, Newly Revised*.

**SECTION 8. Standards of Conduct for APC Members.**

All APC members shall sign and abide by the "Code of Ethics for Rilke Schule Academic Policy Committee Members". This document shall be created, modified, and approved by a majority of the APC board.

**SECTION 9. Executive Sessions.**

All regular and special meetings of the APC shall be open to the public, except that, upon a vote of a majority of the members present, an executive session may be held to discuss matters including but not limited to:

- a. Attorney-client matters
- b. Contract proposals or negotiations
- c. Sensitive personnel matters
- d. Student discipline matters

The motion requesting the executive session shall state the nature of the matter to be discussed. Only those persons invited by the APC may be present during the executive session. Unless invited or permitted by law, no teacher or teacher's aide, or APC member shall be entitled to attend any executive session in which personnel issues specific to a particular employee are discussed. No teacher, teacher's aide, or APC member shall be entitled to vote on any such issue in public session. The APC shall not make final policy decisions, nor shall any resolution, rule, regulation, or formal action or any action approving a contract or any other final action, be approved at any session which is required by law to be open to the general public. Matters discussed during the executive sessions shall remain confidential among those attending. The secretary of the APC shall maintain topical minutes of all executive sessions. The APC secretary shall create and maintain a non-disclosure statement to be signed by all guests attending any executive session.

**ARTICLE VI  
Principal**

**SECTION 1. Selection/Removal.**

The principal shall be selected by the APC. Removal of the principal will require a two-thirds vote of the parent/guardian-elected members of the APC when in its judgment the best interests of the school would be served thereby and should follow the terms described in the principal's employment contract.

**SECTION 2. Duties and Responsibilities.**

The principal shall have those day-to-day management and other duties as assigned and delegated by the APC, or as required by law. With the advice of the APC, the principal shall select, appoint, or otherwise supervise employees of the school. The principal shall see that all policies, orders, and resolutions of the APC are carried into effect. The principal shall:

- a. Maintain financial records of the school and present monthly written financial reports to the APC
- b. Manage the day-to-day operation of the school and execute the requirements of his/her own employment contract
- c. Meet regularly with parents and with staff of the school to review, evaluate, and improve operations of the school
- d. Submit appropriate information as required by the ASD, Department of Education, or other federal and state agencies
- e. Submit for approval or disapproval to the APC all significant policy and financial decisions that may have a substantial impact upon the school
- f. Perform other duties as assigned by the APC or outlined in the job description
- g. Serve as an ex officio member of all APC committees and subcommittees

## **ARTICLE VII Committees**

### SECTION 1. Permanent Committees.

The APC shall have three standing committees, with the following subcommittees:

- Facilities: Safety and Security, Infrastructure, Supply and Support
- Performance: Evaluation and Analysis, Ethics and Inquiries, Human Relations
- Strategic Planning: Budget and Finance, Development, Planning

The APC shall also have an Elections Committee, as noted elsewhere in these bylaws.

Each standing committee shall have three subcommittees as outlined above. All standing committee meetings are subject to all laws, policies, and procedures of APC meetings. Voting members of each standing committee shall be the committee chair, committee vice chair, and the three (3) subcommittee chairs. The APC chair and principal are ex officio members of all APC committees and subcommittees.

Committee membership shall run from May to May each year.

### SECTION 2. Committee Chairs and Vice Chairs

Only parent/guardian-elected members may chair standing committees. Any APC member may serve as vice chair of a standing committee. Committee chairs and vice-chairs will jointly select committee members from lists of volunteers who are parents of children attending the school, community members at large, and Rilke Schule staff members. Standing committee membership shall be approved by a vote of the APC board each May, or as soon thereafter as possible.

### SECTION 3. Committee Chair Responsibilities

Committee chairs are responsible for:

- a. Designating a committee secretary/scribe for the purpose of maintaining records, writing

- minutes, and addressing correspondence
- b. Providing committee updates to the APC at least once per month during the school year
- c. Soliciting volunteers to serve the remaining term of a vacated committee position

#### SECTION 4. Standing Subcommittees

Standing Subcommittees may be chaired by an APC member, parent/guardian, school staff member, or member of the community at large. These subcommittees act as working groups to accomplish specific work for the APC. Standing subcommittee membership shall be approved by a vote of the respective parent standing committee, within thirty (30) days of the parent committee's membership being approved by the APC.

Subcommittee chairs are responsible for:

- a. Soliciting qualified and interested volunteers to serve on the subcommittee
- b. Designating a committee secretary/scribe for the purpose of maintaining records, writing minutes, and addressing correspondence
- c. Providing committee updates to the parent standing committee at least once per quarter during the school year
- d. Soliciting volunteers to serve the remaining term of a vacated subcommittee position

#### SECTION 5. Other Special and Ad Hoc Committees

The APC may, by a resolution adopted by a majority of the APC, designate and appoint one or more special or ad hoc committees to perform specific tasks assigned by the APC. The APC shall appoint a committee chair and receive monthly updates from the committee chair. Special/ad hoc committee chairs have the same duties and responsibilities listed elsewhere in these bylaws for standing committee chairs.

#### SECTION 6. Instruction and Responsibility.

Each committee shall be clearly instructed that each member is being asked to serve for the period of 1 (one) year, the service the APC wishes each committee to render, the extent and limitations of the committee's responsibility, the resources the APC will provide, and the approximate dates on which the APC wishes to receive reports.

#### SECTION 7. APC Powers and Prerogatives.

All recommendations of a committee must be submitted to the APC for official action. The APC shall have the power to dissolve any special or ad hoc committee at any time during the life of the committee.

#### SECTION 8. Committee Meetings.

Special committees to the APC shall comply with the requirements concerning public meetings as described elsewhere in these bylaws.

### **ARTICLE VIII**

#### **Contracts, Bank Accounts, Checks, Withdrawals, and Accounting**

##### SECTION 1. Contracts.

The APC has the authority to enter into contracts, execute and deliver instruments, and otherwise legally

bind the school. With a majority vote, the APC may delegate this authority, either in specific instances or in general, to the principal or his/her designee, or to any officer of the APC.

**SECTION 2. Bank Accounts, Checks, Withdrawals, etc.**

Withdrawals or transfers from any and all ASD-monitored school funds, bank accounts, budget transfers, and any expenditures over five hundred dollars (\$500) shall be approved by both the APC treasurer and the principal, with APC approval obtained for expenses and budget changes over \$2,000. Any expenditures or changes in the budget less than five hundred dollars (<\$500) require only the approval of the principal.

**SECTION 3. Accounting.**

The principal or his/her designee shall present a written financial report to the APC three days prior to each regular APC meeting. This report shall include at minimum a ledger itemizing all income, expenses, and budget transfers since the previous regular APC meeting, and, as needed, copies of all accompanying bank account statements. The APC may at any time cause a full or partial independent audit of all school monies to occur. At a minimum, the APC shall cause a full independent audit of all school monies every two (2) years, with reports of financial health and the audit's findings presented in writing and orally at the annual meeting every odd-numbered year.

**ARTICLE IX  
Indemnification**

**SECTION 1. Duty to Indemnify.**

Subject to the sections below, the school shall defend, indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the school) by reason of or arising from the fact that the person is or was an APC member of the school against costs and expenses (including attorney's fees) of the suit, action, or proceeding, judgments, fines, and settlements actually and reasonably incurred in connection with the action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the school and, with respect to a criminal action or proceeding, did not know and had no reasonable cause to believe the conduct was unlawful.

The termination of any action, suit or proceeding shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the school and, with respect to a criminal action or proceeding, a presumption that the person did not know and had no reasonable cause to believe that the conduct was unlawful.

**SECTION 2. Denial of Right to Indemnification.**

Subject to the provisions of Sections 5 and 6 below, or unless otherwise ordered by a court, indemnification and defense under Section 1 of this article may only be made by the organization upon a determination by the board that defense and indemnification of the APC member, is proper under the circumstances because the person has met the standard of conduct set forth in Section 1 of this Article, provided however, no person may receive defense or indemnification in those matters in which that person was adjudged to be liable for negligence or misconduct in the performance of corporate duties. In the case of any challenge to the propriety thereof, the person shall be afforded a fair opportunity to

be heard as to that determination. Defense and indemnification payment may be made, subject to repayment upon ultimate determination that defense and indemnification is not proper.

**SECTION 3. Determination.**

The determination described in Section 2 shall be made:

- a. by the APC by a majority vote, or
- b. by independent legal counsel, if directed by the APC by a majority vote of disinterested members or in the absence of a quorum.

**SECTION 4. Successful Defense.**

Notwithstanding any other provisions of Sections 1, 2 or 3 of this Article, but subject to the provisions of Section 5 below, if a person is successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 of this Article, or in defense of any claim, issue or matter therein, the person shall be indemnified against costs and expenses (including attorney's fees) actually and reasonably incurred in connection therewith.

**SECTION 5. Condition Precedent to Indemnification.**

Any person who desires to receive defense and indemnification under this Article shall notify the school reasonably promptly that the person has been named a defendant to an action, suit or proceeding of a type referred to in Section 1 and that the person intends to rely upon the right of indemnification described in this Article. The notice shall be in writing and mailed via registered or certified mail, return receipt requested, to the APC chair at the principal office of the school or, in the event the notice is from the chair, to the APC secretary. Notice need not be given when the APC is notified by being named a party to the action.

**SECTION 6. Insurance.**

The APC members, at their discretion, may purchase insurance coverage for the risks described in this Article. To the extent that such an insurance policy (or policies) provides coverage where this Article does not, a director seeking indemnity shall have the benefit of that coverage, and the rules set out in this Article shall apply to any deductible or co-insurance requirement, or to any claims in excess of policy limits.

**SECTION 7. Former APC Members, etc.**

The indemnification provisions of this Article shall be extended to a person who has ceased to be an APC member as described above and shall inure to the benefit of the heirs, personal representatives, executors and administrators of such person.

**SECTION 8. Purpose and Exclusivity.**

The defense and indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those defended and indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the APC members, or otherwise. The purpose of this Article is to augment, pursuant to AS 10.06.490(f), the provisions of AS 10.20.011(14), and the other provisions of AS 10.06.490.

**SECTION 9. Limitation of Liability.**

No APC member of this organization shall have any personal liability to the school for monetary damages for the breach of fiduciary duty as a director except as provided in AS 10.20.151(d) and (e).

**ARTICLE X**



## Amendments to Bylaws

### SECTION 1. Amendments.

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a two-thirds vote of the APC board at any regular meeting, provided that the proposed change in the bylaws has been submitted in writing to all of the members of the APC and posted publicly in the school's office and on the school's website at least two (2) days prior to the meeting at which the proposed change will come up for a vote. Proposed changes must be read publicly at two successive regular APC meetings. Proposed changes to the bylaws may be submitted by any member of the APC, by parents with students currently enrolled in the school, or by the principal or teachers, each then under contract with the school, for consideration by the APC.

### SECTION 2. Bylaw Reviews

Every three years, the APC shall appoint an ad hoc committee to conduct a complete review of the bylaws. This committee shall ideally be chaired by the immediate past chair of the APC, one voting member of the APC, one staff member, and at least two parent/guardian or community at large members. If the immediate past chair is unavailable, the current APC chair shall lead this committee. Bylaw reviews shall occur between October and January every third year, with all recommended changes due to the APC by the end of that January for public notice. The APC shall vote to approve all, some, or none of the proposed changes at the annual meeting.

*KNOW ALL PERSONS BY THESE PRESENTS:* That the undersigned secretary of the Academic Policy Committee of Rilke Schule German School of Arts and Sciences does hereby certify that the above and foregoing bylaws were duly adopted by the Rilke Schule APC on the tenth day of February, 2014.

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David Bowie, Secretary