

HIGHLAND COMMUNITY SCHOOL BYLAWS (REVISED 4/2011)

Article I. **Offices**

Section I. Principal Office

The principal office of Highland Community School (HCS) in the State of Wisconsin shall be located in the City of Milwaukee, County of Milwaukee. The corporation may have such other offices, either within or without the State of Wisconsin, as the Board of Directors may designate or as the offices of the corporation may require from time to time.

Section II. Registered Office

The registered office of HCS required by the Wisconsin Nonstock Corporation Law may be, but need not be, identical with the principal office in the State of Wisconsin and the address of the registered agent may be changed from time to time by the Parent Board of Directors.

Article II. **Members**

Section I. Classes of Members

HCS shall have one (1) class of members.

Section II. Qualification for Membership

Members of the school's administration, program and teaching staff and parents having a child or children attending the school shall be eligible for membership in the corporation. A parent shall lose the rights of membership if his/her child is considered habitually truant (misses a total of five full or partial days without a legal excuse during a school semester). The admission or reinstatement of a member shall be on the affirmative vote of a majority of the directors then in office, and the directors may promulgate reasonable rules for the admission of members provided such rules are not inconsistent with these bylaws. Supportive friends and/or community leaders may qualify as non-voting members. Staff will be considered a special class of voting membership with all the rights, responsibilities and benefits of voting members with the exclusion of the right to serve on the Parent Board of Directors. Spouse of staff, with children enrolled in the school, will have the right to serve on the Board of Directors, with all the rights, responsibilities and benefits of other directors with exclusion of the right to vote and be heard on personnel issues presented to the Board.

Section III. Voting Rights

All members shall have an equal right to vote, provided that a member shall not have the right to vote for directors until he/she has been a member for two (2) months. The member must also be within good financial standing with the corporation.

Section IV. Annual Meeting

The annual meeting of the members shall be held on such day and at such time and place as the President shall direct and, if he/she does not act as the Directors shall determine, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated for an annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section V. Special Meetings

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or a quorum of Directors thereof and shall be called by the president at the request of not less than one-tenth (1/10) of all members of HCS entitled to vote at the meeting.

Section VI. Notice of Meeting

Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) nor more than 30 days before the date of the meeting by any of the following modalities: personal delivery, mail, email w/receipt, fax letters, and voicemail, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears on the books of the corporation, with postage thereon prepaid.

Section VII. Quorum

One-fifth (1/5) of the members of HCS entitled to vote, present in person, shall constitute a quorum at a meeting of members. Though less than a quorum is present at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Article III. Parent Board of Directors

Section I. General Powers

The affairs of HCS shall be managed by its Parent Board of Directors. The Board of Directors shall establish policy, set and maintain standards and regulate administrative procedures in the school program.

Section II. Number, Tenure, and Qualifications

The Board of Directors of the corporation shall be comprised of nine (9) to fourteen (14) elected members. Members shall be parents of students currently attending the school and otherwise entitled to vote pursuant to Article II above. Each director shall hold office until his/her successor shall have been elected and qualified if qualification is required, or until his/her death or until he/she resigns or

shall have been removed. Directors need not be residents of the State of Wisconsin. A Director may resign at any time by filing his/her resignation with the Secretary of HCS. Each elected director shall hold office for a term of three (3) years. Such terms will end with the election of his/her successor, except as provided in Section VIII of Article III hereof. A Director may serve two (2) or more consecutive terms provided he/she is otherwise qualified to serve.

Section III. Regular Meetings

Regular meetings of the parent board shall be held at such intervals, at least quarterly, as the directors may by resolution prescribe, for the purpose of transacting such business as may properly come before the board. Notice shall not be less than five (5) days and not more than thirty (30) and shall be communicated by any of the following modalities: personal delivery, mail, email w/receipt, fax letters, and voicemail.

Section IV. Special Meetings

Special meetings can be called by the president, vice-president, or any five (5) directors. Notice shall not be less than 24 hours and shall be communicated by any of the following modalities: personal delivery, mail, email w/receipt, fax letters, and voicemail.

Section V. Quorum

A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Parent Board of Directors, but though less than such quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. An odd number is required to constitute a quorum and if necessary to abide by the odd number requirement the president shall abstain from voting.

Section VI. Manner of Acting

The act of a majority of the Directors present in person or represented by proxy at any meeting at which a quorum is constituted shall be the act of the Board of Directors, unless the act of a greater number is required by the Wisconsin Nonstock Corporation Law, or the Articles of Incorporation, as amended, or the Bylaws of the corporation.

Section VII. Removal

Any director may be removed from office, with cause, by the affirmative vote of a 2/3 vote of directors then in office taken at a special meeting of Directors called for that purpose. A Director who has lost the legal capacity to act, in accordance with these bylaws, may similarly be removed from office by the affirmative vote of a majority of Directors then in office taken at a special meeting called for that purpose. Cause shall include, but not be limited to, a board member missing two (2) consecutive, unexcused board meetings.

Section VIII. Vacancy

Any vacancy occurring in the Board of Directors, including any vacancy caused by the removal of a director may be filled until the next succeeding annual election by the affirmative vote of a majority of the Directors then in office.

Section IX. Presumption of Assent

A director of the corporation who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section X. Committees

At the first board meeting of the fiscal year, or as soon thereafter as may be practical, the following committees shall be constituted.

- a. Finance Committee
- b. Executive Committee
- c. Fund Development Committee

Article IV. Executive Committee

Section I. Principal Officers (herein referenced as Executive Committee)

The principal officers of HCS shall be President, Vice-President, Secretary, and Treasurer, each of whom shall be elected by the Parent Board of Directors. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Parent Board of Directors.

Section II. Qualifications, Election and Term of Office

Members of the Parent Board for HCS shall be eligible for election as officers. The officers to be elected by the Parent Board of Directors shall be elected annually by the Parent Board of Directors at its last meeting of the fiscal year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his/her successor shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner provided hereinafter. An officer of the Parent Board may serve two (2) or more consecutive terms, provided he or she is otherwise qualified to act and has been re-elected.

Section III. Removal

Any officer may be removed from office, with cause, by the affirmative 2/3 vote of the Parent Board of Directors then in office taken at a special meeting of the Parent Board called for that purpose. An officer who has lost the legal capacity to act, in accordance with these bylaws, may similarly be removed from office by the 2/3 vote of a majority of Parent Board then in office taken at a special meeting called for that purpose. Cause shall include, but not be limited to, a board member missing two (2) consecutive, unexcused board or committee meetings.

Section IV. Vacancies

A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term

Section V. President

The president shall preside at all meetings of the Board of Directors, shall preside at all meetings of the membership, and shall be subject to the control of the Board of Directors. The President is both the administrative leader and partner consultant with the Executive Director. This role requires a major commitment of time, strong communications skills, discernment, and the ability to maintain confidentiality.

- The president and the head of school are the lead spokespersons for the school.
- The president and the Executive Director meet regularly to discuss the needs and operations of the school. The president serves as a sounding board for the Executive Director. Their relationship involves mutual counsel and critique.
- The president chairs all board meeting. Together with the Executive Director or with the executive committee, the president prepares the agenda for each board meeting.
- The president chairs the executive committee.
- The president monitors the work of all committees and ensures that the board effectively carries out its responsibilities.
- The president, with the executive committee, conducts an annual evaluation of the Executive Director and the Board's performance and organizes the annual board retreat.
- The president customarily abstains from voting unless to present a quorum or to break a tie.

Section VI. Vice-President

In the absence of the President or in the event of his/her death or inability to act, the Vice-President or if there shall be more than one, the Vice-President in the order determined by the Board of Directors, shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President. The Vice-President or Vice-Presidents, as the case may be, shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section VII. Secretary

- The secretary facilitates preparation for board meetings and documents the work of the board.

- The secretary takes minutes at each board meeting. Written copies of minutes are distributed to each board member within one week following the meeting.
- The secretary distributes reports, agendas, and other materials prior to the board meeting to allow members adequate preparation time.
- The secretary maintains the official record of all board minutes. Annually, the secretary compiles a summary of all board decisions during the year. Summaries are distributed to all board members and included in the official record.

Section VIII. Treasurer

- The treasurer provides information and leadership to assist the board in its responsibility for the financial health of the school.
- The treasurer chairs the finance committee.
- The treasurer provides consultation for the head of school in drafting a recommended annual budget.
- The treasurer meets monthly with the head of school and/or business manager to review financial activity and prepares a year-to-date financial report each month.
- The treasurer prepares a brief summary report of school finances for each board meeting.
- The treasurer arranges for an annual independent financial audit.

Section IX. Assistants and Acting Officers

The Board of Directors shall have the power to appoint or elect any person to act as assistant to any officer, or to perform the duties of such officer. Any person so appointed by the Board of Directors shall have the power to perform all the duties of the office, except as the Board may otherwise provide.

Article V. Executive Director of the School

Section I. Appointment

The Executive Director shall be appointed by the Board of Directors.

Section II. Responsibilities

The Executive Director shall be the administrative and principal executive officer of the school and its faculty and staff. He/She shall carry on his/her duties in accord with rules and policies of the Board of Directors. He/She shall be present at all regular and special meetings of the Board of Directors. Refer to job description to be located in the Job Description Handbook.

Section III. Terms of Employment

The Terms of Employment for the Executive Director shall include:

- a. Contract of expectations/employment
- b. Job Description
- c. Set salary

And shall be determined from time-to-time and fixed by the Board.

Article VI. Faculty

Section I. Composition and Appointments

The faculty of the school shall consist of the administrative staff and academic staff at HCS. The lead teachers shall be hired as employees of HCS after review and approval of said candidates by the Parent Board of Directors.

Section II. Charges and Removals

Charges for the reprimand, suspension and removal of a faculty member as well as actual reprimand, suspension and removal of a faculty member shall be handled pursuant to the policies and procedures documented in the employee handbook.

Article VII. Indemnification

The corporation shall indemnify any director or officer, or former director or officer of HCS, or any person who may have served at its request as a director or officer of another corporation with which it is affiliated or in which it owns shares of capital stock, or of which it is a creditor, or administrator or any faculty member against expenses actually and necessarily incurred by him or her in connection with the defense of any civil, criminal or administrative action, suit, or proceeding in which he is made a party or with which he is threatened by reason of being or having been on because of any act as such director, officer, administrator, or faculty member within the course of his duties or employment, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. HCS may also reimburse to any director, officer, administrator or faculty member the reasonable costs of settlement of any such action, suit, or proceeding if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was in the interest of HCS that such settlement be made and that such director, officer, administrator or faculty member was not guilty of negligence or misconduct. The right of indemnification herein provided shall extend to the estate, executor, administrator, guardian and conservator of any deceased or former director, officer administrator, guardian and conservator of any deceased or former director, officer administrator, faculty member, or person who himself would have been entitled to indemnification. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, administrator or faculty member may be entitled under any statute, agreement, or otherwise.

Article VIII. Contracts between Corporation and Related Persons

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which he or she or they are interested, or between HCS and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which he or they are interested, shall be valid for all purposes, notwithstanding the presence of such director or

directors at the meeting of the Parent Board of Directors of HCS which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Parent Board of Directors and the Parent Board of Directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted as voting upon the matter or in calculating the majority of such quorum necessary to carry such vote. This article shall not be construed to invalidate any contract or other transaction, which would otherwise be valid under the common and statutory law applicable thereto.

Article IX. Contracts, Loans, Checks and Deposits

Section I. Contracts

The Parent Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of HCS, and such authority may be general or confined to specific instances.

Section II. Loans

No funded indebtedness shall be contracted on behalf of HCS and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Parent Board of Directors. Such authority may be general or confined to specific instances.

Section III. Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of HCS shall be signed by such officer or agent of HCS and in such manner, including fax signature, as from time to time shall be determined by resolution of the Parent Board of Directors.

Section IV. Deposits

All funds of HCS, not otherwise employed, shall be deposited from time to time to the credit of HCS in such banks, trust companies, or other depositories as the Parent Board of Directors may select.

Article X. Fiscal Year

The fiscal year of HCS shall begin on the first day of July and end on the last day of June of the following year.

Article XI. Amendment of Articles of Incorporation

The articles of incorporation may be amended by the members of HCS in the manner provided by Wisconsin law, provided that no amendment shall change substantially the original purposes of HCS.

Article XII. Amendment of Bylaws

The Parent Board of Directors may make changes to the bylaws as long as it does not adversely affect the membership or change the purpose and/or mission of HCS.

Parent Board of Directors

MEETING PROCEDURE GUIDELINES

1. All questions of order not provided for by these bylaws shall be determined by parliamentary usage as expounded in Robert's Rules of Order.
2. Parent Board of Director meetings shall be arranged whenever possible to be convenient for all Board Members.
3. If a board member cannot be present at a given board meeting, he or she shall notify the Board President, Vice-President, or Executive Director at HCS prior to the meeting.
4. Proposals for business, policy changes and additions, and the minutes of the previous meeting should be presented to the board Secretary one week in advance of the next meeting, so that the Secretary may reproduce them and distribute copies to all members.
5. After the executive committee has met and set the Agenda for the next regular board meeting, the agenda should be distributed at a minimum of 2 days prior to the meeting.
6. If a quorum is not present thirty (30) minutes after the scheduled meeting time, the president/vice-president may adjourn the meeting, to be reconvened at some future time within the month after consultation with all of the Parent Board Members.