

## **BROMPTON COMMUNITY PARTNERSHIP BYLAWS (Draft)**

### **ARTICLE I GENERAL**

- A. Name. This corporation has been incorporated in the State of Wisconsin as a nonstock corporation, by filing its articles of incorporation on the fifth day of April, 2001. The corporation shall be known as Brompton Community Partnership. It is hereinafter referred to as the BCP.
- B. Principal Office. The principal office of BCP shall be as stated in the Articles of Incorporation of BCP. The corporation may have other such offices, either within or outside of the State of Wisconsin, as the Board of Directors may determine or as the affairs of the BCP may require from time to time.
- C. Registered Office. BCP shall have and continuously maintain in the State of Wisconsin a registered office and a registered agent. The name and address of the registered agent shall be as stated in the Articles, or a separate filing with the State of Wisconsin Department of Financial Institutions, or the successor to such department. The address of the registered office may be changed from time to time by the Board of Directors by amending the Articles or sending a separate notice to the Department.
- D. Fiscal Year. The fiscal year of BCP shall begin on the first day of September and end on the last day of August in each year.
- E. Members. BCP shall have members. The rights and responsibilities of members are discussed in Article III.
- F. Board. BCP shall have at least five Directors and no more than nine Directors on its Board of Directors. A quorum for the Board is at least the majority of the Directors. The rights and responsibilities of the Board are discussed in Article IV.
- G. Officers. BCP shall have the following officers: President, Vice President, Treasurer, Secretary, Faculty Advisor, Fundraising Committee Chair, and Social Committee Chair. The Principal of the charter school is required to be a non-voting member of the Board per the Kenosha Unified School District policy. The rights and responsibilities of each officer are discussed in Article V.
- H. Open Public Meetings Law. All meetings of BCP shall be held in accordance with the Wisconsin State Open Meetings Law, Wisconsin State Statute 19.81. Adequate notice of all meeting subject to the Law shall be visibly posted on the school bulletin board. Along with an email notice/reminder to parents, postings on the schools Facebook page, and listed in the schools newsletter.

### **ARTICLE II CHARITABLE MISSION & LIMITATIONS**

- A. General Purposes. The corporation is organized exclusively for charitable, religious, educational or 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, or the corresponding section of any future federal tax code. In the pursuit of such purposes, the corporation may engage in any lawful activities authorized by Chapter 181 of the Wisconsin Statutes, or the corresponding chapter of any future state statutes. To the extent consistent with such purposes, BCP's mission it to foster curiosity, cultivate character, encourage independence, develop leadership, and nurture a love of learning.
- B. Limitation on Earnings. No part of the net earnings of the corporation shall inure 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 II, Section A.

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

D. General Limitations. Notwithstanding any other provision of these articles, the corporation 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.

E. Limitations on Dissolution. Should the Organization vote to dissolve for any reason, all assets of the Organization, after satisfaction of all outstanding claims by creditors and governmental grantors, will be granted to The Brompton School.

F. Non-Discrimination. BCP shall not directly or indirectly discriminate against any person or organization for reason of race, color, gender, age, religion, disability, national origin, ancestry, marital status, sexual preference, parental status, military discharge status, student status, or source of income. BCP shall conduct all of its activities in accordance with all applicable local, state, and federal anti-discrimination laws.

### ARTICLE III MEMBERSHIP

A. General Powers. The property and affairs of BCP shall be governed by its membership. The membership may delegate to the Board of Directors any of its powers that it deems proper. The membership may delegate to such committees as it shall create, any of its powers that it may deem proper, keeping in mind that it has ultimate responsibility for BCP and that it must ensure proper accountability by each of its committees.

B. Duties. The duties of the membership are to:

- nominate and elect a Board of Directors;
- create and participate in committees;
- approve or remove members;
- assist, when called upon, with the operation of BCP;
- participate in membership functions;
- adopt, alter, amend or repeal the bylaws; and
- participate in functions not specified herein that advance the mission.

C. Voting Membership. Any parent and legal or custodial guardian of a student of Brompton School or staff member of the school is a member of the BCP. Voting will take place by ballot; either in print or electronically. Voting rights are granted to all members.

- members of the Board are allowed to vote;
- no member may vote more than once on an issue;
- faculty will be granted voting rights;
- voting on non-budgeted expense items over \$2000;
- issues which require a disbursement of BCP funds in excess of \$2,000;
- issues for which a clear consensus cannot be reached through a vote will be tabled.

D. Annual Meeting. The annual meeting of the Board of BCP shall be held in the month of September each year, or at such other time as shall be called as long as the time does not exceed six months after

the end of the fiscal year.

E. Regular Meetings. Regular meetings of the membership shall be held bi-monthly throughout the year. The Board of Directors shall set the date and time of the regular member meeting and notify the membership. Any deviation from meeting schedule will be provided at least two (2) days prior to the meeting date, unless cancellation is caused by an Act of God. Regular membership meetings are open to all voting members of BCP. Participation in the meetings is welcome; however, only the voting membership may vote.

F. Executive Session. Executive session may be called by a majority vote of the membership. Executive session will be closed to all except for the voting members and the Principal of Brompton School, unless the membership chooses to invite additional individuals for the purpose of clarifying the issue at hand. Executive session may be called in the case of matters that would be detrimental to BCP if discussed in an open meeting.

G. Special Meetings. A special meeting may be held upon the call of the president or on the written request of any twelve (12) members of the BCP. The purpose of the meeting shall be set forth in the notice. Notice of a special meeting shall be given at least seven (7) days in advance.

H. Parent Meeting Agenda: A notice of the suggested agenda shall be sent out a minimum of two (2) days prior to the regular Community meeting.

I. Quorum. A minimum of twelve (12) members shall constitute a quorum for the transaction of business at any meeting of the membership. No action may be taken at a regular or special meeting of the membership unless a quorum is present, except that the members present may adjourn the meeting.

J. Proxies. There shall be no proxies. At any meeting of the membership, a member entitled to vote will vote in person by voice, hand or ballot.

K. Manner of Acting. The act of twelve (12) members present at a meeting shall be the act of the membership of the corporation, unless the act of a greater number is required by law or these bylaws.

L. Removal. Any member may be removed at a regular or special meeting of the membership by a majority vote of the membership when in its judgment such member has ceased to meet the qualifications for membership or to perform the duties of membership, or when in the judgment of the membership the best interest of the corporation will be served thereby. However, such removal shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges accrued and unpaid. A membership shall automatically be terminated by the death of the member.

M. Resignation. Any member may resign from the membership at any time by giving a written notice to the Principal or the President of the BCP. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. However, such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges accrued and unpaid.

N. Compensation. No member shall receive any remuneration for services as a member in BCP. When authorized by the membership, reimbursement may be made for travel, hospitality and other out-of-pocket expenses incurred in discharging official duties prescribed by the membership.

O. Ballot Action by Members. Any action required to be taken at a meeting of the membership of BCP may be taken without a formal meeting by written ballot, as long as (a) the Board delivers a written ballot to all members that includes the number of responses needed to meet the quorum requirements, the percentage of approvals necessary, and the time by which the ballot is due, (b) the written ballot sets forth each proposed action and provides an opportunity to vote for or against the action, and (c) the total of all

votes cast by ballot equals or exceeds a quorum of members and the number of votes that would be required to approve the matter at a meeting was the same as the number of approval votes cast by ballot. A ballot may not be revoked once cast. A summary of such actions shall be duly noted in the minutes of the next meeting of the membership.

P. Action by Written Consent. Any action required to be taken at a meeting of the membership of BCP may be taken without a formal meeting by written consent of at least twelve (12) members of the membership entitled to vote, provided that (a) the written consent describes the action taken, is signed and dated by the member, which may include an electronic signature, and is delivered to BCP's principal office, (b) written notice of an approval under this subsection shall be sent to all members and, (c) the approval is included in BCP's membership meeting minutes. An approval under this subsection is not valid until 10 days after the notice required in (b) of the preceding sentence.

Q. Notice. Notice of any regular or special meeting of the membership shall be given at least seven (7) days previously thereto by written notice to each member at the email or address shown by the records of the corporation, or by direct verbal communication to the member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Written notice to the member through the use of an electronic device shall be deemed to be delivered when the notice is successfully transmitted to a number or address supplied by the member. The business to be transacted at, or the purpose of, any special meeting of the members shall be specified in the notice or waiver of notice of such meeting.

R. Waiver of Notice. A member may waive any required notice before or after the date stated in a notice. The waiver must be in writing, signed by the member, delivered to BCP, and included in the minutes. A member's attendance at a meeting waives objection to lack of notice or defective notice, unless the member at the beginning of the meeting objects. A member's attendance at a meeting waives objection to consideration of a particular matter at the meeting unless the member objects to considering the matter when it is presented.

S. Transfer of Membership. Membership in BCP is not transferable or assignable.

#### ARTICLE IV BOARD OF DIRECTORS

A. General Powers. The BCP Board shall have all powers and authority, as designated in the Charter, for the management of the business, property, and affairs of the Corporation, to do such lawful acts as it deems proper and appropriate to promote the objectives and purposes of the BCP. The BCP Board may, by general resolution, delegate to committees of its own number or to officers of the Corporations such powers as it may see fit for specified periods of time.

B. Duties. Without limiting the broader duties of the Board, specific duties of the Board include the following: [examples]

- ensure that the goals and objectives of BCP are implemented;
- evaluate and monitor programs;
- develop programs and activities that promote the purpose of BCP;
- establish governance, program, financial and development policies;
- approve an annual budget;
- monitor finances; ensure that adequate resources are available to BCP;
- authorize all legal documents; and
- present an annual report at the annual meeting.

C. Number. The BCP Board shall consist of not less than five (5) and not more than nine (9) persons,

to be named as President, Vice President, Treasurer, Secretary, Faculty Advisor, Fundraising Committee Chair, and Social Committee Chair. The Principal of the charter school is required to be a non-voting member of the Board per the Kenosha Unified School District policy.

D. Election. All BCP board members shall be elected by the eligible voters of the BCP at an election held each year at the last meeting of the school year. The positions of those BCP board members whose terms have expired shall be open to be filled by those members eligible to vote. Eligible voters shall be members of the BCP. Elections shall be conducted using a ballot system. The votes shall be tallied at this final BCP meeting with those earning the position announced. Absentee ballots will be available and accepted up until an established date. In the event of a tie vote for a position, a second ballot will be cast for that position only, with only the tied candidates participating on the ballot. The quorum at the final meeting shall establish the final result of a tie. Should a second tie vote occur, a result shall be obtained by flipping a coin with the person whose name is earliest in the alphabet calling a coin side first. Newly elected BCP board members shall assume office at the first BCP meeting following their election. It is recommended that the prior BCP board member be involved during the summer months to mentor the newly elected board member.

E. Term Limits. BCP board membership shall be limited to two (2) consecutive two-year terms per Board position. Should there be no candidates for an open position and term limits have been maximized, the BCP Board may allow the current board member to fulfill that position on an interim basis.

F. Qualifications. Any member of BCP can serve on the BCP Board.

G. Annual Meeting. The annual meeting of the Board of BCP shall be held in the month of September each year, or at such other time as shall be called as long as the time does not exceed six months after the end of the fiscal year.

H. Regular Meetings. Regular meetings of the BCP Board shall be held bi-monthly from July through June, and at such other times as the Board may, from time to time, determine.

I. Executive Session/Closed Meeting. Executive session may be called by a majority vote of the Board of Directors. Executive session will be closed to all except the Board of Directors and the Principal of Brompton School, unless the Board chooses to invite additional individuals for the purpose of clarifying the issue at hand. It is expected that the Principal will be included in the executive session, unless the Board is discussing an item involving the Principal and then the Board President shall request that the Principal leave the meeting for the duration of the executive session. Executive session may be called in the case of sensitive personnel matters, matters of either pending or possible litigation, or other such matters that would be detrimental to BCP if discussed in an open meeting.

J. Special Meetings. Special meetings of the BCP Board for any purpose or purposes may be called at any time by the President or by a majority of the full BCP Board. Such meetings shall be held upon not less than two (2) business days with written notice. Such notice shall specify the time and place of the meeting. No special meeting of Directors may remove a Director unless written notice of the proposed removal is delivered to all Directors at least two (2) days prior to such meeting.

K. Meeting Attendance. BCP board members are expected to attend all BCP board meetings. It shall be the duty of the Secretary of the BCP Board to communicate with any BCP board member after such BCP board member's three unexcused absences to ascertain the board member's interest in retaining Board membership. Failure to provide an adequate response may qualify as sufficient cause for removal from the BCP board.

L. Quorum. Majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. A Director may attend any meeting of the Board of Directors through use of a conference telephone or other communications equipment so long as all persons participating in the meeting can communicate with one another. No action may be taken at a regular or

special meeting of the Board unless a quorum is present, except that the Directors present may adjourn the meeting.

M. Proxies. There shall be no proxies. At any meeting of the Board of Directors, a Director will vote in person by voice, hand, or ballot.

N. Manner of Acting. The act of (a majority) of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these bylaws.

O. Orientation. The retiring and remaining Directors of the Board are responsible for orienting newly elected Directors as soon as possible following elections. The retiring Directors shall turn over all appropriate documents and provide all information as appropriate to the newly elected Directors.

P. Resignation and Removal. A BCP Board member may resign by submitting his or her resignation in writing to the President of the Board. A BCP Board member may be removed for cause at a meeting. The BCP Board member being considered for removal shall receive at least two weeks' notice of such proposed action and shall have the opportunity to address the BCP Board regarding such action prior to any vote on such removal.

Q. Vacancies. A vacancy on the BCP Board, including a vacancy caused by an increase in the number of BCP board members, may be temporarily filled by a majority vote of the remaining BCP board members to elect a person(s) to fill the vacancy(ies) until the next annual BCP meeting, at which time board members so elected must be re-elected as specified in the Bylaws or step down from the Board as soon as his or her successor is duly elected and qualified.

R. Compensation. BCP board members receive no payment for their services. With board approval, board members may be reimbursed for out-of-pocket expenses incurred on approved board business. BCP board members must present receipts for all such expenses, which shall be for the BCP board members only, and shall be itemized and documented.

S. Conflict of Interest. Directors should scrupulously avoid transactions with BCP in which the Director has a personal or material financial interest or of which the Director is an officer, Director or general partner.

In the event that a Director or a member of a Director's immediate family has an actual or potential conflict of interest, including but not limited to proposed transactions directly or indirectly between BCP and a Director, the Director shall promptly disclose the material facts of such conflict or transaction in writing to the Board of Directors as a matter of record.

When any such conflict of interest becomes relevant to any subject requiring action by the Board of Directors or any of its duly constituted committees, councils, task forces, or other bodies the Director having a conflict shall not vote on the subject with respect to which the conflict of interest exists, shall not attempt to influence the vote of any other Director, and shall not be counted in determining the quorum for dealing with such subject. A Director who is excluded from voting because of such conflict of interest shall briefly state the nature of the conflict and answer pertinent questions of other Directors when such Director's knowledge of the subject will assist the Board of Directors or any of its committees or other bodies.

After such disclosure is made and the Board has had the opportunity to ask pertinent questions of such Director, a vote should be taken with the action carried by a majority of disinterested Directors, who must constitute a quorum. Minutes of the meeting shall reflect that such disclosure has been made, that such Director abstained from voting and that the Director was not counted in determining the quorum for addressing such subject.

T. Prohibited Transactions. The corporation shall not make a payment, grant or loan of a dividend or any part of the assets, income or profit of a corporation to its members, Directors or Officers, but does not include the payment of reasonable compensation, benefits, pensions, incentive compensation or the reimbursement of expenses.

U. Board Independence. No direct business relationship may exist between BCP and a person who is a current or former officer, director, trustee, or key employee, unless the Board complies with Section S of this article.

V. Written Consent. An action required or permitted to be taken at a Board meeting may be taken without a meeting if a consent in writing setting forth the action is signed by two-thirds of the Directors then in office. "In writing" includes, without limitation, a communication that is transmitted or received by electronic means such as an email. "Sign" includes, without limitation, an electronic signature such as a "yes" or "I consent" included in an email sent to the Board President or Secretary, from an email account that of the consenting Director that is on file with the corporation as the appropriate email address for such Director. A consent under this section has the same force and effect as a vote of the Board of Directors taken at a meeting that is duly noticed and held. Prior to approval, the text of the written consent must be distributed to all directors then in office. After the written consent has been adopted it must be distributed to all Directors then in office, together with the effective date and time. Failure to provide notice, however, shall not invalidate the action taken by written consent. When at all possible, the distributions required under this section shall be sent via electronic means, unless a Director does not have access to such means and separate arrangements shall be made.

W. Notice. Notice of any regular or special meeting of the membership shall be given at least seven (7) days previously thereto by written notice to each member at the email or address shown by the records of the corporation, or by direct verbal communication to the member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Written notice to the member through the use of an electronic device shall be deemed to be delivered when the notice is successfully transmitted to a number or address supplied by the member. The business to be transacted at, or the purpose of, any special meeting of the members shall be specified in the notice or waiver of notice of such meeting.

X. Waiver of Notice. A Director may waive any required notice before or after the date stated in a notice. The waiver must be in writing, signed by the Director, delivered to the corporation, and included in the minutes. A Director's attendance at a meeting waives objection to lack of notice or defective notice, unless the Director at the beginning of the meeting objects. A Director's attendance at a meeting waives objection to consideration of a particular matter at the meeting unless the Director objects to considering the matter when it is presented.

## ARTICLE V OFFICERS

A. Officers. The officers of the Board of Directors shall be: the President, Vice President, Treasurer, Secretary, Faculty Advisor, Fundraising Committee Chair, and Social Committee Chair. The Board may create such other officer positions as it thinks necessary. Each officer position shall have its duties and responsibilities specified and included in these bylaws. No two offices may be held by the same person.

B. Elections. The officers shall be elected from among the BCP parent/guardian membership with the exception of the Faculty Advisor, at the final calendar meeting of the fiscal year.

C. Removal. Any officer elected by the Board of Directors may be removed by a majority vote of the Directors with or without cause. Any officer proposed to be removed shall be entitled to at least two weeks notice in writing of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting. Such removal

shall be without prejudice to the contract rights, if any, of the person so removed. Removal as an officer shall not impact the Director's role as a Director, unless the vote to remove the officer specifies that the officer is also removed as a Director.

D. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled for the unexpired portion by an election consistent with Section B above.

E. Duties. Officers shall have the duties and responsibilities belonging to their office, including those that follow.

F. President - The duties of the president shall include presiding over the BCP meetings, which shall be known as Community meetings, in the following manner:

- taking the chair and calling the members to order;
- to ascertain then and throughout the meeting that a quorum is present;
- to announce the business before the assembly in the correct order;
- to state and put to vote all motions in order, unless, in his/her opinion, the wording is not clear enough to permit a statement of the motion;
- to initiate general consent when appropriate;
- to assign the floor to members by recognizing (announcing their names) them;
- to enforce all rules of debate, including rules of debate;
- to maintain order and decorum;
- to respond to all parliamentary inquiries, points of order, and any other motions that require action by the chair;
- to maintain impartiality;
- to have fair representation between pro and con when conducting debate on a motion;
- to declare the assembly recessed or adjourned;
- to have at hand the bylaws, rules of order, standing rules, and other documents to facilitate the transaction of business;
- to authenticate by his/her signature, when necessary, any documents relevant to the assembly;
- to prepare the board meeting agendas and community meeting agendas;
- any and all other duties deemed appropriate by the Board of the BCP, including acting as the lead ambassador of The Brompton School.

G. Vice President - The chief duty of the vice president is to serve in place of the president, when he/she is absent. When the president is absent from a meeting, the vice president shall preside, and the president cannot designate otherwise. In the event of a vacancy in the office of president, the vice president shall become president. The following are additional duties of the Vice President:

- to serve as timekeeper at all Community meetings;
- to collect and tally any and all questionnaires and surveys intended for the general membership and which are not part of an established committee;
- to write BCP News for Brompton Newsletter and send to the school Secretary each week;
- to oversee the BCP Clubs and Student Organizations;
- to maintain a list of all committees and a roster of their members;
- any and all other duties deemed appropriate by the Board of the BCP.

H. Treasurer. The chief responsibility of the treasurer is to serve as the banker for the BCP. The duties of the treasurer include:

- to deposit BCP funds into a checking account;



- to maintain an accurate accounting of the bank register;
- to pay out funds on the order of the BCP;
- to report on account activity, at BCP meetings, including sources of income, the purpose and amounts of disbursements from the fund, and current balance;
- to maintain receipts, orders of disbursements and other documents which support the activity of the checking account;
- to maintain an independent tally of votes cast at Community meetings;
- any and all other duties deemed appropriate by the Board.

I. Secretary. The Secretary is the council member in charge of the minutes, correspondence, the roll of members, and similar matters. The duties of the Secretary include:

- to record the minutes and keep them in a binder;
- to file reports, noting the date of presentation and their disposition;
- to issue written notices of meetings and certain motions;
- to maintain a current directory of all families enrolled in the school;
- to provide and sign copies of organizational documents;
- to make the minutes and organizational documents available to all members by sending approved minutes to the school secretary to be posted on The Brompton School website;
- any and all other duties deemed appropriate by the Board.

J. Fundraising Committee Chair. The role of the Fundraising Committee Chair is to coordinate all fundraising campaigns on behalf of the BCP. The Fundraising Committee Chair shall be elected at the last Community meeting of the school year and shall serve a term of two years or until a successor is appointed. The term of this office shall begin upon the adjournment of the last Community meeting of the school year. In the event of a vacancy in the role of Fundraising Committee Chair, the Board shall appoint a successor. The responsibilities of the Fundraising Committee chair are as follows:

- to research all potential fundraising campaigns on behalf of the BCP;
- to oversee the fundraising committee meetings, and delegate tasks as deemed appropriate;
- to maintain accurate and complete minutes of committee meetings, or to appoint a committee member to maintain these records;
- to make available to all BCP members a record of committee meetings which are to be maintained on the Brompton School website;
- to make available to the Board officers the minutes of all committee meetings which will be maintained by both the President and the Secretary of the BCP;
- to coordinate the solicitation of donations, monetary and otherwise, for the Brompton School either directly or through delegation to other committee chairs or members;
- to maintain accurate records of the results of all fundraising campaigns;
- to coordinate the deposit of funds into the BCP checking account through the Board treasurer;
- to fulfill any and all other duties deemed appropriate by the Board.

K. Social Committee Chair. The role of the Social Committee Chair is to coordinate all student and BCP social activities. The Social Committee Chair shall be elected at the last Community meeting of the school year and shall serve a term of two years or until a successor is appointed. The term of this office shall begin upon completion of election by community members. In the event of vacancy in the role of Social Committee Chair, the board shall appoint a successor. The responsibilities of the Social Committee Chair are as follows:

- to chair the Social committee meetings, and appoint committee officers as deemed appropriate by the chair and the Board;

- to present proposals to the Board on activities which require the financial support of the BCP;
- to maintain accurate and complete minutes of meetings, or to appoint a committee member to maintain these records;
- to make available to all BCP members a record of committee meetings which are to be maintained in the main office of the Brompton School;
- to make available to Board members the minutes of all committee meetings which will be maintained by both the President and the Secretary of the BCP;
- to submit to the Board and the treasurer receipts and records of the BCP funds spent on approved activities;
- to fulfill any and all other duties deemed appropriate by the Board;
- to submit a proposed calendar of events to the Board for discussion and approval.

L. Faculty Advisor. The role of the Faculty Advisor is to:

- solicit communication between the BCP and the Faculty of the Brompton School;
- update the BCP communication board located at the school as needed.

## ARTICLE VI COMMITTEES

A. Establishment. The Board may appoint such standing committees and/or ad hoc committees as it thinks necessary for the running of the organization.

B. Standing Committees. Each standing committee shall have a charge specific to its permitted activities and such charges shall be incorporated into the BCP binder. The function of any committee so established shall be fact-finding deliberative, and advisory to the Board. Committees shall not have authority to take legislative or administrative actions, nor to adopt policies for the BCP. Each committee chairperson will report to the president. Standing committees shall be:

- **Social Committee:** The role of the Social Committee is to coordinate all student and Brompton Community Partnership social activities. For example, 8th grade celebration, track and field luncheon, etc.
- **Fundraising Committee:** The role of the Fundraising Committee is to coordinate all fundraising campaigns on behalf of the BCP. For example, Fall Festival, Spaghetti Dinner, Auction, Restaurant Nights, etc.

C. Ad Hoc Committees. Each ad hoc committee shall have a charge specific to its permitted activities and that charge shall include the date on which the committee is to present its final report to the Board and be dissolved. Members of ad hoc committees shall be drawn from those parents and staff the school community who indicate interest in serving on the ad hoc committee and from such others as may be deemed appropriate by the Board.

D. Composition. Each committee of the Board shall be composed of at least three Directors of the Board. Other committee members may be elected, or appointed, to serve on the committee as determined by Board guidelines.

E. Quorum. A majority shall constitute a quorum, unless otherwise provided in the resolution of the Board of Directors designating a committee. No action may be taken at a meeting of a committee unless a quorum is present, except adjournment.

F. Rules. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

G. Removal. Any chairperson of a committee may be removed by a majority vote of the Board of Directors with or without cause.

H. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

I. Prohibitions. No committee shall have the authority to:

- elect, appoint or remove any Director, officer or committee member of BCP;
- adopt a plan of merger or consolidation;
- authorize sale, lease, exchange or mortgage of all or substantially all of the property of the corporation;
- authorize dissolution;
- adopt plans for distribution of the assets;
- amend, alter or repeal any resolution of the Board.

J. Notice and Waiver. The same notice and waiver requirements of Board meetings shall apply to committee meetings except that only the Directors which are a part of such committee group must receive notice.

## ARTICLE VII STAFF

A. Principal and staff. The Principal and staff are employees of Kenosha Unified School District.

## ARTICLE VIII BUSINESS ADMINISTRATION

A. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of BCP; in addition to the officers so authorized by these bylaws, to enter into any contract or execute any contract or execute and deliver any instrument in the name of and on behalf of BCP and such authority may be general or confined to specific instances.

B. Check Signing. The President or the Treasurer are authorized to sign all checks.

C. Deposits. All funds of BCP shall be deposited to the credit of BCP in such banks, trust companies or other depositories as the Board of Directors may select.

D. Funds. The Board of Directors, President, Principal, and their designees may accept on behalf of BCP any contribution, gift, bequest or devise for the general purpose or for any special purpose of BCP.

E. Request for Funds. Members, faculty, or committees requesting funds from BCP must submit a formal written request to the Board. All request for funds must include the name(s) of the individual(s) requesting funds, the intended use of the funds, and justification for the disbursement.

F. Funds Accountability. The individual(s) receiving funds must maintain receipts and records to validate that the funds were utilized for the intended purpose(s) and must be turned into the treasurer.

G. Board Authorization. The Board shall be granted the authority to either honor or deny any request for funds less than \$2000. Requests for funds in excess if \$2000, that are not in the approved budget must be brought to the general membership for a vote.

H. Special Powers. In order to acquire funds for the purposes of BCP, the Directors shall have the

power to:

- hold or sponsor fundraising events;
- solicit donations;
- borrow funds and give evidence of indebtedness;
- prepare and submit proposals;
- hire consultants to advise the Board on matters relating to BCP's organization, administration and programs.

I. Audit. Annually at the close of each fiscal year, the accounts for BCP shall be reviewed by the President and Treasurer and any other member the Board deems necessary. Every other year at the close of the fiscal year, the accounts for BCP shall be reviewed by a Certified Public Accountant with expertise in accounting for tax-exempt organizations. The CPA shall be hired for this purpose by a majority vote of the members present at the regular public meeting at which the motion to hire the CPA is being considered. The review shall be done in compliance with Wisconsin statutes governing 50(c)3's and will all applicable state and federal laws controlling nonprofit tax-exempt corporation. Copies of the review will be provided to the Board for approval to be included in the Board meeting minutes.

J. Legal Counsel. The Board of Directors shall approve the selection of counsel to address its corporate legal needs.

K. Policy and Procedures for Handling Cash at Fundraising Events. The agreement between BCP and Chairs of fundraising activities, along with the detailed process for handling cash has been put into place to protect all parties. The policy for handling cash must be adhered to and is as follows.

The Brompton School  
Agreement for Handling Cash Donations at Fundraising Events

I understand and agree to comply with the following procedures for cash handling. I understand that if I do not comply, the organization I am representing will not be allowed to conduct fundraising activities using Brompton's name in any way. This policy is intended to protect my organization as well as The Brompton School and to reduce and/or eliminate the risks involved with handling cash donations received by my organization on behalf of The Brompton School.

1. Ask the Brompton School Principal for permission to hold a fundraising event, fill out the KUSD fundraising form and sign this policy.
2. For Governance Board Fundraiser, please contact Brompton School Treasurer in regards to any needed start up cash for the fundraising event. The Brompton School Principal or the Governance Board Chair will coordinate the cash withdrawal and delivery of funds startup directly to the fundraiser (no other persons are authorized to transport cash for the school) Any other organization fundraising for or in Brompton's name needs to follow the same set of guidelines as documented herein, but will provide their own start up cash.
3. There must be separation of duties throughout the event – those person(s) in charge of collecting cash at the event should not be the same person(s) that are tallying the amount of cash collected at the end of the event. Furthermore, the person(s) collecting cash during the event are required to count down their collected cash and sign off on the form titled 'Brompton School Cash Count / Deposit Slip'. Once the funds have been counted, the cash box along with its respective count sheet should be handed off to the designated person(s) to count cash at the end of the evening. Most important in this scenario – 1 person alone should not handle all of the cash and count it the entire evening as that does not provide enough objectivity and scrutiny in regards to managing the cash.
4. At the end of the event once the person(s) assigned to collect cash during the event have signed off on their cash box, the person(s) assigned to tally cash for the entire event should find another room / location (preferably with closed door) to sit down and count through all of the funds collected. This should be no less than 2 person(s) assigned for this responsibility. They must also sign off on the 'Brompton School Cash Count / Deposit Slip' as to the total amount of fund collected for that entire

event.

5. The next step to be taken is to fill out the deposit slip for the total amount of funds collected. This should be handled by the signors on the bank account of the organization.
6. Finally, the funds need to be either deposited in the night drop at the bank that same evening, or held overnight in the school vault/safe. No funds may ever be taken home to a private residence. The Kenosha Police Department non-emergency line (262.656.1234) or Sheriff's Department or designee, needs to be called in order to provide a police escort to deposit the funds at the safe drop box at the bank either that night or the next day. For a Governance Board fundraiser, the Brompton School Principal or Governance Board Chair will be responsible to drive the deposit directly to the bank from the fundraiser event to be deposited that same evening.

Signed: \_\_\_\_\_ Date: \_\_\_\_\_

Representing Organization: \_\_\_\_\_

Agreed by: \_\_\_\_\_  
(Principal or Governance Board Chair Signature)

\*Last reviewed by the Board on 7/9/12\*

## ARTICLE VIII BOOKS AND RECORDS

BCP shall keep correct and complete books and records of accounts; shall keep minutes of the proceedings of (membership), Board and committee meetings; and shall keep at the registered or principal office a record of the names, phone numbers of the (members and) Directors. All books and records of BCP, except confidential personnel records, may be inspected by any Director, or Director's agent or attorney, (any authorized members), any public officials or any contributor, for any proper purpose at any reasonable time.

## ARTICLE X INVESTMENTS

BCP shall have the right to retain all or any part of any securities or property acquired in any manner; and shall have the right to invest and reinvest any funds, according to the judgment of the Board of Directors. However, no action shall be taken by or on behalf of the corporation if such action is made subject to special penalties under applicable federal or state law; or if such action would result in the loss of tax exempt status under Sections 501, 503 or 504 of the Internal Revenue Code of 1954, as amended, and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

The Board of Directors shall have full power and authority to vote on behalf of BCP at any meeting of stockholders of any corporation in which BCP may hold stock; and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock. The Board of Directors may delegate these powers to any person, and at its convenience may revoke any such powers granted.

## ARTICLE XI INDEMNIFICATION

A. Indemnification for successful defense. BCP shall indemnify a Director or Officer, to the extent that the Director or Officer has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the Director or Officer was a party because the Director or Officer is a Director or Officer of BCP. The indemnification payment shall be made by BCP within thirty days of receipt of the written request and proper documentation of expenses incurred.

B. Other Indemnification. In cases not included under Section A of this Article, BCP shall indemnify a Director or Officer against all liabilities and reasonable expenses incurred by the Director or Officer in a proceeding to which the Director or Officer was a party because the Director or Officer is a Director or Officer of BCP, unless liability was incurred because the Director or Officer breached or failed to perform a

duty owed to BCP and the breach or failure to perform constitutes any of the following:

- A willful failure to deal fairly with BCP or its Directors in connection with a matter in which the Director or Officer has a material conflict of interest.
- A violation of the criminal law, unless the Director or Officer had reasonable cause to believe that the Director's or Officer's conduct was lawful or no reasonable cause to believe that the Director's or Officer's conduct was unlawful.
- A transaction from which the Director or Officer derived an improper personal profit or benefit.
- Willful misconduct.

The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification of the Director or Officer is not required.

C. Written request: Non duplication. A Director or Officer who seeks indemnification under this Article shall make a written request to BCP. Indemnification is not required if the Director or Officer has previously received indemnification, reimbursement or allowance of expenses from any person, including BCP, in connection with the same proceeding.

D. Determination of Right to Indemnification. Unless otherwise provided in the articles of incorporation or by written agreement between the Director or Officer and BCP, the Director or Officer seeking indemnification under Section B of this Article shall select one of the following means for determining the Director's or Officer's right to indemnification:

- By majority vote of a quorum of the Board of Directors consisting of Directors who are not at the time parties to the same or related proceedings; if a quorum of disinterested Directors cannot be obtained, by majority vote of a committee duly appointed by the Board of Directors and consisting solely of two or more Directors who are not at the time parties to the same or related proceedings. Directors who are parties to the same or related proceedings may participate in the designation of members of the committee.
- By independent legal counsel selected by a quorum of the Board of Directors or its committee in the manner prescribed in Subparagraph 1 of Section D of this Article, or if unable to obtain such a quorum or committee, by a majority vote of the full Board of Directors, including Directors who are parties to the same or related proceedings.
- By a panel of three arbitrators, consisting of one arbitrator selected by those Directors entitled under Paragraph 2 of Subsection D of this Article, one arbitrator selected by the Director or Officer seeking indemnification, and a third arbitrator selected by the two arbitrators previously selected.
- By a court under sec. 181.0879 of the Wisconsin Statutes.

E. Advance Expenses. Within 10 days of receipt of a written request by a Director or Officer who is a party to a proceeding and documentation of expenses, BCP shall pay or reimburse the Director or Officer reasonable expenses as incurred if the Director or Officer provides BCP with the following:

- A written affirmation of good faith belief that the Director or Officer has not breached or failed to perform assigned or otherwise required duties to BCP.
- A written undertaking, executed personally or on the behalf of the Director or Officer, to repay the allowance (together with reasonable interest) to the extent that it is ultimately determined under Section D of this Article that indemnification under Section B of the Article is not required and the indemnification is not ordered by a court. The undertaking shall be an unlimited general obligation of the Director or Officer and may be accepted without reference to ability to repay the allowance. The undertaking may be secured or unsecured.

F. Additional rights to indemnification.

- Except as provided in subparagraph 2 of this Section F, Sections B and E of this Article do not preclude any additional right to indemnification or allowance of expenses that a Director or Officer

may have under the articles of incorporation or bylaws of BCP, a written agreement between the Director or Officer and BCP or a resolution of the Board of Directors.

- Regardless of the existence of any additional right under Subparagraph 1 of this Section F, BCP may not indemnify any Director or Officer or permit a Director or Officer to retain any allowance of expenses unless it is determined by or on behalf of BCP that the Director or Officer did not breach any of the duties enumerated in Section 2 of this Article. A Director or Officer who is a party to the same or related proceeding for which indemnification or an allowance of expenses is sought may not participate in a determination under this section.

G. Insurance. BCP may purchase and maintain insurance on behalf of any Director or Officer of BCP against liability asserted against or incurred by the individual in the Director's or Officer's capacity as a Director or Officer, regardless of whether BCP is required or authorized to indemnify or allow expenses to the individual against the same liability under this Article.

H. Definitions. In this Article, "Director or Officer" includes an individual who is or was a Director or Officer of BCP; "proceeding" means any threatened, pending or commenced civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of BCP or by any other person; and, "expenses" includes fees, costs, charges, disbursements, reasonable attorneys fees and any other expenses incurred in connection with a proceeding.

## ARTICLE XII AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of BCP with such powers and to perform such acts or duties on behalf of BCP as the Board of Directors may authorize, so far as is consistent with these bylaws, to the extent permitted by law.

## ARTICLE XIII CORPORATE STATUS

BCP is a non-stock corporation organized under Chapter 181 of the Wisconsin Statutes, and is not conducted for pecuniary profit. All aspects of the operation of BCP shall be conducted in accordance with applicable laws, rules, and regulations of State of Wisconsin and any funding sources of BCP.

## ARTICLE XIII AMENDMENTS

The Board shall have the power to make, amend, or repeal the By-Laws of the BCP, either in whole or in part. The By-laws may be amended at any regular meeting of the Board of Directors or any special meeting called for that purpose. Written notice stating the time and location of the regular meeting or special meeting must be given to the BCP Membership and posted in all places as required by the Open Public Meetings Act not less than ten (10) days prior to the meeting at which such change(s) shall be proposed and voted upon. Any change shall require the approval by a two-thirds ( $\frac{2}{3}$ ) vote of the members present.

Secretary \_\_\_\_\_

Date Adopted \_\_\_\_\_

Secretary \_\_\_\_\_  
(Please print)

