

# Kenosha School of Technology Enhanced Curriculum (KTEC) Governance Board Bylaws

## I. KTEC GOVERNANCE BOARD (referred to as Board)

A. **Powers:** The Board shall conduct or direct the affairs of KTEC and exercise its powers, subject to the limitation of WI non-profit law and these bylaws. The Board may delegate the management of the activities of KTEC to others, so long as the affairs of KTEC are managed and its powers are exercised under the Board's ultimate jurisdiction. Without limiting the generality of the powers granted to the Board, but subject to the same limitations, the Board shall have the powers enumerated in these Bylaws, and the following specific powers:

1. To appoint and remove Board Members
2. To approve and remove full and part-time positions at KTEC
3. To conduct, manage and control the affairs and activities of KTEC, including but not limited to academic and student behavioral affairs, and to make rules and regulation within the jurisdiction
4. To enter into contracts, leases and other agreements which are in the Board's judgment necessary or desirable in obtaining the purposes of promoting the interests of KTEC.
5. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of such property.
6. To indemnify and maintain insurance on behalf of any Board Members, for liability asserted against or incurred by such person in such capacity.

## **B. Number of Board Members**

1. The KTEC Board shall include 7 voting members of which a majority will be non-KUSD employees. The goal would be to create a diverse board representative of the community sector , such as business or higher education. The Board will also include an ex-officio member, which will be the principal of the school.

## **C. Appointment of Board Members**

1. Appointment - The Board shall appoint members by the agreement of the majority Board members then in office, whether or not the number of board members in office is sufficient to constitute a quorum, or by the sole remaining board member.
2. Eligibility - The Board may appoint any person who in its discretion it believes will serve the interests of the school faithfully and effectively.
3. Interested Persons - Not more than 49% of persons serving on the Board may be interested persons. An “interested person” is: any brother, sister, ancestor, descendant, spouse, sister-in-law, brother-in-law, daughter-in-law, son-in-law, mother-in-law, or father-in-law of any such person.
4. Term of Office
  - a) The term of office of all members in the initial board shall be for 1, 2 and 3 year terms. Three positions will hold a 3-year term with 2 positions holding a 2-year term, and the remaining 2 positions holding a 1-year term.
  - b) The term of each Board Member hereafter shall be a 3-year term, which will begin the first meeting in July and conclude on the day prior to the first meeting in July.
  - c) Board members must inform the Board president by January 31st if they will be serving an additional term. There will be no term limit for Board Members.
  - d) The term of office of a Board Member appointed to fill a vacancy in these bylaws begins on the date of the Board Member’s appointment and continues
    - (1) for the balance of the unexpired term in the case of a vacancy created because of a resignation, removal, of death of a Board Member or

(2) for the term specified by the Board in the case of a vacancy resulting from the increase of the number of Board Members authorized.

- e) A Board Member's term of office shall not be shortened by any reduction in the number of Board Members resulting from amendment of these Bylaws or other Board action.
- f) A Board Member's term of office shall not be extended beyond that for which the Board Member was elected by amendment of these Bylaws or other Board action.
- g) New Board Members will be sworn in at the first meeting in July at which time the Board will also reorganize for the new year.

5. **Time of Appointment** - The Board shall appoint Board members at the May meeting, whose terms begin on first meeting of the new fiscal year. July's meeting will be designated as the "annual meeting."

**D. Removal of Board Member** The Board may remove a Board Member without cause as provided by WI Non-Profit provisions. The Board may remove any Board Member who:

- 1. Has failed to attend two or more meetings of the Board's Regular Meetings in any calendar year without notice. These will be unexcused absences.
- 2. Has been declared of unsound mind by a final order of court
- 3. Has been convicted of a felony
- 4. Has been found by a final order or judgment of any court to have breached any duty imposed by the Wisconsin Non-profit provisions or
- 5. For such other good causes as the Board may determine

**E. Resignation by Board Member.** A Board Member may resign by giving written notice to the Board President or Secretary. The resignation is effective on the giving of notice, or at any later date specified in the notice.

**F. Vacancies.** A vacancy is deemed to occur on the effective date of the resignation of a Board Member, upon the removal of a Board

Member, upon declaration of vacancy pursuant to these bylaws, or upon a Board Member's death. A vacancy is also deemed to exist upon the increase by the Board of authorized number of Board Members.

**G. Compensation of Board Members.** Board Members shall serve without compensation. However, the Board may approve reimbursement of a board member's actual and necessary expenses while conducting official school business.

## II. PRINCIPAL OFFICE

A. The School's principal office shall be at 6811-18<sup>th</sup> Avenue Kenosha, Wisconsin 53143 or 5710 32<sup>nd</sup> Avenue, Kenosha, Wisconsin 53144, or at such other place as the Board may select by resolution or amendment of the Bylaws. The Secretary shall note any change in the principal office on the copy of the Bylaws maintained by the Secretary.

## III. MEETINGS OF THE BOARD

A. **Place of Meetings.** Board Meetings shall be held at the school's principal office or at any other reasonably convenient place as the Board may designate.

B. **Annual Meetings.** The Annual Meeting shall be held in July of each year for the purpose of selecting Board Executive positions and transacting other business as comes before the meeting.

C. **Regular Meetings.** Regular Meetings shall be held at various times within the year as the Board determines.

D. **Special Meetings.** Special Meetings shall be held at any time called.

**E. Adjournment.** A majority of the Board present at a meeting, whether or not a quorum, may adjourn the meeting to another time and place.

#### **IV. ACTION BY THE BOARD**

**A. Quorum.** A quorum consists of two-thirds of the number of Board Members.

##### **B. Action by the Board**

1. **Actions Taken at Board Meetings** - The action done and decisions made by a majority of the Board Members present at a meeting duly held at which a quorum is present are the actions and decisions of the Board.
2. **Actions without a Meeting** - The Board may take any required or permitted action without a meeting if all the Board Members individually or collectively consent in writing to the taking of that action. Such consent shall have the same effect as a unanimous vote of the Board, and shall be filed with the minutes of the Board proceedings.
3. **Board Members by Conference Telephone** - Board Members may participate in a Board Meeting through use of a conference telephone or similar communication equipment so long as all Board Members participating in such a meeting can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at such meeting.

##### **C. Standard of Care**

1. **Performance of Duties.** Each Board Member shall perform all duties of a Board Member in good faith, in a manner the Board Member believes to be in KTEC's best interest and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.
2. **Reliance on Others.** In performing the duties of a Board Member, a Board Member shall be entitled to rely on information, opinions, reports or statements including financial statements, and other financial data presented by:

- a) one or more employees of KTEC whom the Board believes to be reliable and competent in the manners presented;
  - b) legal counsel, independent accountants and other persons as to matters that the Board believes are within the person's professions or expert competency.
3. Investments. In investing and dealing with all assets held by KTEC for investment, the Board shall exercise the standards of care described above and avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the KTEC's capital. The Board may delegate its investment powers to others, provided that those powers are exercised within ultimate direction of the Board. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to KTEC.

**D. Rights of Inspection.** Every Board Member has the right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of KTEC, provided that such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the obligation to maintain the confidentiality of the reviewed information, in addition to any obligation imposed by any applicable federal, state or local law.

**E. Participation in Discussions and Voting.** Every Board Member has the right to participate in the discussion and vote on all issues before the Board and any Board Committee, except as noted below:

1. Principal shall not be present for the discussion or vote on any matter involving:
  - a) the performance evaluation or discipline of the principal
  - b) any other matter at the discretion of the a majority of the Board Members then present.
2. Any Board Member shall be excused from the discussion and vote on any matters involving:
  - a) a self-dealing transaction

- b) a conflict of interest
- c) indemnification of that Board Member
- d) any other matter at the discretion of a majority of the Board Members then present

**F. Duty to Maintain Board Confidences** Every Board Member has a duty to maintain the confidentiality of all Board actions, including discussions and votes. Any Board Member violating this confidence may be removed from the Board.

## **V. OFFICERS AND APPOINTMENTS**

**A. Officers.** The officers of the Board shall consist of a President, Vice-President and Secretary. The Board also may have such other officers, as the Board deems necessary.

1. **President.** Subject to Board control, the President has general supervision, direction and control of the affairs of KTEC and other such powers and duties as the Board may prescribe. If present, the President shall preside at Board meetings.
2. **Vice-President.** If the President is absent or disabled, the Vice-President shall perform all the President's duties and, when so acting shall have all of the President's powers and be subject to the same restrictions. The Vice-President shall have other such powers and perform such other duties as the Board may prescribe.
3. **Secretary.** The Secretary shall
  - a) keep a record of all meeting minutes of the Board noting the time and place of the meeting, whether it was a regular or special (and if special, how authorized), the names of those present, and the proceedings;
  - b) keep or cause to be kept a copy of the Board's Articles of Incorporation and Bylaws, with amendments;
  - c) give or cause to be given notice of the Board meetings as required by the Bylaws; and
  - d) have such other powers and perform such other duties as the Board may prescribe.

**B. Appointment, Eligibility and Term of Office**

1. **Appointment.** The Board shall appoint the officers annually at the July meeting or at a Special Meeting called for that purpose, except that officers elected to fill vacancies shall be elected as vacancies occur.
2. **Eligibility.** A Board Member may hold any number of offices, except that the Secretary may not serve concurrently as the President
3. **Term of Office.** Each Board Member serves at the pleasure of the Board, holding office until resignation, removal or disqualification from service, or until his or her successor is elected.

**C. Removal and Resignation.** The Board may remove any officer, either with or without cause, at any time. An officer may resign at any time by giving written notice to the Board, the resignation taking effect on receipt of the notice or at a later date as specified on the notice.

**VI. NON-LIABILITY OF BOARD MEMBER.** The Board Members shall not be personally liable for KTEC's debts, liabilities or other obligations.

**VII. INSURANCE FOR BOARD MEMBERS** The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Board Member or other agent of KTEC, against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such a capacity or arising out of the agents status as such, whether or not the Board would have the power to indemnify the agent against such liability under the provisions of WI non-profit law.

**VIII. SELF-DEALING TRANSACTIONS**

A. KTEC shall not engage in any self-dealing transactions, except as approved by the Board. "Self-dealing transaction" means a transaction to which KTEC is a party in which one or more of the Board Members has a material financial interest. Notwithstanding this definition, the following transactions are not self-dealing transactions and are subject to the Board's general standard of care:



1. A transaction which is part of a public or charitable program of KTEC, if the transaction
  - a) is approved or authorized by the Board in good faith and without unjustified favoritism and
  - b) results in a benefit to one or more Board Members or their families because they are in a class of persons intended to be benefited by the program.

## IX. OTHER PROVISIONS

- A. **Fiscal Year.** The fiscal year of KTEC begins July 1<sup>st</sup> each year and ends June 30<sup>th</sup> of the following year.
- B. **Execution of Instruments.** Except as otherwise provided in these Bylaws, the Board may adopt a resolution authorizing any officer or agent of KTEC to enter into any contract or execute and deliver any instrument in the name or on behalf of KTEC. Such authority may be general or confined to specific instances. Unless so authorized, no Board Member, agent or employee shall have any power to bind KTEC by any contract or engagement, to pledge KTEC credit, or to render it liable monetarily for any purpose or any amount.
- C. **Check and Notes.** Except as otherwise specifically provided by Board resolution, check, drafts promissory notes, order for the payment of money, and other evidence of indebtedness of KTEC may be signed by President of the Board, KTEC principal or Board designee.
- D. **Conflict of Interest.** Any Board Member or key employee having an interest in a contract, other transaction or program presented to or discussed by the Board for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such persons about the contract or transaction which might reasonably be construed to be adverse to KTEC's interest. The body to which such

disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exist or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor be present during the discussion or deliberations with respect to, such contract or transaction (other than to present information or to respond to questions prior to the discussion). The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation. The Board may adopt conflict of interest or policies requiring:

1. regular annual statements from Board, key employees to disclose existing and potential conflicts of interest, and
2. corrective and disciplinary action with respect to transgressions of such policies.
3. For the purposes of this section, a person shall be deemed to have a “interest” in a contract or other transaction if he or she is party (or one of the parties) contracting with or dealing with KTEC, or has a significant financial interest in the entity contracting or dealing with KTEC.

**E. Interpretation of Charter.** Whenever any provision of these Bylaws are in conflict with the provisions of KTEC’s charter, the provision of these Bylaws control.

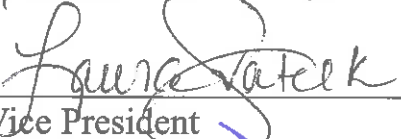
**X. AMENDMENT.** A majority of the Board may adopt, amend or repeal these Bylaws.

## Certification of Board

The undersigned does hereby certify that the undersigned is the KTEC Governance Board, organized and existing under the Laws of Wisconsin, that the foregoing Bylaws of KTEC were duly and regularly adopted as such by the Board which Board Members are the only members of KTEC and that the above and foregoing Bylaws are now in full force and effect.

  
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President

3/19/2018  
Date

  
\_\_\_\_\_  
Vice President

3/19/2018  
Date

  
\_\_\_\_\_  
Secretary

3/19/2018  
Date

  
\_\_\_\_\_  
Board Member

3/19/18  
Date

  
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Board Member

3/19/18  
Date

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