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 elect 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, employees for liability asserted against or incurred by such person in such capacity.

B. **Number of Board Members**

The number of Board Members of KTEC shall include 7 voting members of which a majority will be non-KUSD employees. Of the 7 members, 4 will be KTEC parents and the remaining 3 members will represent the community sector, such as the business or higher education. The Board will also include an ex-officio member, which will be the principal of the school. The Board shall fix the exact number of members, within these limits, by Board resolution or amendment of the Bylaws. As of the date on which these Bylaws are adopted, the exact number is fixed at 7.

C. **Election of Board Members**

1. **Election -** The Board shall elect members by the vote 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 elect 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 KTEC parent positions will hold a 3-year term with 1 KTEC parent position and community sector position holding a 2-year term, and the remaining 2 community sector positions holding a 1-year term.
   b. The term of each Board Member hereafter shall be a 3-year term, which will begin July 1\textsuperscript{st} and conclude on June 30\textsuperscript{th}.
   c. Board members must inform the Board president by January 31\textsuperscript{st} 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 elected to fill a vacancy in these bylaws begins on the date of the Board Member’s election and continues (1) for the balance of the unexpired term in the case of a vacancy created because of a resignation, removal, or 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 on July 1\textsuperscript{st} at which time the Board will also reorganize for the new year.
   h. There will be a yearly review of the Board no later than June 30\textsuperscript{th}.

5. Time of Election - The Board shall elect Board members whose terms begin on July 1\textsuperscript{st} of a given year at the annual meeting for that year, or at a regular meeting designated for that purpose, or at a special meeting called for that purpose. Board Member terms will conclude on June 30\textsuperscript{th} of the appropriate year for their term.
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
6. Is no longer a KTEC parent (ie, child no longer attends KTEC) unless an open board position is available.

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**

The School’s principal office shall be at 6811-18th Avenue Kenosha, Wisconsin 53143, 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.** An Annual Meeting shall be held in June of each year for the purpose of electing Board Members, electing Board Executive positions and transacting other business as comes before the meeting.

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

D. **Special Meetings.** Special Meetings shall be held at any time called by the President or by a majority of the Board.
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. Notice of the time and place of holding an adjourned meeting need not be given to absent Board Members if the time and place be fixed at the meeting adjourned, except if the meeting is adjourned for longer than 24 hours, notice of the adjournment shall be given as specified in these Bylaws.

F. Notices. Notices of Board Meetings shall be given as follows: Annual and Regular Meetings may be held without notice if the Bylaws or the Board fix the time and place of such meetings.

IV. ACTION BY THE BOARD

A. Quorum. A quorum consists of two-thirds of the fixed 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, except for purposes of electing Board Members, appointing committees and delegating authority thereto, or amending the Bylaws, where the action of a majority of Board Members then in office is required by these Bylaws. The Board may continue to transact business at a meeting at which a quorum was originally present even though the Board Members withdraw, provided that any action taken is approved by at least a majority of the quorum required.

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. Committees

1. Appointment of Committees. The Board may appoint one or more Board Committees by vote of the majority of Board Members. A Board Committee will consist of not less that two members, of which at least one will be a Board Member who will act as Board Committee chair. The Board Committee shall serve at the pleasure of the Board.

2. Authority of Board Committees. The Board may delegate to a Board Committee any of the authority of the Board, except with respect to:
   a. The election of Board Members
b. Filling vacancies on the Board or any committee which has the authority of the Board
c. The amendment or repeal of a Board policy
d. The amendment or repeal of these Bylaws or the adoption of new Bylaws
e. The appointment of other Board Committees or the members of the committees
f. The approval of any self-dealing transaction, as define by WI non-profit law.

3. Procedures of Committees. The Board may prescribe the manner in which the proceedings of any Board Committee are to be conducted. In the absence of such prescription, the Board Committee may prescribe the manner of conducting its proceedings, except that the regular and special meetings of the Committee are governed by the provisions of these Bylaws with respect to the calling of the meetings.

D. Standard of Care

1. Performance of Duties. Each Board Member shall perform all duties of a Board Member, including duties of a Board Committee, 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 or
   c. A Board Committee on which a Board Member does not serve, as to matters within its designated authority, provided the Board believes the Committee merits confidence and the Board acts in good faith, after reasonable inquiry when the need is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

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, provides that those powers are exercised within ultimate direction of the Board. No investment violates this section where it confirms to provisions
authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to KTEC.

E. 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.

F. 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.

G. Duty to Maintain Board Confidences Every Board Member and Board Committee member has a duty to maintain the confidentiality of all Board and Board Committee actions, including discussions and votes. Any Board or Committee Member violating this confidence may be removed from the Board and/or Board committee.

V. OFFICERS AND ELECTIONS

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 or cause to be kept, at the corporation’s principal office, or other such place as the Board may direct a book of minutes of all meetings of the Board and Board Committees, noting the time
an place of the meeting, whether it was a regular or special (and if special, how authorized), the notice given, 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 and Committee meetings as required by the Bylaws; and (d) have such other powers and perform such other duties as the Board may prescribe.

B. Election, Eligibility and Term of Office

1. Election. The Board shall elect the officers annually at the Annual Board Meeting or Regular Meeting designated for that purpose 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 as 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 the 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 agent’s 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
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. Not withstanding 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 1st each year and ends June 30th 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 specifics 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. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definition contained in WI non-profit law shall govern these Bylaws. Without limiting the generality of the foregoing, words in these Bylaws shall be read as the masculine or feminine genders, and as the singular or plural, as the context requires, and the word “person” includes both the school and a natural person. The captions and heading in these Bylaws are for convenience of reference only and are not intended to limit or define the scope of effect of any provision.

E. Conflict of Interest. Any Board Member, key employee or committee member having an interest in a contract, other transaction or program presented to or discussed by the Board or Board Committee for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board or committee 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 there on 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.
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.

**F. Interpretation of Charter.** Whenever any provision of these Bylaws are in conflict with the provisions of the 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.

_________________________________________  _____________________________
President  Date

_________________________________________  _____________________________
Vice President  Date

_________________________________________  _____________________________
Secretary  Date

_________________________________________  _____________________________
Board Member  Date

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