

**BYLAWS OF  
PARK COMMUNITY CHARTER SCHOOL INC.**

(A Wisconsin Nonstock Corporation)

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Reviewed and updated                                      2016.  
Craig Lahm Secretary

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**ARTICLE 1  
Purpose**

**Section 1.01. Purpose.** The purpose of Park Community Charter School Inc. (the "Corporation") is to operate a charter school located within the Kaukauna Area School District in Kaukauna, Wisconsin.

**ARTICLE 2  
Identification**

**Section 2.01. Name.** The name of the Corporation is: PARK COMMUNITY CHARTER SCHOOL INC.

**Section 2.02. Principal and Business Offices.** The Corporation may have such principal and other business offices in the state of Wisconsin, as the Governance Board may designate or as the Corporation's business may require from time to time.

**Section 2.03. Registered Agent and Office.** The Corporation's Registered Agent may be changed from time to time by or under the authority of the Governance Board. The address of the Corporation's registered office may be changed from time to time by or under the authority of the Governance Board, or by the Registered Agent. The business office of the Corporation's Registered Agent shall be identical to the registered office. The Corporation's registered office may be, but need not be, identical with the Corporation's principal office in the state of Wisconsin.

**Section 2.04. Place of Keeping Corporate Records.** The records and documents required by law to be kept by the Corporation permanently shall be kept at the Corporation's principal office.

**ARTICLE 3  
Membership**

**Section 3.01. No Members.** The Corporation shall not have members.

**ARTICLE 4  
Governance Board**

**Section 4.01. General Powers.** Subject to any limitation set forth in the articles of incorporation, the Corporation's powers shall be exercised by or under the authority of, and its business and affairs shall be managed under the direction of, its Governance Board, including, but not limited to, the following:

1. establishing, implementing, interpreting, and enforcing policies relating to the day-to-day operation of the Corporation's school;
2. making decisions on all expenditures of the Corporation;
3. ensuring that expenditures relating to grant funds comply with state and federal guidelines;
4. establishing and managing the Corporation's budget;

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5. selecting and providing recommendations to the Kaukauna Board of Education regarding staff; and
6. approving any significant changes in the Corporation's school's program.

**Section 4.02. Number, Tenure, and Qualifications.** The number of Board Members of the Corporation shall not be less than 7 nor more than 11, which shall consist of the following types of Board Members:

1. Community Members (individuals residing in the Kaukauna Area School District - at least 3 Board Members;
2. Parent Members (individuals who have at least one child attending the Corporation's school) at least 2 Board Members; and
3. Staff Members (individuals who are employed by the Kaukauna Area School District for the purpose of providing services to the Corporation's school) - at least 2 Board Members.

The Board Members shall be selected as specified elsewhere in these bylaws. Board Members shall serve terms of two (2) years each. No Board Member shall serve more than three (3) consecutive terms in office, unless otherwise agreed upon by the unanimous vote of the Governance Board. Each Board Member shall hold office until the next annual Governance Board meeting and until his or her successor shall have been elected by the Board Members as provided below or until his or her prior death, resignation, or removal as provided in Section 4.11 of these Bylaws.

**Section 4.03. Annual and Regular Meetings.** A regular meeting of the Governance Board shall be held annually, at such time and place as may be fixed by the Governance Board. The Governance Board may provide, by resolution, the time and place, for the holding of additional regular meetings, without other notice than such resolution.

**Section 4.04. Special Meetings.** Special meetings of the Governance Board may be called by or at the request of the Chair or by twenty percent (20%) of the Board Members then in office. The person or persons authorized to call special Governance Board meetings may fix any place for holding any special Board meeting called by them.

**Section 4.05. Meetings by Electronic Means of Communication.** To the extent provided in these Bylaws, the Governance Board, or any committee of the Board, may, in addition to conducting meetings in which each Board Member participates in person, and notwithstanding any place set forth in the notice of the meeting or these Bylaws, conduct any regular or special meeting by the use of any electronic means of communication, provided (1) all participating Board Members may simultaneously hear each other during the meeting, or (2) all communication during the meeting is immediately transmitted to each participating Board Member, and each participating Board Member is able to immediately send messages to all other participating Board Members. Before the commencement of any business at a meeting at which any Board Members do not participate in person, all participating Board Members shall be informed that a meeting is taking place at which official business may be transacted.

**Section 4.06. Notice of Meetings; Waiver of Notice.** Notice of each Governance Board meeting,

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except meetings pursuant to Section 4.04 of these bylaws, shall be delivered to each Board Member at his or her business address or at such other address as the Board Member shall have designated in writing and filed with the secretary. Notice may be given orally or communicated in person, by telephone, telegraph, teletype, facsimile, email, or other form of wire or wireless communication, private carrier, or in any other manner provided by ch. 181. Notice shall be given not less than 72 hours before the meeting being noticed. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier. Oral notice is effective when communicated. A Board Member may waive notice required under this section or by law at any time, whether before or after the time of the meeting. The waiver must be in writing, signed by the Board Member, and retained in the corporate record book. The Board Member's attendance at or participation in a meeting shall constitute a waiver of notice of the meeting, unless the Board Member at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at nor the purpose of any regular or special Governance Board' meeting need be specified in the notice or waiver of notice of the meeting. The Chair shall deliver a written agenda to all Governance Board Members at least 24 hours prior to the meeting.

All Governance Board meetings shall be governed by Robert's Rules of Order and shall comply with Wisconsin's Open Meeting Laws for public entities set forth in Wis. Stat. § 19.81. The Governance Board shall provide at least hours advance notice of meetings to the public and the office of the Kaukauna Area School District Administrator. Such notices shall state the time, date, location, purpose, and agenda of the meetings.

**Section 4.07. Quorum Requirement.** Except as otherwise provided in the Articles of Incorporation or these Bylaws, a majority of the number of Board Members as required in Section 4.02 of these Bylaws shall constitute a quorum for the transaction of business at any Governance Board meeting, but a majority of the Board Members present, though less than such quorum, may adjourn the meeting to another time without further notice. A majority of the number of Board Members appointed to serve on a committee as authorized in Section 4.12 of these Bylaws shall constitute a quorum for the transaction of business at any committee meeting.

**Section 4.08. Voting Requirement.** The affirmative vote of the majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Governance Board or a committee of the Governance Board. This provision shall not, however, apply to any action taken by the Governance Board in the event the affirmative vote of a greater number of Board Members is required by law, the Articles of Incorporation, or any other provision of these Bylaws.

**Section 4.09. Conduct of Meetings.** The Chair of the Governance Board, and in his or her absence, a vice-chair in the order provided under Section 5.09 of these bylaws, and in their absence, any Board Member chosen by the Board Members present, shall call Governance Board meetings to order and shall act as Chair of the meeting. The Corporation's Secretary shall act as secretary of all Governance Board meetings, but in the Secretary's absence, the presiding Officer may appoint any Assistant Secretary, Board Member, or other person present to act as secretary of the meeting. The Chair of the meeting shall determine if minutes of the meeting

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are to be prepared, and if minutes are to be prepared, shall assign a person to do so.

**Section 4.10. Election and Vacancies.** The Governance Board may accept nominations for prospective Community Board Members. The Governance Board may accept applications from prospective Parent Board Members and prospective Staff Board Members, and the Governance Board shall conduct interviews on such prospective Board Members. Prior to becoming a Board Member, a prospective Board Member shall have a successful background check, as determined by the Board of Governance's, in the Board of Governance's sole discretion.

Board Members of the Corporation shall be elected by an affirmative vote of the majority of the Board Members at the Governance Board Annual Meeting. Any vacancy occurring on the Governance Board, including a vacancy created by an increase in the number of Board Members, may be filled until the next succeeding Annual Meeting by an affirmative vote of a majority of the Board Members then in office, though less than a quorum of the Governance Board. The Board of Governance, or its designee, shall perform background checks on all prospective Board Members.

**Section 4.11. Removal.** A Board Member may be removed upon the occurrence of any of the following events:

1. the date that a Parent Board Member ceases to have a child who is enrolled as a student at the Corporation's school;
2. the date that a Community Board Member ceases to live in the School District of Kaukauna;
3. the date that a Staff Board Member ceases to be employed by the Kaukauna Area School District in a position that services the Corporation's school;
4. the date on which a Board Member is absent from his or her third (3rd) Governance board meeting during a particular academic year; and
5. the date on which a Board Member submits a written letter of resignation to the Chair.

**Board Members who are eligible for removal under items 1,2, or 3 above may, with the approval of the Governing Board, be permitted to complete their current term of office.**

**Section 4.12. Committees.** The Governance Board may create and appoint Board Members to one or more Committees, by a resolution approved by the greater of the following: (1) a majority of the Board Members in office when the action is taken, or (2) the number of Board Members required to take action under Section 4.08 of these Bylaws.

Each Committee shall consist of two or more Board Members and shall, unless otherwise provided by the Governance Board, serve at the pleasure of the Governance Board. To the extent provided in the resolution as initially adopted and as thereafter supplemented or amended by further resolution adopted by a like vote, each Committee shall have and may exercise, when the Governance Board is not in session, the powers of the Governance Board in the management of the Corporation's business and affairs, except that a Committee may not:

1. appoint the principal officers;
2. amend articles of incorporation, or amend, adopt, or repeal Bylaws; or
3. fill vacancies on the Governance Board or on Committees created pursuant to this section, unless the Governance Board, by resolution, provides that Committee vacancies

may be filled by a majority of the remaining Committee members.

The Governance Board may elect one or more of its Board Members as alternate members of any such Committee who may take the place of any absent member or members at any meeting of the Committee, upon the request of the Chair of the meeting.

Each Committee shall fix its own rules governing the conduct of its activities and shall make such report of its activities to the Governance Board as the Board may request.

Section 4.13. Action Without a Meeting. Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of law to be taken by the Governance Board at a Board meeting may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by all of the Board Members entitled to vote on the subject matter of the action and retained in the corporate records. Action taken pursuant to written consent shall be effective when the last Board Member signs the consent or upon such other effective date as is specified in the consent.

## **ARTICLE 5**

### **Officers**

**Section 5.01. Number and Titles.** The Corporation's Principal Officers shall be a Chair, one or more Vice-Chairs periodically determined by the Governance Board, a Secretary, a Treasurer, and a Chief Executive Officer, each of whom shall be elected by the Governance Board. If there is more than one vice-chair, the Governance Board may establish designations for the vice-chairs to identify their functions or their order. The same natural person may simultaneously hold more than one office. The Governance Board may designate other officer positions from time to time. The Chair, Vice Chair, Secretary, and Treasurer shall comprise the executive board.

**Section 5.02. Election and Term of Office.** The Officers of the Corporation shall be elected annually by the Governance Board at their Annual Meeting, or to the extent authorized in these Bylaws, by another duly appointed Officer. Each Officer shall hold office until his or her successor shall have been duly elected or until the Officer's prior death, resignation, or removal as provided in these Bylaws.

**No Officer may serve more than two (2) consecutive terms of office unless permitted by action of the Governing Board.**

**The Offices of Chair and Vice-Chair shall be elected from Board Members who serve on the Board as Community Members (individuals residing in the Kaukauna Area School District) or as Parent Members (individuals who have at least one child attending the Corporation's school).**

**Section 5.03. Additional Officers, Agents, etc.** In addition to the Officers referred to in Section 5.01 of these Bylaws, the Corporation may have such other Officers, Assistants to Officers, Acting Officers, and Agents as the Governance Board may deem necessary and may appoint. Each such person shall act under his or her appointment for such period, have such authority, and perform such duties as may be provided in these Bylaws, or as the Board may from time to time determine. The Governance Board may delegate to any Officer the power to appoint any subordinate Officers, Assistants to Officers, Acting Officers, or Agents. In the absence of any Officer, or for any other reason the Governance Board may deem sufficient, the Board may

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delegate, for such time as the Board may determine, any or all of an Officer's powers and duties to any other Officer or to any Board Member.

**Section 5.04. Removal.** The Governance Board may remove any Officer or Agent, elected or appointed, whenever in its judgment the best interest of the Corporation will be served thereby, but the removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment shall not of itself create contract rights. An Officer may remove, with or without cause, any Officer or Assistant Officer who was appointed by that Officer.

**Section 5.05. Resignations.** Any Officer may resign at any time by giving written notice to the Corporation, the Governance Board, or the Secretary. Any such resignation shall take effect when the notice of resignation is delivered, unless the notice specifies a later effective date and the Corporation accepts the later effective date. Unless otherwise specified in the notice of resignation, the acceptance of the resignation shall not be necessary to make it effective.

**Section 5.06. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or other reason shall be filled in the manner prescribed for regular elections or appointments to the office for the unexpired portion of the term.

**Section 5.07. Powers, Authority, and Duties.** Officers of the Corporation shall have the powers and authority conferred and the duties prescribed by the Governance Board or the Officer who appointed them in addition to and to the extent not inconsistent with those specified in other sections of this Article 5.

**Section 5.08. The Chair.** The Chair shall, subject to the Governance Board's control:

1. superintend and manage the Corporation's business;
2. be designated as the Chair of the Governance Board, and shall preside at all Governance Board meetings at which he or she is present;
3. coordinate and supervise the work of its other Officers;
4. employ agents, professional advisors, and consultants;
5. perform all functions of a general manager of the Corporation's business;
6. have authority to sign, execute, and deliver in the Corporation's name all instruments either when specifically authorized by the Governance Board or when required or deemed necessary or advisable by the Chair in the ordinary conduct of the Corporation's normal business, except in cases where the signing and execution of the instruments shall be expressly delegated by these Bylaws or by the Governance Board to some other Officer(s) or Agent(s) of the Corporation or shall be required by law or otherwise to be signed or executed by some other Officer or Agent; and
7. in general, perform all duties incident to the Office of the Chair and such other duties as from time to time may be assigned to him or her by the Governance Board.

**Section 5.09. The Vice-Chair.** In the Chair's absence, or in the event of his or her death or inability or refusal to act, or if for any reason it shall be impractical for the Chair to act personally, the Vice-Chair (or if there is more than one vice-chair, the Vice-Chair in the order designated by the Board of Governance, or in the absence of any designation, in the order of their appointment) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. Each Vice-Chair shall perform such other duties and have such authority as from time to time may be delegated or

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assigned to him or her by the Chair or by the Board of Governance. The execution of any instrument of the Corporation by any Vice-Chair shall be conclusive evidence, as to third parties, of his or her authority to act in the Chair's place.

#### **Section 5.10. The Secretary.** The Secretary shall:

1. keep any minutes of meetings of the Governance Board and its committees in one or more books provided for that purpose;
2. see that all notices are duly given in accordance with these Bylaws or as required by law;
3. be custodian of the Corporation's corporate records and see that the books, reports, statements and all other documents and records required by law are properly kept and filed; and
4. in general, perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to him or her by the Governance Board or the Chair.

**Section 5.11. The Assistant Secretaries.** The Assistant Secretaries shall perform such duties as from time to time may be assigned to them individually or collectively by the Governance Board, or the Secretary. In the event of the Secretary's absence or disability, one or more of the Assistant Secretaries may perform such duties of the Secretary as the Secretary, or the Governance Board may designate.

#### **Section 5.12. The Treasurer.** The Treasurer shall:

1. have charge and custody of, and be responsible for, all of the Corporation's funds; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; deposit all such monies in the Corporation's name in such banks, financial institutions, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; cause such funds to be disbursed by checks or drafts on the Corporation's authorized depositories, signed as the Governance Board may require; and be responsible for the accuracy of the amounts of, and cause to be preserved proper vouchers for, all monies disbursed;
2. have the right to require from time to time reports or statements giving such information as he or she may desire with respect to any and all of the Corporation's financial transactions from the Officers, Employees, or Agents transacting the same;
3. keep or cause to be kept, at the Corporation's principal office or such other office or offices as the Governance Board shall from time to time designate, correct records of the Corporation's funds, business, and transactions, and exhibit those records to any Board Member of the Corporation upon request at that Office;
4. deliver to the Governance Board whenever requested an account of the Corporation's financial condition and of all his or her transactions as Treasurer, and as soon as possible after the close of each fiscal year, make or cause to be made and submit to the Governance Board a like report for that fiscal year; and
5. in general, perform all duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him or her by the Governance Board.
6. If required by the Governance Board, the treasurer shall furnish a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Governance Board shall determine.

**Section 5.13. The Assistant Treasurers.** The Assistant Treasurers shall perform such duties as from time to time may be assigned to them, individually or collectively, by the Governance



Board, or the Treasurer. In the event of the Treasurer's absence or disability, one or more of the Assistant Treasurers may perform such duties of the Treasurer as the Treasurer, or the Governance Board may designate.

**Section 5.14. Chief Executive Officer.** The Chief Executive Officer shall be the principal of the Corporation's school. The Chief Executive Officer shall perform such duties as the Governance Board may designate from time to time. The Chief Executive Officer shall be responsible for administrative decisions relating to the Corporation, including, but not limited to, the following:

1. Administration of discipline in accordance with any codes of conduct and board policies established by the Corporation or the Kaukauna Area School District;
2. development of appropriate teacher training;
3. budget management;
4. evaluation of the Corporation's personnel;
5. development of a marketing plan for the Corporation;
6. establishment of community, business, and educational partners; and
7. production of reports for the Governance Board upon the Governance Board's request.

## **ARTICLE 6**

### **Contracts, Loans, Checks, Deposits and Audits**

**Section 6.01. Contracts.** The Governance Board may authorize any Officer or Officers, or Agent or Agents, to enter into any contract or execute or deliver any instrument in the Corporation's name and on its behalf. The authorization may be general or confined to specific instruments. When an instrument is so executed, no other party to the instrument or any third party shall be required to make any inquiry into the authority of the signing Officer or Officers, or Agent or Agents.

**Section 6.02. Loans.** No indebtedness for borrowed money shall be contracted on the Corporation's behalf and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Governance Board. The authorization may be general or confined to specific instances.

**Section 6.03. Checks, Drafts, Notes, etc.** All checks, drafts, or other orders for the payment of money, or notes or other evidences of indebtedness issued in the Corporation's name, shall be co signed by the Chair and Treasurer, except as otherwise determined by or under the authority of a resolution of the Governance Board.

**Section 6.04. Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the Corporation's credit in such banks, trust companies, or other depositories as may be selected by or under the authority of a resolution of the Governance Board.

**Section 6.05. Corporate Audit.** The corporate financial records and books of account shall be audited by a certified public accountant not less than every second year, or whenever a new Treasurer takes office, or as otherwise requested by the Governance Board.

**ARTICLE 7  
Indemnification**

**Section 7.01. Indemnification.** The Corporation shall, to the fullest extent authorized by section 181.0872 of the Wisconsin Statutes or the corresponding provision of any future Wisconsin nonstock corporation law, indemnify any Board Member or Officer of the Corporation against reasonable expenses and against liability incurred by a Board Member or Officer in a proceeding in which he or she was a party because he or she was a Board Member or Officer of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which the Board Member or Officer may otherwise be entitled. The Corporation may, to the fullest extent authorized by CH. 181, indemnify, reimburse, or advance expenses of Board Members or Officers. Further, indemnification or reimbursement shall not be granted to a Board Member, Officer, or another who has been found liable for willful misconduct in the performance of corporate duties. The Governance Board may authorize the Corporation to purchase such insurance as the Governance Board deems necessary or appropriate to insure its Board Members, Officers and employees against liability of any kind.

**ARTICLE 5  
Amendments**

**Section 5.01. Amendments.** The Governance Board may alter, amend or repeal these Bylaws or adopt new Bylaws at any Annual, Regular or Special Meeting of the Governance Board.

**ARTICLE 9  
Seal**

**Section 9.01. Seal.** The Corporation shall not have a corporate seal, and all formal corporate documents shall carry the designation No Seal along with the signature of the Corporation's Officer or Officers.

**ARTICLE 10  
Fiscal year**

**Section 10.01. Fiscal Year.** The fiscal year of the Corporation shall begin on the 1st day of July and end on the 30th day of June of each year.