

**BYLAWS OF
HIGHLAND COMMUNITY SCHOOL, INC.**

Revised On September 10, 2024



Article I. Name, Offices, and Fiscal Year

1. Name

The name of this nonprofit corporation shall be Highland Community School Inc., hereafter referred to “Highland Community School” or “HCS.”

2. Office of the Executive Director

The office of the Executive Director of Highland Community School in the State of Wisconsin shall be located 1706 W. Highland Ave. Milwaukee, WI 53233. HCS may have such other offices, either within or without the State of Wisconsin, as the Board of Directors (the “BoD”) may designate or as the offices of HCS may require.

3. Registered Office

The registered office of HCS required by the Wisconsin Nonstock Corporation Law is identical with the principal office in the city of Milwaukee, county of Milwaukee, State of Wisconsin and the address of the registered agent may be changed from time to time by the BoD.

4. Fiscal Year

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

Article II. Members

1. Classes of Members

HCS shall have one (1) class of members.

2. Qualification for Membership

The school’s administration, program and teaching staff, parents, and legal guardians having children attending the school are eligible to be members. Supportive friends and/or community leaders may qualify as non-voting members. Staff will be considered a special class of voting membership with all the rights, responsibilities and benefits of voting members with the exclusion of the right to serve on the BoD. Spouse of staff, with children enrolled in the school, will have the right to serve on the BoD, with all the rights, responsibilities and benefits of other Directors with the exclusion of the right to vote on personnel issues presented to the BoD.

3. Voting Rights

All members shall have an equal right to vote.

4. Annual Meeting

The annual meeting of the members shall be held on such day, at such time, and in such place as the President shall direct and, if they do not act as the Directors shall determine, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

5. Special Meetings

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

6. Notice of Meeting

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

7. Quorum

One-fifth (1/5) of the members of HCS entitled to vote shall constitute a quorum at a meeting of members. If a meeting is held virtually or as a hybrid of in-person and virtual, all members present virtually and in-person can be considered for a quorum.

Article III. Board of Directors

1. General Powers

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

2. Number

The BoD shall comprise nine (9) to fourteen (14) elected members. The BoD shall determine the number of Directors serving on the BoD consistent with these Bylaws.

3. Qualifications and Continuing Participation

Members shall be parents and legal guardians of students currently attending the school and otherwise entitled to vote pursuant to Article II above. Each member of the BoD shall be required to attend at least nine (9) BoD meetings in a twelve (12) month period. The attendance is preferred “in person,” but three (3) of the nine (9) meetings may be attended via remote access (i.e., Zoom, Teams, etc.) with advance notification to the President or Secretary (*See item 15. Electronic Meetings below*).

4. Election of BoD

Members seeking to serve on the BoD will be placed upon the ballot for election after timely completion of an application process and obtaining the nominations of two (2) sitting Directors. Directors seeking re-election must receive the nominations of two (2) sitting Directors not up for re-election. If the election of Directors shall not be held on the day designated for an annual meeting of the members, or at any adjournment thereof, the BoD shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be. The BoD shall not deviate from this process. Elections must be officially held to be valid.

5. Term

Each elected Director shall hold office for a term of three (3) years. Such term will end on June 30th of the third year of consecutive service. .

6. Term Limits

A Director may serve two (2) consecutive terms provided they are otherwise qualified to serve and qualify for their second (2nd) term under the provisions of Section 3 above. Each Director shall hold office until their term is completed, or until their death, or until they resign, or shall have been removed.

7. On-Boarding and Ongoing Development

Each elected Director shall be required to attend a BoD orientation at the beginning of their first term to discuss BoD policies and expectations. All Directors are expected to attend at least one Board Development session per year of their term and as needed to ensure effective operations of the BoD.

8. Resignation

A Director may resign at any time by filing their resignation in writing with the Secretary of the BoD.

9. Removal

Any Director may be removed from office, with cause, by the affirmative 2/3 vote of Directors then in office taken at a special meeting of Directors called for that purpose. A Director who has lost legal capacity to act, in accordance with these Bylaws, may similarly be removed from office by a majority vote of Directors then in office taken at a special meeting called for that purpose. Cause shall include, but not be limited to, a board member failing to comply with the attendance requirements noted in Section 3.

10. Vacancies

A vacancy occurring on the BoD, including any vacancy caused by the removal of a Director,

may be filled (subject to all requirements in these Bylaws) until the next succeeding annual election by a majority vote of the Directors then in office.

11. Conflict of Interest

Directors shall sign an annual conflict of interest policy.

12. Whistle-Blower Policy

Directors shall sign an annual whistle-blower policy

13. Regular Meetings

Regular meetings of the BoD shall be held at such intervals, at least quarterly, as the Directors may by resolution prescribe, for the purpose of transacting such business as may properly come before the BoD. Notice shall not be less than five (5) days and not more than thirty (30) and shall be communicated by any of the following modalities: telephone, personal delivery, mail, fax letters, or electronically via text, email, or online communication platform used by the BoD to conduct business.

14. Special Meetings

Special meetings of the BoD can be called by the President, Vice-President, or any five (5) Directors. Notice shall not be less than 24 hours and shall be communicated by any of the following modalities: telephone, personal delivery, mail, fax letters, or electronically via text, email, or online communication platform used by the BoD to conduct business..

15. Electronic Meetings

Subject to the provisions of Section 3, Directors may attend meetings via videoconference or telephone but must request permission from the President or Secretary no less than 24 hours prior to a scheduled meeting. Participation in a meeting electronically shall constitute presence in-person at such meeting. Quorum will consist of members physically and electronically present provided that the Director participating electronically is visible or audible. If that Director becomes disconnected or is not visible, they will be considered absent from the meeting at that point.

16. Quorum

Two-thirds (2/3) of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the BoD.

17. Manner of Acting

All decisions of the BoD should be acted through a vote where the majority vote designates the decision of the BoD. The act of two-thirds (2/3) of the Directors present in person or represented by proxy at any meeting at which a quorum is constituted shall be the act of the BoD (*See BoD Procedure Handbook for procedures for voting*).

18. Presumption of Assent

A Director who is present at a meeting of the BoD, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting, or unless they shall file their written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of HCS immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

19. Voting Rights

All members shall have an equal right to vote, provided that a member shall not have the right to vote for Directors until they have been a member for two (2) months.

20. Electronic Voting (e-vote)

Voting by online communication platform is allowable for amendments to Bylaws, election of officers, and matters that require an immediate decision and when a meeting cannot be convened in time. For the purpose of open meetings compliance, all voting – whether in-person or electronic – shall be recorded in the minutes of the next BoD meeting (*See BoD Procedure Handbook for procedures for voting electronically*).

Article IV. Committees of the Board

1. Establishment

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

- a. Finance Committee
- b. Executive Committee
- c. Academic and Social Emotional Learning Committee
- d. Facilities Committee
- e. Board Governance Committee

Committees will be chaired by Directors who may invite non-BoD members to join. Each BoD member has the obligation to serve on at least one (1) committee for the length of their term on the BoD. Directors may change their committee membership at the beginning of each fiscal year as long as they serve on at least one (1) committee for the year. The work of each committee shall proceed in accordance with the purpose, responsibilities, and expectations established in the committee charter.

2. Manner of Acting

Each committee is responsible for enacting their charter, which outlines the committee's objectives and expectations for membership (*See BoD Procedure Handbook for committee charters*).

3. Committee Meetings

The committee chair is responsible for setting a regular meeting schedule and following up on any necessary tasks to ensure timely and efficient BoD operations. The chair shall set the agenda and facilitate each scheduled meeting. Minutes from the meeting will be shared with the BoD at a succeeding regular meeting of the BoD.

4. Ad Hoc Committees

Ad Hoc committees shall be formed by the BoD as deemed necessary to handle specific events, functions or issues. The BoD will decide the appropriate chair and membership for the committee at its formation. These committees will be terminated upon completion of their specific assigned task.

Article V. Executive Committee

1. Officers of the Executive Committee

The officers of Executive Committee shall be President, Vice-President, Secretary, and Treasurer, each of whom shall be elected by the BoD. Such other Officers and assistant Officers and agents as deemed necessary may be elected or appointed by the BoD.

2. Qualifications

Only BoD members shall be eligible to serve on the Executive Committee.

3. Election

The officers to be elected by the BoD shall be elected annually by the BoD at its last meeting of the fiscal year. If the election of officers shall not be held at such meeting, such election shall be held as soon as possible thereafter (*See BoD Procedure Handbook for Election of Executive Committee Officers*).

4. Term of Office

Each Executive Committee member shall hold office until their successor shall have qualified, until their death, until they shall resign, or shall have been removed in the manner provided hereinafter. Executive Committee members may serve two (2) or more consecutive fiscal years, provided they are otherwise qualified to act and have been re-elected.

5. Removal

Any Officer may be removed from office, with cause, by a 2/3 vote of the BoD then in office taken at a special meeting of the BoD called for that purpose. An officer who has lost the legal capacity to act, in accordance with these Bylaws, may similarly be removed from office by the 2/3 vote of the BoD then in office taken at a special meeting called for that purpose. Cause shall include, but not be limited to, an Officer missing two (2) consecutive, unexcused scheduled BoD or Executive Committee meetings.

6. Vacancies

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

7. Duties

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

a. President

1. The President shall preside at all meetings of the BoD, shall preside at all meetings of the membership, and shall be subject to the control of the BoD.
2. The President is both the administrative leader and partner consultant with the Executive Director. This role requires a major commitment of time, strong communications skills, discernment, and the ability to maintain confidentiality.
3. The President and the Executive Director are the lead spokespersons for HCS. This includes correspondence with the community via written or verbal modalities on behalf of HCS and/or the BoD.
4. The President and the Executive Director shall meet regularly to discuss the needs and operations of the school. The President serves as a sounding board for the Executive Director. Their relationship involves mutual counsel and critique.
5. The President chairs all board meetings. Together with the Executive Director or with the Executive Committee, the President prepares the agenda for each board meeting. The President chairs the Executive Committee.
6. The President monitors the work of all committees and ensures that the board effectively carries out its responsibilities.
7. The President, with the Executive Committee, conducts an annual evaluation of the Executive Director and the BoD's performance and organizes the annual board retreat.

8. The President customarily abstains from voting unless to present a quorum or to break a tie.

b. Vice-President

1. In the absence of the President, or in the event of their death or inability to act, the Vice- President, or if there shall be more than one the Vice-President in the order determined by the BoD, shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President.
2. The Vice-President shall perform such other duties and have such other powers as the BoD may prescribe.

c. Secretary

1. The Secretary facilitates preparation for meetings and documents the work of the BoD.
2. The Secretary takes minutes at each meeting. Written copies of minutes are distributed to each Director within one week following the meeting.
3. The Secretary distributes reports, agendas, and other materials prior to the meeting to allow Directors adequate preparation time.
4. The Secretary maintains the official record of all minutes. Annually, the Secretary compiles a summary of all BoD decisions during the year. Summaries are distributed to all Directors and included in the official record.

d. Treasurer

1. The Treasurer provides information and leadership to assist the BoD in its responsibility for the financial health of the school.
2. The Treasurer chairs the finance committee.
3. The Treasurer provides consultation for the Executive Director in drafting a recommended annual budget.
4. The Treasurer meets monthly with the Executive Director and/or Business Manager to review financial activity and prepares a year-to-date financial report each month.
5. The Treasurer prepares a brief summary report of school finances for each meeting.
6. The Treasurer arranges for an annual independent financial audit.

e. Assistants and Acting Officers

The BoD shall have the power to appoint or elect any person to act as assistant to any Officer as an elect (e.g. President-elect), or to perform the duties of such Officer. Any person so appointed by the BoD shall have the power to perform all the duties of the Office, except as the BoD may otherwise provide (*See BoD Procedure Handbook on Succession Plan*).

Article VI. Executive Director of the School

1. Appointment

The Executive Director shall be appointed by the BoD.

2. Responsibilities

The Executive Director shall be the administrative and principal executive officer of the school and its faculty and staff. They shall carry on their duties in accord with rules and policies of the BoD. They shall be present at all regular and special meetings of the BoD.

3. Terms of Employment

The terms of employment for the Executive Director shall include:

- (a) Contract of Expectations/Employment
- (b) Job Description
- (c) Annual Salary

And shall be determined and fixed by the BoD.

Article VII. Faculty

1. Composition and Appointments

The faculty of the school shall consist of the administrative, programmatic, and academic staff at HCS. All staff shall be hired as employees of HCS by the Executive Director.

2. Charges and Removals

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

Article VIII. Indemnification

HCS shall indemnify any Director or officer, or former Director or officer of HCS, or any person who may have served at its request as a Director or officer of another corporation with which it is affiliated or in which it owns shares of capital stock, or of which it is a creditor, or administrator or any faculty member against expenses actually and necessarily incurred by him or her in connection with the defense of any civil, criminal or administrative action, suit, or proceeding in which he is made a party or with which he is threatened by reason of being or

having been on because of any act as such Director, officer, administrator, or faculty member within the course of his duties or employment, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. HCS may also reimburse to any Director, officer, administrator or faculty member the reasonable costs of settlement of any such action, suit, proceeding if it shall be found by a majority of a committee composed of the Directors not involved in the matter in controversy (whether or not a quorum) that it was in the interest of HCS that such settlement be made and that such Director, officer, administrator or faculty member was not guilty of negligence or misconduct. The right of indemnification herein provided shall extend to the estate, executor, administrator, guardian and conservator of any deceased or former Director, officer administrator, guardian and conservator of any deceased or former Director, officer administrator, faculty member, or person who himself would have been entitled to indemnification. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, officer, administrator or faculty member may be entitled under any statute, agreement, or otherwise.

Article IX. Contracts between HCS and Related Persons

Any contract or other transaction between HCS and one or more of its Directors, or between HCS and any firm of which one or more of its Directors are members or employees, or in which he or she or they are interested, or between HCS and any corporation or association of which one or more of its Directors are shareholders, members, Directors, Officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the BoD which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the BoD and the BoD shall, nevertheless, authorize, approve, and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted as voting upon the matter or in calculating the majority of such quorum necessary to carry such vote. This article shall not be construed to invalidate any contract or other transaction, which would otherwise be valid under the common and statutory law applicable thereto.

Article X. Contracts, Loans, Checks and Deposits

1. Contracts

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

2. Loans

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

3. Checks, Drafts, etc.

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

4. Deposits

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

Article XI. Fiscal Year

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

Article XII. Amendment of Articles of Incorporation

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

Article XIII. Amendment of Bylaws

The BoD may make changes to these Bylaws as long as it does not adversely affect the membership or change the purpose and/or mission of HCS.