

Appendix E:
Charter School Bylaws

Academia de Lenguaje y Bellas Artes Inc.
Bylaws

ARTICLE I
Purpose

Section 1.01. Purpose. The purpose of Academia de Lenguajes y Bellas Artes Inc. (the "Corporation") is to operate a charter school located within the Milwaukee Public Schools District in Milwaukee, WI.

ARTICLE II
Identification

Section 2.01. Name. The name of the Corporation is: Academia de Lenguajes y Bellas Artes Inc.

Section 2.02. Principal and Business Offices. The corporation may have such offices in the State of Wisconsin, as may be designated from time to time by resolution of the Board of Directors, one of which may be designated as the principal office.

Section 2.03. Registered Office and Registered Agent. The corporation shall maintain a registered office and registered agent in the State of Wisconsin. The address of the registered office shall be identical to the principal office. The identity and address of the registered agent may be changed from time to time by notifying the Wisconsin Department of Financial Institutions pursuant to the provisions of the Wisconsin Nonstock Corporation Law (the "WNCL").

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 principal office.

ARTICLE III
Membership

Section 3.01. No Members. The corporation shall not have members.

ARTICLE IV
Board of Directors

Section 4.01. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 4.02. Number and Qualifications of Directors.

(a) The number of directors shall be as determined by the Board of Directors from time to time but in no event less than three (3) nor more than nine (9)~~eleven (11)~~ and shall serve for the term provided in Section 4.03 of this Article. No amendment of this section shall reduce the number of directors to less than the number required by the WNCL, which at the time of adoption of these bylaws is three (3).

a. The Board of Directors shall be sought who bring different expertise and perspective to the Board, ensuring representation from parents and community members. The Board uses its best efforts to ensure that the Board consists of parents, community members and representatives of Latino and arts-based organizations include at least 51% family and community representation. ~~include at least 51% family and community representation.~~

~~(b)~~ The Executive Director selected by the corporation shall be an ex officio director of the corporation without voting rights. The ex officio director shall not be included in the total number of directors authorized in subsection (a) above, and shall not be taken into

account for either purposes of determining whether a quorum exists or for purposes of calling meetings-

Section 4.03. Election and Term.

- (a) Method of Election: Directors, other than any ex officio director, of this corporation shall be elected at the annual meeting of the Board of Directors.
- (b) Classification: Directors, other than any ex officio director, shall be classified with respect to the time for which they shall hold office by dividing them into two (2) classes of, as nearly as possible, an equal number of directors. The directors of the first class shall hold office for an initial term of one (1) year, and the directors of the second class for an initial term of two (2) years. At the close of each annual meeting of this corporation, the successors to the class of directors whose terms expire that year shall commence to hold office for a term of two (2), or until their successors have been elected and qualified. In the event of an increase in the number of directors, the remaining directors shall assign the newly created directorship(s) to the appropriate class or classes so that the two (2) classes shall continue to consist of, as nearly as possible, an equal number of directors.
- (c) Term of Office: There are no limits on the number of terms for which an individual shall be eligible to serve as a director. However, re-election shall not be automatic but shall instead require the consideration and approval of the Board as described in Section 4.03(a) above.
- (d) Honorary Directors: A person who has served for at least six (6) years on the Board of Directors may be elected as an honorary director by the Board at any regular or special meeting. The Board of Directors, in its discretion, may also appoint other individuals to serve as honorary directors upon such conditions as the Board deems appropriate. Honorary directors shall serve at the discretion of the Board, shall be entitled to receive notices of Board of Directors' meetings and copies of minutes of such meetings, and shall be entitled to attend such meetings, but shall not be entitled to vote and shall not count for purposes of determining whether a quorum exists. Honorary directors may be invited to undertake special assignments at the request of the Board of Directors.

Section 4.04. Resignation. A Director may resign at any time by filing a written resignation with the Chair or the Secretary of the corporation.

Section 4.05. Removal. A Director may be removed from office with or without cause by the vote of a majority of the other Directors of this corporation either at a regular meeting or at any special meeting called for that purpose.

Section 4.06. Vacancies. In the event a vacancy occurs in the Board of Directors from any cause, including an increase in the number of directors, an interim director shall be elected by the Board of Directors of this corporation. An interim director shall serve until a successor is elected upon expiration of the term of office for that director.

Section 4.07. Annual Meeting. The annual meeting of the Board of Directors shall be held ~~in the month of June~~ inby September 30th of each year, at such time and place as the Board of Directors may determine, for the purpose of transacting such business as may come before the meeting.

Section 4.08. Regular Meetings. The Board of Directors may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place, and upon the passage of any such resolution such meetings shall be held at the stated time and place without other notice than such resolution.

Section 4.09. Special Meetings. Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the WNCL, on call of the Chair or Secretary, and shall be called by the Secretary on the written request of a majority of the directors then in office.

Section 4.10. Meetings by Telephone or Other Communication Technology.

~~(a) Any or all Members ~~directors~~ may participate in a regular or special meeting or in a committee meeting of the Board ~~of Directors~~ by use of any electronic means of communication provided, conducting the meeting through the use of telephone or any other means of communication by which either~~

(i) all participating directors may simultaneously hear each other during the meeting; or

~~(i)~~ (ii) all communication during the meeting is immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.

~~(b)~~(a) If a meeting will be conducted through the use of any means described in subsection (a), all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director participating in such manner in a meeting by any means described in subsection ~~(a)~~ is deemed to be present in person at the meeting for the purpose of these Bylaws.

Section 4.11. Notice and Waiver of Notice.

- (a) Notice: Notice of the date, time and place of any annual or special meeting shall be given by oral or written notice delivered personally to each director at least twenty-four (24) hours prior thereto, or by written notice given by other than personal delivery at least forty-eight (48) hours prior thereto. Notice shall be given in one of the methods described in Section 4.11(b) hereof. The purpose of and the business to be transacted at any special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.
- (b) Methods of Giving Notice: Notice of any annual or special meeting of directors, and any other notice required to be given under these Bylaws or the WNCL may be communicated in person, by telephone, telegraph, teletype, facsimile or other form of wire or wireless communication, or by mail or private carrier, and, if these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television or other form of public broadcast communication. Oral notice is effective when communicated. Written notice is effective at the earliest of the following:
- (i) when received;
 - (ii) when deposited in the US mail, if mailed postpaid and correctly addressed; or
 - (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.
- (c) Waiver of Notice: Whenever any notice whatever is required to be given under the provisions of the WNCL or under the provisions of the Articles of Incorporation or Bylaws of the corporation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.12. Quorum. A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Any ex officio director or honorary director shall not be taken into account for purposes of determining whether a quorum exists under this Section 4.12.

Section 4.13. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the WNCL, or the Articles of Incorporation or Bylaws of the corporation.

Section 4.14. Action by Written Consent of Directors. Any action required by the Articles of Incorporation or Bylaws of the corporation, or any provision of the WNCL, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by two-thirds of the directors entitled to vote

with respect to the subject matter thereof. Such consent shall have the same force and effect as a vote of the Board of Directors taken at a meeting. As provided in the Articles of Incorporation,

an action required or permitted to be taken at a board meeting may be taken by written action signed by two-thirds (2/3) of the directors then in office. All directors shall receive written notice of any action so taken, and the written action is effective on the date specified in the written consent or on the tenth day after the date on which written notice is given, whichever is later.

Section 4.15. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent or abstention shall be entered in the minutes of the meeting or unless such director shall file a written dissent or abstention to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

Section 4.16. Compensation. Directors of the corporation shall not receive compensation for serving as directors or for providing other personal services to the corporation. However, directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

Section 4.17. Committees.

- (a) The Board of Directors by resolution may create committees having such powers as are then permitted by the WNCL and as are specified in the resolution. Each committee shall consist of three (3) or more directors designated by the Board of Directors, having such powers and duties, not inconsistent with any existing delegation of powers to a committee of directors, as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote. The Board of Directors also designates persons who are not directors to serve as non-voting members of any such committee.
- (b) Non-delegable Powers - Alternative Members; Rules of Committees: No committee of directors shall be empowered to act in lieu of the entire Board of Directors in respect to election of officers or the filling of vacancies on the Board of Directors or on committees of directors created pursuant to this Section 4.17. All members of the Board of Directors who are not members of a given committee shall be alternate members of such committee and may take the place of any absent member or members at any meeting of such committee, upon request of the Chair or the chairperson of such meeting. Each committee of directors shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Board of Directors, and shall make such reports to the Board of Directors of its activities as the Board may request.

Section 4.18. Conflict of Interest.

- (a) Each director shall disclose to the Board of Directors any duality of interest or possible conflict of interest whenever the duality or conflict pertains to a matter being considered by the Board.
- (b) Any director having duality of interest or conflict of interest on any matter shall abstain from voting on the matter and shall not be counted in determining the quorum for the vote on the matter. In addition, he or she shall not use his or her personal influence on the matter, but may briefly state his or her position on the matter and may answer pertinent questions from other directors since his or her knowledge may be of great assistance.
- (c) The minutes of the meeting involving any such situation shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.
- (d) If a director is uncertain as to whether he or she has a duality or conflict of interest which requires abstention, or if a director asserts that another director has such a duality or conflict, the Board, by majority vote of those present other than the director having the

- possible conflict, shall decide whether abstention is required. If abstention is required, the affected director shall abstain from voting on the matter.
- (e) No purchase involving \$1,000 or more from any director or any entity of which the director is an officer, director, partner or owner shall be made without prior approval of the Board of Directors.

ARTICLE V Officers

Section 5.01. Number and Titles. The principal officers of the corporation shall be a Chair and a Secretary, each of whom shall be elected by the Board of Directors. The Board of Directors may elect such other officers and assistant officers and agents as may be deemed necessary. Officers shall be members of the Board of Directors.

Section 5.02. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office from the close of the annual meeting for a term of one year, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner hereinafter provided.

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 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. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

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 otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.07. Duties. Officers and agents elected or appointed by the Board of Directors shall have such powers and perform such duties as may from time to time be prescribed by resolution of the Board of Directors and, failing such resolution, shall have such powers and perform such duties as are normally incident to and incumbent upon their respective officers.

Section 5.08. Compensation. Officers of the corporation shall not receive compensation for serving as officers or for providing other personal services to the corporation.

ARTICLE VI
Indemnification

Section 6.01. Mandatory Indemnification. The corporation shall, to the fullest extent permitted or required by Sections 1810871 to 1810889, inclusive, of the WNCL, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the corporation. The corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, vote of the Members, the WNCL or otherwise. All capitalized terms used in this Article V and not otherwise defined herein shall have the meaning set forth in Section 1810871 of the WNCL.

ARTICLE VII
Fiscal Year

Section 7.01. Fiscal Year. The fiscal year of the corporation shall end on the last day of June in each year.

ARTICLE VIII
Seal

Section 8.01. Seal. The corporation has no corporate seal.

ARTICLE IX
Corporate Acts, Loans, and Deposits

Section 9.01. Corporate Acts. The Board of Directors shall develop in writing a policy that establishes procedures for signing, executing, and acknowledging corporate acts. In the absence of such a policy, the Chair shall hold joint authority that must be exercised in conjunction with another officer to sign, execute, and acknowledge on behalf of the corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors. The Secretary of the corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of Directors of the corporation.

Section 9.02. Loans. No moneys shall be borrowed on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 9.03. Deposits. All funds of the corporation, not otherwise employed, shall be deposited from time to time to the credit of the corporation in such banks, investment firms or other depositories as the Board of Directors may select.

ARTICLE X
Amendments

Section 10.01. By the Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting thereof.

Section 10.02. Implied Amendments. Any action taken or authorized by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.