

# **Kettle Moraine School for Arts and Performance Inc.**

## **Bylaws**

### **ARTICLE I**

#### **Name**

Section 1. The name of the organization is Kettle Moraine School for Arts and Performance Inc. (hereinafter referred to as “KM Perform”).

Section 2. The educational facilities of KM Perform shall be physically located at 349 N. Oak Crest Dr., Wales, Wisconsin.

Section 3. The fiscal year of KM Perform shall coincide with the fiscal year of the School District of Kettle Moraine, which is July 1<sup>st</sup> thru June 30<sup>th</sup>.

### **ARTICLE II**

#### **Purpose**

Section 1. In addition to the specific and general purposes of the organization described herein, the purposes of KM Perform shall include without limitation applying for charter to operate a school, entering into a charter contract with the School District of Kettle Moraine Board of Education, operating a school, fundraising, grant writing therefore and doing all things necessary or convenient to accomplish all or any of the foregoing.

### **ARTICLE III**

#### **Organization**

Section 1. The property, business and affairs of KM Perform shall be managed by its governing council (“the Governance Council”). Without limiting the generality of the foregoing, the Governance Council may exercise such powers of KM Perform as are provided for by law or by the Wisconsin Department of Public Instruction, the School District of Kettle Moraine Board of Education, the Charter School Contract or these Bylaws. The Governance Council may assign duties and responsibilities to appropriate committees, as it may deem necessary.

Section 2. The Governance Council’s powers and duties are described in the KM Perform Charter Contract (approved by the School District of Kettle Moraine Board of Education). Only Governance Council members have governing authority during official meetings or other official business. The Chairperson will preside over meetings, using Robert’s Rules as a guideline. The Chairperson and Director of KM Perform set the agenda. The Secretary will take meeting minutes, and post notification of meeting dates.

Section 3. The Chairperson, or in the absence of the Chairperson, the Vice-Chairperson, shall serve as chairperson at all meetings of the Governance Council. The conduct of the meeting shall be in accordance with established parliamentary procedure.

Section 4. KM Perform will be directed by an independent Governance Council that will consist of seven (7) members, each serving a three-year term. The Governance Council will include, but is not limited to, parent(s) or guardian(s) of students, KM Perform staff, and community member(s). A majority of the Governance Council will be non K-12 educators.

Section 5. At the time of adoption of these bylaws, the existing Governance Council shall designate three of its number to serve for three years, three to serve two years, and one to serve one year. Thereafter, at each annual meeting, the Governance Council will elect members to succeed those members whose terms will be next expiring. Each member thereafter shall take office as of September 1, and shall serve for three years, or until a successor shall be elected or appointed. Members may not serve for more than two consecutive terms. The KM Perform student representative(s) will serve 1 year term(s). Members named in the Articles of Incorporation shall be included as members of the initial Governance Council.

Section 6. The Governance Council will meet monthly and an Annual Meeting will be held in June of each year.

Section 7. From this Governance Council a Chairperson, Vice-Chairperson, and Secretary will be elected annually.

Section 8. Election of new members to the Governance Council will be open to any interested candidate to be selected at the KM Perform annual meeting in June. The Governance Council shall appoint a nominating committee to solicit candidates for open positions and present the slate of candidates at the Annual Meeting.

Section 9. Vacancies will be filled by appointment by the Governance Council based on a majority vote of the quorum. Public notice will be given regarding any vacancies. Interested candidates shall submit a written letter of interest to the Governance Council or the Governance Council itself may nominate them. Letters and/or nominations must be submitted no later than one week prior to the next regularly scheduled Governance Council meeting at which the candidates will be reviewed and voted on. The appointed member shall fulfill the remainder of the vacant term.

Section 10. The Governance Council is not bound to select a replacement member from the candidates. If the Governance Council holds that all of the candidates are

unsuitable, the Governance Council must advertise the vacant position and solicit new applicants.

Section 11. Attendance at regular meetings of the Governance Council is expected. If a member must miss a regular meeting or leave a meeting early due to extenuating circumstances, the member must notify the Governance Council Chairperson in advance, if possible.

Section 12. Governance Council members shall receive no compensation for their services. If they attend meetings or conferences on behalf of the charter school, they shall be compensated for appropriate travel and conference related expenses.

Section 13. Governance Council members may resign at any time by giving written notice to the Chairperson or Secretary. Such resignation shall take effect at the time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 14. Any single Governance Council member may be recalled. A petition signed by parents or guardians of students enrolled at the charter school must be presented to the Governance Council during a special meeting called for such purpose. The petition must contain signatures totaling at least thirty-three percent (33%) of the number of enrolled students as of the date of the petition. One parent/guardian per family may sign the petition for each of their enrolled children.

Section 15. The Governance Council, upon receiving the petition, shall verify its authenticity and schedule a special Governance Council meeting during which the recalled member may be removed. The removal process of the bylaws will be followed.

Section 16. A member may be removed for cause by a majority vote of the entire KM Perform Governance Council. Cause could be for ethical violations or failure to adhere to the list of responsibilities and commitments expected from Governance Council members. A member may be removed for unprofessional or disrespectful conduct during Governance Council meetings or official charter school functions, or while dealing with staff, parents, or community members.

Section 17. Any Governance Council member, officer, key employee or committee member having an interest in a contract or other transaction presented to the Governance Council or a committee thereof for authorization, approval or ratification shall make a prompt, full and frank disclosure of his/her interest to the Governance Council or committee prior to it acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the KM Perform

interest. Such transactions presented to a Governance Council committee will not be acted upon without Governance Council approval.

Section 18. Wisconsin State Statute clearly limits any financial transactions between the council members and KM Perform. Council members shall not be a party to any transaction to sell materials or services, or to work under contract to the charter school.

Any Council member, officer, key employee or committee member having an interest in a contract or other transaction presented to the council or a committee thereof for authorization, approval or ratification shall make a prompt, full and frank disclosure of his/her interest to the council or committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the interest of KM Perform. Such transactions presented to a Council committee will not be acted upon without Council approval.

A person shall be deemed to have a "conflict of interest" in a contract or other transaction if she/he has, directly or indirectly, a significant financial or personal interest in the contract or transaction with KM Perform. Any contract or transaction entered into in violation of the Wisconsin Statute or failure to make the disclosure required by this law shall be cause for removal or termination. A person will abstain from voting when deemed to have a conflict of interest in a contract or other transaction. If a tie-breaker is necessary, the School Director will make the tie-breaking vote.

#### **ARTICLE IV** **Annual Review**

Section 1. The KM Perform Director will report annual progress of KM Perform students to the Governance Council at its August Governance Council meeting.

#### **ARTICLE V** **Meetings**

Section 1. Regular Meetings. Regular Meetings shall be held monthly as the Board determines.

Section 2. The Governance Council shall operate as a committee-of-the-whole and may appoint subcommittees to help carry out its governance responsibilities only when deemed appropriate and for a specified duration.

Section 3. A majority of the number of Governance Council members shall constitute a quorum for regular and special Governance Council meetings.

Section 4. No duly elected or appointed Governance Council member may be excluded from any Governance Council meeting or from any meeting of subunits or committees of the Governance Council.

Section 5. A motion is adopted if it receives the necessary vote as prescribed by law or policy.

Section 6. Full membership is defined as a seven member Governance Council. In the absence of a law or Governance Council policy specifying the vote required to do a particular act, a motion receiving the majority of votes actually cast by a quorum shall be deemed passed. On a tie vote, a motion is lost.

Section 7. The Governance Council Secretary or delegate will record a complete and accurate set of minutes for each regular and special Governance Council meeting. The Secretary will sign approved minutes.

Section 8. The minutes of closed sessions will be maintained in a confidential file in the office of the Director. The Governance Council Secretary will maintain other official minutes.

Section 9. Minutes constitute the official record of the proceedings of the Governance Council and will include:

- A. A record of all actions taken by the Governance Council, including all votes.
- B. A record of all resolutions, orders, procedures and motions in full.
- C. A record of all expenditures.

Section 10. Special Meetings. A special Governance Council meeting shall be held upon the written request of any Governance Council member. A special Governance Council meeting may be held with at least 2 hours' prior notice if all Governance Council members are present and consent or if every Governance Council member consents in writing even though he or she does not attend.

### **Public Notice**

Section 11. Public notice of Governance Council meetings and subcommittee meetings shall be given in accordance with state law and established procedures. The public notice of committee meetings will advise that a quorum of the Governance Council may be present; however, no Governance Council action will be taken in subcommittee meetings.

Section 12. The Governance Council Chairperson and Director will determine the agenda for all Governance Council meetings and will consider a Governance Council member's request for inclusion of agenda items provided the request is timely enough for proper legal notifications.

Section 13. The Governance Council shall not gather information on, discuss, or act upon any subject at a Governance Council meeting that is not included on the noticed meeting agenda. The Governance Council may ask questions of speakers during public comments, but shall take no action upon their petitions until the subject has been properly noticed on a meeting agenda.

## **ARTICLE VI** **Annual Meeting**

Section 1. An Annual Meeting shall be conducted each year in June on a date set by the Governance Council.

## **ARTICLE VII** **Action by the Governance Council**

Section 1. Actions Taken at Governance Council Meetings. The actions done and decisions made by a majority of the members present at a meeting duly held at which a quorum is present are the actions and decisions of the Governance Council, except for purposes of electing members, appointing committees and delegating authority thereto, or amending the corporation's Bylaws, where the action of a majority of members then in office is required by the Wisconsin Nonstock Corporation Law or as set out in these Bylaws.

Section 2. The Governance Council may continue to transact business at a meeting at which a quorum was originally present, even though members withdraw, provided that any action taken is approved by at least a majority of the quorum required.

Section 3. Actions Without a Meeting. Any action required or permitted to be taken at a Governance Council meeting may be taken by written action (including email written communication) if: 1) the action is transmitted by U.S. mail or by electronic means (e-mail) to all members, who shall be able to vote in writing or by e-mail 2) any action sent by e-mail, the sender shall request a return receipt and shall keep a copy of the return receipt. 3) all members are provided with a period of not less than 72 hours during which they may comment on the proposed action or request additional

information 4) all members are notified that a vote is being requested and the date and time at which a vote will be taken. At such date and time all votes will be final, and two-thirds (2/3) of the members then in office shall consent in writing or e-mail to such action. Such action shall have the same force and effect as a vote of the Governance Council taken at a meeting. All members shall receive written notice of any action so taken, and the written action is effective on the date specified in the written consent. Such written consent may be made by e-mail.

Section 4. Governance Council Meeting by Conference Telephone. Members may participate in a Governance Council meeting through use of conference telephone or similar communication equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at such meeting.

## **ARTICLE VIII**

### **Policies**

Section 1. The Governance Council will create policies by which KM Perform will be governed that reflect prudence and wisdom, avoid unacceptable actions and situations, and will align Governance Council actions with those policies. Policy revisions, deletions, proposals, or suspensions shall be presented to at least two Governance Council meetings before final disposition.

Section 2. The first draft shall be presented at a Governance Council meeting and responses and suggestions may be made at that time. Revisions of the first draft will be posted on the KM Perform website prior to the second reading to elicit suggestions from persons likely to be affected by the proposal.

Section 3. The amended proposal shall be presented to the Governance Council for a second reading for final action by the Governance Council. If substantive changes are proposed at that time, the policy will be posted a second time and presented to the Governance Council for a third reading. Passed policies shall bear the date of the passage and be signed by the Governance Council Secretary.

Section 4. Written policy becomes effective ten days after adoption by the Governance Council, unless another effective date is specified. The Governance Council has the sole right to adopt, modify or delete KM Perform policy as outlined in this policy.

## **ARTICLE IX**

### **Governance Council Responsibilities**

Section 1. The primary responsibility of the Governance Council is to ensure appropriate organizational performance that addresses the expectations of the citizens within the legal and financial parameters set by the state.

Section 2. Consequently, the Governance Council shall:

A. Govern rather than manage the operations of KM Perform by establishing policies that express and interpret the vision and values for education of the KM Perform Community.

1. Make decisions as a collective body. Individual Governance Council members have no authority to act for the charter school or to direct staff.

2. Link with the community to advocate for the education of students and to ensure the system reflects the values of the community.

B. Direct and monitor KM Perform through policies which:

1. Articulate purpose statements defining the expected outcomes of KM Perform's performance.

2. Establish processes by which the Governance Council will conduct its business.

3. Describe the relationship of the Governance Council with KM Perform staff.

4. Set policies in regard to staff action.

C. Monitor compliance with policy only against criteria it has previously set, using:

1. Internal Reports: Reports authorized by the KM Perform Director.

2. External Reports: Reports from outside individuals or agencies.

3. Direct Inspection: Direct observation, by the Governance Council, a committee, or appointed individual Governance Council member.

D. Use the results of monitoring to improve performance

E. Create partnerships with other agencies to foster effective and efficient delivery of education and other services

F. Comply with responsibilities as legally required.

1. Review existing policies and goals.
2. Revise existing policies and goals.
3. Formulate new policies and goals.

## **ARTICLE X** **Governance Council Objectives**

Section 1. The Governance Council will govern with a commitment to the following:

- A. The Governance Council will govern with excellence that ultimately leads to higher student achievement. This will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and assurance of continued effective governance.
- B. Governance Council discussions will be effective and directed towards making decisions in accordance with the mission, vision, and values of KM Perform, using all available information.
- C. Continuous Governance Council development will include orientation of new Governance Council members in the Governance Council's governance process, periodic discussion and evaluation of the process to assure continued improvement, and alignment of Governance Council actions with its policies.
- D. Governance Council development will include support for a Governance Council member to attend the National Charter School annual conference, including transportation, housing and meal expenses. The Governance Council member attending will update the Governance Council upon return, providing a written report and recommendations as appropriate. Governance Council development will include support for all Governance Council members to attend the annual State Charter School Conference, including mileage and meals. Governance Council development will include support for Governance Council members to attend trainings provided by the Wisconsin Charter School Association, including mileage, meals, and housing, if

necessary. Governance Council members may also request approval of the Governance Council for financial support of other conferences and seminars, as they may pertain to the work of the Governance Council and KM Perform.

- D. The Governance Council will follow an annual calendar cycle that coincides with KM Perform's fiscal year (July – June). The calendar will focus Governance Council attention on governance priorities using a systematic approach, so there may be continuous policy development and monitoring by the Governance Council.

The annual Governance Council calendar will include but is not limited to the following:

- a) Annual meeting.
- b) Governance Council development.
- c) Election of officers.
- d) Development and monitoring KM Perform goals.

Section 2. The Governance Council commits to acting as a body, rather than a collection of individuals. Individual Governance Council members are committed to proper use of their authority and to decorum consistent with maintaining the integrity and discipline of Governance Council leadership.

Section 3. All Governance Council members take responsibility for all Governance Council decisions. Expectations for member conduct are as follows:

A. Governance Council decisions are only those that have been voted upon. Governance Council decisions include written policies and actions that are reflected in the minutes of the meeting. Comments of individual Governance Council members, even if not challenged, will not indicate a Governance Council decision.

B. All members are encouraged to register differences of opinion on Governance Council issues at the Governance Council level. Individual members may not direct their differences of opinion to staff in a manner that would create polarization in the organization or undermine a decision of the Governance Council.

C. The interaction of Governance Council members with staff, public, press, or other entities must recognize that individuals have no authority to speak for the Governance Council unless specifically authorized by the Governance Council. None of these interactions shall expand Governance Council decisions beyond what was authorized by the Governance Council.

D. Members will not individually render judgments of Director or staff performance apart from compliance with Governance Council policies as monitored by the Governance Council as a body.

E. Members will make no attempt to exercise authority over the organization except through participation in the setting and following of explicit written Governance Council policies. While the Governance Council expects individual members to be given common courtesy, it does not require the Director and staff to heed any individual member's opinions or instructions. When individual members interact with the Director or staff they must recognize that individual members have no authority over staff and no authority to insert themselves into staff operations except when explicitly authorized by the Governance Council.

1. No Governance Council member shall place himself or herself between staff members in their disputes or negotiations.

2. No Governance Council member shall direct staff or commit staff time or charter school resources.

3. Nothing contained in the above sections is intended to restrict or discourage normal and open communication between the Governance Council, staff and the community.

4. All Governance Council members will conduct themselves respectfully to all staff members.



F. Members will respect and never violate the confidentiality of closed session. This means that no information, regardless of how a member may feel about it, will be shared with any person not a participant of the closed session.

G. Members will focus on what needs to be accomplished at the Governance Council table (i.e. policy development, monitoring adherence to policies, goals, and major issues relating to interaction with other governmental agencies). In order to accomplish this:

1. If community members, staff, or Governance Council members raise issues relating to areas on which the Governance Council already has a policy, the

Chairperson will state the policy. Discussion will center on whether the concerns raised by the issue justify needed changes to the policy or whether additional monitoring of the policy is needed.

2. The Chairperson will keep a list of potential issues for policy discussion as they arise. This will allow the Governance Council to discuss issues in the context of policy-making, at an appropriate time, with all necessary information.

3. Members serving on Governance Council created committees will provide timely updates of the committees' activities.

H. Members will keep personal concerns and/or differences with other Governance Council members from impacting the functioning of the Governance Council. The Governance Council commits itself and its members to ethical, businesslike, and lawful conduct.

## **ARTICLE XI** **Governance Council Code of Conduct**

Section 1. Governance Council member loyalty must be to the interests of KM Perform. Governance Council members' personal interests, advocacy, or interest groups, and membership in other organizations must not interfere with the functioning of the Governance Council or the Director's management of KM Perform.

Section 2. Members must avoid conflict of interest with respect to their fiduciary responsibility.

A. There must be no self-dealing or any conduct of private business or personal services between any Governance Council member and KM Perform except as procedurally controlled and consistent with state law, to assure openness, competitive opportunity, and equal access to "inside" information.

B. When a Governance Council member has an unavoidable conflict of interest, that member shall abstain without comment from not only the vote, but also the deliberation.

C. Members will annually disclose their involvement with other organizations, vendors, or any other associations that might produce a conflict.

Section 3. If, in the opinion of a supermajority of the Governance Council (i.e., five of the seven members), any officer is not acting in a manner consistent with this code of conduct, that officer shall be removed from that Governance Council office. The Governance Council will revisit the election of officers and replace the officer in question with another member of the Governance Council. A motion to revisit the election of officers at the next business meeting may be made by any member of the Governance Council and must be included in the agenda.

## **ARTICLE XII** **Chairperson**

Section 1. The Chairperson assures the integrity of the processes of the Governance Council, represents the Governance Council to outside parties, occasionally speaks on behalf of the Governance Council and performs such duties as required by law. The Chairperson may delegate this authority, but remains accountable for its use.

Section 2. Consequently, the Chairperson:

A. Holds the Governance Council to its own rules and those legitimately imposed upon the Governance Council from outside the organization. These rules include the governance policies of the Governance Council, and state and federal requirements and mandates.

B. Keeps a list of potential issues for policy discussion as they arise. This will allow the Governance Council to discuss issues in the context of policy-making, at an appropriate time, with all necessary information.

C. Ensures that meeting agendas and discussions are limited to those issues which, according to Governance Council policy, are clearly in the jurisdiction of the Governance Council, not the jurisdiction of the Director.

D. Keeps deliberation timely, fair, orderly, thorough, efficient, and to the point.

E. Chair Governance Council meetings with all the commonly accepted powers of that position (e.g. ruling, recognizing). The latest edition of Robert's Rules of Order is used as a guideline to governance Council meetings.

1. Shall ensure that all Governance Council members participate in discussion focused on the current agenda item and, if necessary to confirm closure of discussion, poll the Governance Council members as to their will in the matter

under discussion. If in the course of a discussion it becomes apparent that more information is needed to make a decision, and in the judgment of the KM Perform Director acquisition of said information would not constitute an unreasonable expenditure of KM Perform staff time and resources, the Chairperson shall table the discussion until the following meeting or a specified time.

2. Shall ensure that each agenda item will be closed with a statement for the minutes that describes the status and course of action for the relevant issue(s) raised in the discussion.

F. Makes decisions on behalf of the Governance Council that fall within and are consistent with Governance Council policies on “Governance Process” and “Governance Council Relationships To Staff”, except where the Governance Council specifically delegates portions of this authority to others. The Chairperson is authorized to use any reasonable interpretation of the provisions in these policies, and will keep the Governance Council informed of such decisions.

G. Has no individual authority to make decisions beyond policies created by the Governance Council and therefore has no authority to supervise or direct the KM Perform Director.

H. May represent the Governance Council to outside parties by stating positions consistent with Governance Council policies, resolutions, or other Governance Council-stated positions, and will keep the Governance Council informed of such representations.

I. Provides written and oral reports to the Governance Council as needed regarding activities on behalf of the Governance Council and other pertinent information.

J. The Chairperson signs all official documents and contracts on behalf of the school district, maintains a record and the official minutes of all meetings of the Governance Council and performs other duties as required by law and the Governance Council. In the absence of the Chairperson, the officers will assume this duty in the following order pending availability: Vice-Chairperson and Secretary.

### **ARTICLE XIII** **Vice-Chairperson**

Section 1. The Vice-Chairperson shall have all the authority and duties of the Chairperson in the absence of the Chairperson. The Vice-Chairperson shall have such other authority and duties as the Governance Council may from time to time determine

and direct.

Section 2. The Vice-Chairperson shall participate in the orientation of new Governance Council members. At a minimum, the Vice-Chairperson shall conduct an information and training session with new Governance Council members.

**ARTICLE XIV**  
**Secretary**

Section 1. The Secretary is designated as the official custodian of all official records of KM Perform. The Secretary may delegate the day-to-day maintenance of the custody of the records to the KM Perform Director, but may not delegate the responsibility.

Section 2. In the absence of both the Chairperson and Vice-Chairperson, the Secretary will call the Governance Council meeting to order and perform the duties of the Chairperson.

**ARTICLE XV**  
**Treasurer**

Section 1. The treasurer of the charter school shall be responsible for managing and controlling 501C3 assets. This includes receiving and depositing donations made to the fund, overseeing expenditures made from the fund, and maintaining accurate financial records related to the fund. The treasurer shall not be responsible for any other financial matters related to the charter school, including but not limited to budgeting, financial reporting, or managing other funds. These areas are directed by the Director, District Business Director, and Finance Committee Policies.

**ARTICLE XVI**  
**Director Authority**

Section 1. The Director shall be granted all authority to accomplish the purposes of KM Perform, with the exception of any practice, activity, decision, or organizational circumstance which is unlawful, imprudent, immoral, or in violation of commonly accepted sound business and professional ethics, or that contradicts Governance Council policy. The Director shall also review and approve expenditures before payment.

**ARTICLE XVII**

## **NON-LIABILITY OF TRUSTEES**

Section 1. The members shall not be personally liable for the corporation's debts, liabilities or other obligations.

## **ARTICLE XVIII** **INDEMNIFICATION OF CORPORATE AGENTS**

Section 1. The corporation shall indemnify any Governance Council member, officer, employee or other agent of this corporation, who has been successful (1) on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he/she is, or was, the corporation's agent, or (2) in defense of any claim, issue or matter therein. In such case, the corporation will provide indemnity against expenses actually and reasonably incurred by the person in connection with such proceeding.

Section 2. If the corporate agent either settles any such claim or sustains a judgment against him/her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, the Wisconsin Nonstock Corporation Law.

## **ARTICLE XIX** **INSURANCE FOR CORPORATE AGENTS**

Section 1. The Governance Council may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Governance Council member, officer, employee or other agent of the corporation, against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of the Wisconsin Nonstock Corporation Law.

## **ARTICLE XX** **MISCELLANEOUS PROVISIONS**

Section 1. Execution of Instruments. Except as otherwise provided in these Bylaws, the Governance Council may adopt a resolution authorizing any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power to

bind the corporation by any contract or engagement, to pledge the corporation's credit, or to render it liable monetarily for any purpose or any amount.

Section 2. Checks and Notes. Except as otherwise specifically provided by Governance Council resolution, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation may be signed by the District Business Director or Designee.

Section 3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Wisconsin Nonstock shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, words in these Bylaws shall be read as the masculine or feminine gender, and as the singular or plural, as the context requires, and the word "person" includes both a corporation and a natural person. The captions and headings in these Bylaws are for convenience of reference only and are not intended to limit or define the scope or effect of any provisions.

Section 4. Interpretation of Charter. Whenever any provision of these Bylaws are in conflict with the provisions of the Charter School Contract, the provisions of these Bylaws control.

Section 5. Dissolution Clause. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## **ARTICLE XXI** **BYLAW AMENDMENT**

These bylaws may be amended by a supermajority vote of the Governance Council.

CERTIFICATE OF Chairperson \_\_\_\_\_

The undersigned does hereby certify that the undersigned is the Chairperson of the KM Perform Inc., a nonstock, nonprofit corporation duly organized and existing under the laws of the State of Wisconsin, that the foregoing Bylaws of said corporation were duly and regularly adopted as such by the Governance Council of said corporation, which members are the only members of said corporation; and that the above and foregoing Bylaws are now in full force and effect.

\_\_\_\_\_

(printed name)  
Chairperson

Adopted \_\_\_\_\_(date)