

For the regulation, except as otherwise provided by the statute of its
Articles of Incorporation
Of
The Appleton Bilingual School

ARTICLE I **Appleton Bilingual School**

Section 1. **Name.** The name of this charter school is The Appleton Bilingual School. It is hereinafter referred to as “ABS.”

Section 2. **Location.** The principal location of the ABS shall be 913 North Oneida Street, Appleton, Wisconsin, 54911.

Section 3. **Mission Statement:** The Appleton Bilingual School develops academic excellence and language fluency in Spanish and English, builds cross-cultural relationships, and nurtures an enthusiasm for learning in order for students to achieve future educational and career success and to become active citizens in local and global communities.

Section 4. **Non-discrimination.** ABS values diversity of students and staff and does not discriminate in admission or retention of students on the grounds of sex, creed, age, race, disability, marital status, sexual orientation, color, national origin, religion, status with regard to public assistance or any other protected class status defined by local, state or federal law.

ARTICLE II **Board**

Section 1. **Board Composition.** The Appleton Bilingual School shall have a Board consisting of the ABS Administrator, and no fewer than 11 and no more than 15 voting members. All references to “board members” and “the Board” hereinafter, unless otherwise specified, shall signify the totality of voting members, and the ABS Administrator.

A. **Voting Members.** Voting members shall have the opportunity to be Officers, vote on matters before the Board, and be voting members of Board standing committees. Voting members shall consist of at least:

- One community member whose dominant language is English
- One community member whose dominant language is Spanish
- Two ABS parents whose dominant language is English
- Two ABS parents whose dominant language is Spanish
- Five AASD staff members

The voting membership should be at least 51% non-AASD staff members

B. **ABS Administrator.** The ABS Administrator shall be an *ex-officio* member of the Board and all board standing committees. The ABS administrator shall not have voting privileges.

Section 2. Board Eligibility and Terms

A. **Election to Board.** The governance committee shall be responsible for adopting procedures by which persons are elected to the Board, to include but not be limited to an application and statement of interest. Said application and any other application requirements shall be made viewable to the public on the ABS website.

- i. A person applying for membership on the Board shall have their application reviewed by the Governance Committee, which will then move to recommend approval or denial of said application to the Board.
- ii. In the event of a vacancy in board membership, the governance committee shall nominate candidate(s) for election by the Board at its next scheduled meeting.

B. **Terms.** Board members may serve up to three consecutive two-year terms. Terms begin immediately upon adjournment of the annual meeting and expire on the conclusion of the annual board meeting of the second following year.

- i. Those persons elected to the Board at any time other than the annual board meeting shall have their first term expire on the day of the second annual board meeting following their election.
- iii. After a board member's service is terminated they may be reelected to the Board again two years after they completed the service..

C. **Removal of Board Members.** At any time, a voting member may move to remove any board member.

- i. Only a voting member may move to remove a board member.
- ii. A voting member intending to move to remove a board member shall provide advance notice to the Board President, such that the Board President may notify both the board member in question and the entire board not less than 14 days prior to board meeting at which such motion to remove is to be acted upon.

- iii. A 3/5 majority vote of the total voting membership of the Board shall be required to remove a board member.

D. **Resignation.** A board member wishing to resign his or her board membership, shall notify the Board President or Board Vice President of his or her decision in writing or by email, and said resignation shall be effective immediately or on the date indicated in the notice of resignation.

E. **Compensation.** Board members shall serve without compensation. However, the Board may approve reimbursement of a board member's actual and necessary expenses incurred while conducting organization business.

Section III. Board Officership.

A. **Officer Roles.** The Board shall utilize the following four officer positions: Board President, Board Vice President, Board Secretary, and Board Treasurer.

- i. One person shall not hold more than one officer position at one time.
- ii. **Board President.** The Board President shall preside over all board meetings and is responsible for the creation and dissemination of board meeting agendas. The Board President shall serve as the chief parliamentary officer of board meetings, in accordance with Roberts Rules of Order. The Board President shall exercise such authority as provided him or her in the ABS Bylaws.
- iii. **Board Vice President.** The Board Vice President shall exercise the duties of the Board President in the absence or incapacity of the Board President. If the Board President should die, resign or be removed from office, the Board Vice President shall succeed to the office of the Board President.
- iv. **Board Secretary.** The Board Secretary shall serve as custodian of records of the Board and shall record minutes of each board meeting. The Board Secretary shall maintain a permanent record of all board meeting agendas and minutes, and all standing committee agendas and minutes. The secretary shall note the presence or absence of each board member at board meetings, and shall make note in the minutes the time of arrival for those board members who arrive after the meeting start time.

- v. Board Treasurer. The Board Treasurer shall have custody of the funds of ABS and shall maintain all financial records of same. The treasurer shall prepare regularly recurring reports of ABS finances, in coordination with the ABS Administrator, to be viewed by board members at each board meeting. The treasurer shall serve as chair of the board Finance Committee.

B. **Officer Elections.** The Officers shall be elected at the annual board meeting after the composition of the voting membership of the board has been established.

- i. Voting members may nominate any voting member of the board, including himself or herself, for an officer position.
- ii. In the event that more than one voting member is nominated to an officer position, there shall be a vote conducted by those voting members not nominated for the officer position in question, at which the nominees to the officer position in question shall not be present.
- iii. There shall be no limit on the number of terms a voting member can serve as an Officer.
- iv. At-large members and the ABS Administrator are prohibited from nominating a voting member for an officer position, but are permitted to participate in discussion and deliberation that may accompany such nominations.

C. **Removal from Office.** At any time, a voting member may move to remove an Officer from office.

- i. A voting member intending to move to remove an Officer from office shall provide advance notice to the Board President, such that the Board President may notify both the officer in question and the entire board not less 14 days prior to the board meeting at which such motion to remove is to be acted upon. The Board President will place the item on the board meeting agenda.
- ii. A 3/5 majority vote of the total voting membership of the Board shall be required to remove officer status from an officer.
- iii. At-large members and the ABS Administrator are prohibited from moving to remove an Officer from office, but are permitted to participate in discussion and deliberation that may accompany such nominations.

- iv. Removal from office does not constitute removal from the Board.
- v. If the Board President is removed from office, the Board Vice President shall assume the Board Presidency effective immediately thereafter.
- vi. If the Board Vice President, Board Secretary, or Board Treasurer are removed from office, a voting member shall be elected to assume the vacated office at the same board meeting at which removal occurs.

D. **Removal from Office and the Board.** At any time, a voting member may move to remove an Officer from office and thereafter move to remove the officer in question from the Board.

- i. A motion and a vote to remove an Officer from office must occur prior to a motion and a vote to remove the Officer in question from the Board.
- ii. A voting member intending to move to both remove an Officer from office and to thereafter remove the Officer in question from the Board, shall indicate said intention to the Board President in the notification required as per ABS Bylaw II-C-i.
- iii. If the motion to remove an Officer from office is denied, there may be no motion made to remove the Officer in question from the Board.
- iv. If the motion to remove an Officer from office is approved, and the Board President was properly notified of intent to move to remove the Officer in question from the Board, a second motion and vote to remove the newly-removed Officer (whose status becomes 'voting member') must occur.

D. **Resignation from Office.** A board officer wishing to resign his or her board officership shall notify the other three board officers of his or her decision in writing or by email, and said resignation shall be effective immediately or on the date indicated in the notice of resignation.

- i. If the Board President resigns from office, the Board Vice President shall assume the Board Presidency effective immediately upon effective date of resignation.
- ii. If the Board Vice President, Board Secretary, or Board Treasurer resign from office, a voting member shall be elected to assume the vacated office at the next scheduled board meeting, be it monthly or specially called.

ARTICLE IV **Meetings**

- A. **Place of Meeting.** Board meetings and standing committee meetings shall be conducted in a setting accessible to all board members and standing committee members, and shall be listed on the meeting agenda.
- B. **Annual Meeting.** An annual meeting shall be conducted the first weekend of August of each year for the purpose of electing voting members, at-large members, and Officers.
- C. **Regular Meetings.** Regular board meetings shall be conducted monthly at a fixed time and date as determined by the board at the annual meeting.
- D. **Standing Committee Meetings.** Standing committees shall meet at the call of the committee chair, provided that said meetings comply with board noticing requirements as established in ABS Bylaws.
- E. **Special Meetings.** Special meetings shall be conducted at any time as seen fit by the Board President or per the request of a majority of the voting members, provided that said special meetings comply with board noticing requirements as established in ABS Bylaws.
- F. **Notices.** Notices shall consist of the time, date, location and agenda of the board meeting or standing committee meeting.
- i. Notices of board meetings and standing committee meetings shall be disseminated no less than 48 hours prior to the start time of said meetings. Email notification to the email address of record for board members is acceptable
 - ii. All board and standing committee meetings shall be announced to all board members, voting and at-large, and the ABS Administrator.
 - iii. Any action taken by the Board or by a Standing Committee at a meeting not properly noticed as per requirements established by ABS Bylaws shall be declared invalid.
- G. **Attendance.** Board members shall be required to attend the annual board meeting, all regular board meetings, all special board meetings, and all standing committee meetings for those standing committees of which they are voting members.

- i. Board members who will be absent at a scheduled board meeting shall notify a board officer by telephone, e-mail, or in person of said absence, in advance of the scheduled board meeting.
- ii. Standing committee members who will be absent at a scheduled standing committee meeting shall notify the committee chair by telephone, e-mail, or in person of said absence, in advance of the scheduled standing committee meeting.
- iii. A board member who notifies a board officer of his or her absence prior to the board meeting start time shall be marked 'excused' in the board meeting minutes.
- iv. A standing committee member who notifies the committee chair of his or her absence prior to the board meeting start time shall be marked 'excused' in the standing committee meeting minutes.
- v. A board member who fails to notify a board officer of his or her absence prior to the start time of a meeting, shall be marked "absent" in the meeting minutes.
- vi. A standing committee member who fails to notify the committee chair of his or her absence prior to the start time, shall be marked "absent" in the meeting minutes.

H. **Format of Board Meetings.** Board meetings shall be conducted in accordance with Roberts Rules of Order, except when ABS Bylaws provide otherwise.

- i. The Board President shall serve as parliamentarian during board meetings, unless specifically designated to another individual for a specific meeting.
- ii. The Board President shall call the board meeting to order at or after the meeting's designated start time, and if quorum is reached.
- iii. At the discretion of the Board President, the start time of the board meeting may be delayed even if quorum is reached.

I. **Format of Committee Meetings.** Committee meetings shall be conducted in a manner at the discretion of the committee chair, provided that a quorum is reached and that the call to order, the motion to adjourn, and voting be conducted in accordance with Roberts Rules of Order.

J. **Closed Session.** The Board may meet in Closed Session (closed to the public) only for purposes consistent with Wisconsin State Statute Chapter 19, Subchapter V, and after proper noticing as defined in the Statutes. Notice shall be included on the board meeting agenda.

K. **Public Participation.** At the beginning of each regular meeting of the Board, there shall be a period of time set aside for public participation.

- i. Members of the public may address the Board on items of school business.
- ii. Members of the public wishing to address the Board shall sign in on a public participation sheet provided by the Board, indicating their name, address, relation to ABS, and purpose for speaking.
- iii. A member of the public may have up to three minutes to address the Board.
- iv. The Board may comment or answer questions posed to them by members of the public during public participation but is not required to do so.

L. **Minutes.** Minutes shall be recorded for all board meetings and committee meetings.

- i. Minutes shall be recorded at board meetings by the Board Secretary. In the absence of the Board Secretary, the Board President shall appoint a board member of his or her choosing to record minutes.
- ii. Minutes shall be recorded at committee meetings by the Committee Secretary. In the absence of the Committee Secretary, the Committee Chair shall appoint a standing committee member of his or her choosing to record minutes.
- iii. Draft minutes of all board meetings and committee meetings shall be distributed by email to all board members within seven days of adjournment of said meetings.
- iv. At each board meeting and committee meeting, the first order of business shall be a motion made to approve the minutes of the Board's or the committee's previous meeting, A move to amend said minutes may be made by any voting member at that time.
- v. At a minimum, minutes shall note the time of the call of the meeting to order, the public participation (or absence thereof) held at the meeting, the motion and action to approve the minutes of the previous meeting, any action taken by the

standing committee or Board which requires a vote, and the time of the motion made to adjourn the meeting.

- vi. Minutes shall reflect the name of the voting member who moves to approve/deny an item, the name of the voting member who seconds said motion, and the names of those members voting “aye,”

ARTICLE V. **Voting**

A. **Method of Voting.** Except as otherwise provided by ABS Bylaws, a simple majority vote of those present shall be required for approval of action on any item, at board meetings and at standing committee meetings.

- i. A tie vote constitutes a denial of the motion.

B. **Email voting.** When action is deemed time-sensitive and the vote/decision cannot be delayed until the next scheduled board meeting, a vote may be conducted by email at the discretion of the Board President.

- i. Only the Board President can initiate an email vote.
- ii. Any request for an email vote by a voting member must be forwarded, in writing or by email, to all four board officers with a detailed description of the item to be voted on, and the reason for its time sensitivity.
- iii. At the discretion of the Board President, the action in question shall be forwarded by the Board President to the board members via email.
- iv. A motion and a second must be made before discussion can occur on the action in question.
- v. All board members must be copied on all discussions.
- vi. All board members are permitted to participate in email discussion of the action in question.
- vii. A minimum of 48 hours are required for discussion.

- viii. After discussion, a motion to approve or deny and a second must be made before voting can occur on the action in question. Voting will then be called by the Board President .
- ix. Votes on the motion shall be submitted to the Board President and the Board Secretary within 48 hours.
- x. After 48 hours of the call to vote, the votes will be tallied, and the Board President shall notify the board members, of the vote count, listing “aye” or “nay” next to the name of each voting member.
- xi. Email voting shall not occur when the action in question requires a 3/5 majority vote for approval, as per ABS Bylaws.

C. **Conflict of interest.** A board member who has a conflict of interest regarding business before the board, shall refrain from speaking or voting on the business in question.

- i. A voting member wishing not to vote shall indicate to the Board President prior to the vote that he or she will abstain, or shall indicate to the Board President or Board Secretary after the vote that he or she has abstained.

D. **Quorum.** A quorum must be reached in order for the board or a committee to be called to order.

- i. For the purposes of a board meeting, a quorum shall consist of the presence of a simple majority of those persons comprising the total voting membership of the board.
- ii. For the purposes of a committee meeting, a quorum shall consist of the presence of a simple majority of those persons comprising the total voting membership of the committee.
- iii. Any action, vote, or business transacted by the board or a committee that lacks quorum shall be declared invalid.

E. **Reconsideration.** A voting member may request reconsideration of board action only if said action occurred at the present meeting or the meeting immediately preceding it.

- i. Only those voting members whose vote was on the prevailing side of the action taken by the board shall be permitted to request reconsideration of said action.
- ii. A vote shall first be taken on the motion to reconsider the action. A simple majority of those voting members present shall be required to reconsider the action.
- iii. If the motion to reconsider the action is approved, a new motion moving approval or denial of the original action item shall be made anew.

F. **Refer Back.** A voting member may move that an action item recommended to the board by a committee be referred back to the same committee.

- i. A simple majority of those voting members present shall be required to approve said motion.
- ii. If the motion to refer back is approved, the action item shall return to the standing committee at which it was acted upon, to be taken up and acted upon anew.

G. **Committee of the Whole.** At a board meeting, a voting member may move to enter the Committee of the Whole.

- i. A 3/5 majority vote shall be required to approve a motion to enter the Committee of the Whole.
- ii. The only motion in order in the Committee of the Whole is a motion to take action that shall be added to the Report of a Committee.
- iii. A simple majority vote shall be required to approve a motion to leave the Committee of the Whole.

ARTICLE VI **Committees.** The board shall utilize committees and task forces to conduct its business.

- A. The chair may appoint committees and task forces as needed with the consent of the board. The secretary shall maintain a list of all committees and task forces, including their membership and chairs. At the least, the Board shall utilize a committee responsible for board governance and a committee responsible for managing board and school finances,.
- B. Business brought before the Board in need of action shall be sent by the Board President to the relevant committee for consideration.

- i. A committee shall vote to approve or to deny said action. The action will then come before the Board at its next meeting as a “recommendation to approve” or a “recommendation to deny” from said committee.
- C. A committee shall elect a committee chair at its first meeting. The committee responsible for managing board and school finances shall be chaired by the Board Treasurer unless otherwise voted upon by said committee.
- D. In the event that board business is such that a standing committee will not suffice, an *ad hoc* committee or task force may be established.
- i. An *ad hoc* committee or task force shall be temporary and at time of its establishment shall have start and termination dates clearly identified.
 - ii. An ad hoc committee or task force shall comply with all ABS bylaws which regulate standing committees.

ARTICLE VII **Bylaws** The Board shall be empowered to make, amend, or repeal ABS Bylaws, either in whole or in part.

- A. **Amendment to Bylaws.** All resolutions to amend the bylaws of ABS shall be referred to the Governance Committee for action. A simple majority of the Governance Committee shall be required to approve any action to amend the ABS Bylaws. A 3/5 majority vote of the total voting membership of Board shall be required to amend the ABS Bylaws.
- i. The Board shall take action on the recommendation to approve or deny the Governance Committee’s action regarding ABS Bylaws only at a regular meeting or a special meeting called for that purpose.
 - ii. The board secretary shall maintain a paper and an electronic copy of the most current version of the board bylaws, and shall email a copy of the bylaws to board members, voting and at-large, should any amendment of the bylaws occur, within 14 days of said amendment.
- B. **Board Action.** All board action must comply with ABS Bylaws.

- C. **Suspension of Bylaws.** A voting member may move to suspend the ABS Bylaws in order to take action which does not comply with the ABS Bylaws. A 3/5 majority of the board shall be required to suspend the ABS Bylaws.
 - i. If the board approves the suspension of the ABS Bylaws, said suspension is in effect only as long as the action for which the ABS Bylaws were suspended remains before the Board.

Certificate of Board President and Board Secretary

The undersigned do hereby certify that the undersigned are the Board President and the Secretary of the Appleton Bilingual School, a non-profit organization organized and existing in Wisconsin, that the foregoing of the Bylaws of said organization were duly and regularly adopted as such by the Board of said organization, which persons of the Board are the only individuals of said organization; and that the above and foregoing Bylaws are now in full force and effect.

Kole Oswald
Board President

Date

Laura Carrasco
Board Secretary

Date