

In accordance with Wisconsin Statute §116.02, the annual convention shall establish bylaws for governing the agency, which are listed below.

CESA 10 BYLAWS

Organization

The corporate name of this agency is Cooperative Educational Service Agency #10. The agency is created under the direction and authority of Chapter 116, Wisconsin Statutes. The agency is governed by the Board of Control under bylaws policies established by delegates to the annual convention and under policies adopted by the Board of Control as authorized under the bylaws.

Annual Convention

In 1997, and thereafter, the annual convention shall be held on the first Thursday in August, unless the delegates at any annual convention vote to thereafter hold the annual convention on an earlier date.

Each school board in the agency may send one voting delegate and other non-voting delegates to the annual convention, except that there shall be no more than one voting delegate to represent the territory comprising a union high school district and its underlying elementary districts. The secretary to the Board of Control shall act as the non-voting secretary to the convention. In the secretary's absence, the convention shall appoint an acting secretary from among the representatives to the convention.

Upon the convening of the convention the representatives, from all schools boards within each union high school district territory, meeting separately, shall elect a single representative to represent the territory as a voting delegate.

The bylaws for governing the agency will remain in effect until changed at the prior annual convention.

The annual convention shall elect the members to the Board of Control in accordance with the plan of representation.

Special Meeting

A special meeting of the representatives of all of the school boards of school districts in the CESA may be called upon a majority vote of the Board of Control or if a petition signed by at least 25% of the school board presidents of all school districts within the agency is filed with the Chairperson of the Board of Control at least 30 days prior to the proposed day of the special meeting. The petition or motion of the Board of Control shall specify the reason for the special meeting. Within 5 days after passage of the motion for the special meeting or upon receipt of the petition, the Chairperson of the Board of Control shall notify the school board of each school district within the agency, in writing, of the date and reason for the special meeting. No other business may be conducted at the special meeting.

Board of Control – Plan of Representation

- A. **Representation:** Eleven Board of Control members are elected at large.

- B. **Method of Election:** Delegates will be given the opportunity to indicate an interest in serving on the Board of Control by submitting a resume at least ten (10) days prior to the annual convention. Nominations may also be taken from the delegate convention floor.

Following nominations, the candidate(s) with the most votes shall be elected. In case of a tie for persons receiving the least number of ballots, one additional ballot shall be taken in an attempt to break the tie. If the tie still exists, a coin toss shall determine who is to be eliminated on the next ballot.

In the event only two candidates are on the ballot for one position available, and they receive an equal number of votes, one additional ballot will be taken in an attempt to break the tie. If a tie still exists, a coin toss shall determine the winner.

- C. **Limitation of Terms on Board of Control:** There shall be no limitation on the number of terms a Board of Control member may serve.
- D. **Method of Voting:** Voting shall be by written ballot.

Board of Control Membership

The Board of Control shall consist of eleven (11) members, elected to staggered three-year terms in accordance with the plan of representation of the CESA.

Membership on the Board of Control is limited to school board members of districts within the CESA.

Membership on the Board of Control is terminated:

- A. Upon the incumbent's position as a school board member becoming vacant under s. 17.03 or upon the incumbent otherwise ceasing to be a school board member.
- B. Upon the naming of a successor to the incumbent's position on the Board of Control at the annual convention.
- C. Upon the incumbent's resignation in accordance with s. 17.01(13) submitted in writing to the chairperson or the secretary of the Board of Control.

If a vacancy occurs on the Board of Control, the chairperson or the secretary of the Board of Control shall request the school board from which the member came to appoint one of its members to the vacancy until the next annual convention at which time the convention delegates will elect a member for the balance of the term.

Board of Control Officers

The Board of Control shall, at the annual organizational meeting, elect a Chairperson, a Vice-Chairperson, and a Treasurer. The CESA administrator shall serve as Secretary to the Board. Each officer shall serve for a term of one year. An officer who ceases to be a member of the Board of Control, or in the case of the agency administrator, ceases to be employed as the agency administrator, shall immediately vacate such office and the vacancy shall be filled as was in the original selection.

The duties of the officers shall be as follows:

- A. **Chairperson:** The chairperson shall preside at all meetings of the Board of Control; decide on all questions of order to an appeal by any board member; have authority to sign all documents on behalf of the Board of Control; make appointments to all committees and be the ex-officio member of each; approve of and assist in the preparation of the agenda for all business meetings and perform such other duties as may be required.

B. **Vice-Chairperson:** The vice-chairperson shall preside over all board meetings in the absence of the chairperson and shall have all of the powers and duties of the chairperson during absence or incapacity; the vice-chairperson shall sign checks in the absence of the agency administrator.

C. **Secretary:** The secretary shall:

- i. Attend all meetings of the Board and keep complete records of all proceedings, transcribe the records and place them in a convenient and easily accessible permanent file for the use of any and all Board members.
- ii. Notify, in writing, all members of the Board of Control of all meetings, both regular and special.
- iii. Notify the official newspaper of all regular or special meetings. Notification is to be given at least 48 hours before a scheduled meeting.
- iv. In the absence of the Chairperson and Vice-Chairperson, the secretary shall call the Board meeting to order and conduct the election of a temporary chairperson. The secretary shall also conduct the annual meeting until the chairperson is elected.
- v. Receive all communications addressed to the Board of Control and report the same to the Board.
- vi. Perform such other duties as may be specified by the Board of Control consistent with the laws of the state of Wisconsin and the bylaws established at the annual convention.

D. **Treasurer:** The treasurer shall cause the deposit of all monies received by the agency in the depository approved by the Board of Control and shall cause voucher forms to be provided for the payment of all bills of the agency. The treasurer shall fulfill the obligation of signing vouchers through the use of a check signing machine on vouchers approved by the Board of Control. The treasurer shall review financial reports as may be required by law.

The Board of Control may specify additional duties for officers.

Board of Control Meetings

The Board of Control shall meet monthly and at the call of the Chairperson. The Board of Control shall establish policies for the conduct of its meetings.

Fiscal Control, Responsibility and Accountability Procedures

The Board of Control shall adopt policies establishing fiscal control, responsibility and accountability procedures, including policies providing for budget development, review, implementation and amendment; accounting practices and procedures, including adequate internal controls; and providing for an annual financial audit to be prepared by a certified public accountant and to be presented by the auditor to the Board of Control. The Board of Control shall purchase errors and omissions insurance coverage.

Designation of Public Depository

The Board of Control, at its annual organizational meeting, will determine the designated public depository of CESA #10 funds.