



# WISCONSIN ASSOCIATION OF SCHOOL COUNCILS, INC. ARTICLES OF INCORPORATION

(By-Laws updated April 2006)

## ARTICLE 1. NAME

The name of the corporation is the Wisconsin Association of School Councils, Inc.

## ARTICLE 2. PERIOD OF EXISTENCE

The period of existence shall be perpetual.

## ARTICLE 3. PURPOSES

The purpose shall be exclusively Charitable and Educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code. The WASC shall also provide student leadership training, facilitate interaction among school leadership organizations, provide advice and guidance for student organizations and their advisors and assist in the formation of new leadership organizations.

## ARTICLE 4. CORPORATION OFFICE

The principal office is located in Dane County, Wisconsin, and the address of such principal office is 4797 Hayes Road, Madison, WI 53704.

## ARTICLE 5. REGISTERED AGENT

Name of the initial registered agent is Donald C. Larsen.

## ARTICLE 6. ADDRESS OF REGISTERED AGENT

Address of the initial registered agent is 4797 Hayes Road, Madison, WI 53704.

## ARTICLE 7. AMENDMENT PROCESS

These articles may be amended in the manner authorized by law at the time of amendment. The Constitution and Bylaws of the Wisconsin Association of School Councils (Restated and Ratified February, 1986) as an unincorporated association are hereby incorporated by this reference. Those governing documents shall be considered to be the initial corporate bylaws for the Wisconsin Association of School Councils, Inc. The Board of Directors shall consolidate these documents into a single revised document that will represent the corporate bylaws.

## ARTICLE 8. NUMBER OF DIRECTORS

The number of directors shall be fixed by the bylaws but shall not be less than three.

## ARTICLE 9. INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors are:

Donald C. Larsen  
WASC  
4797 Hayes Road  
Madison, WI 53704

Steven Peterson  
Lincoln High School  
1801 16th Street South  
Wisconsin Rapids, WI 54494

Elden Perkins  
Sparta Junior High School  
201 East Franklin Street  
Sparta, WI 54656

ARTICLE 10. MEMBERSHIP PROVISIONS

Membership provisions will be set forth in the bylaws.

ARTICLE 11. OTHER PROVISIONS

In addition to restrictions listed in the bylaws, the following apply: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its officers, directors or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3. The corporation shall not carry on any activities not permitted to be carried on by a corporation classified under section 501 (c)(3) of the Internal Revenue Code, as amended. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 12. INCORPORATOR

The name and address of incorporator (or incorporators) are: Donald C. Larsen, 4797 Hayes Road, Madison, WI 53704.

Executed on the 1st day of December A.D., 1983, for the purpose of forming a Wisconsin corporation under Chapter 181 of the Wisconsin Statutes, WITHOUT STOCK AND NOT FOR PROFIT.

The members adopted the foregoing amendment of the Articles of Incorporation of said corporation on May 5, 1985.

Ratified October, 1973  
Restated and Ratified  
Amended April, 1975  
May, 1978

Restated and Ratified  
February, 1986  
Restated and Ratified  
March, 1993

Restated and Ratified  
September, 1995  
Additions April, 1997  
Additions March, 1998

# BYLAWS OF THE WISCONSIN ASSOCIATION OF SCHOOL COUNCILS, INC.

## ARTICLE I - NAME

The name of this organization shall be the Wisconsin Association of School Councils, Inc., hereafter referred to as the WASC.

## ARTICLE II - OBJECTIVES/PURPOSES

The purposes of this organization shall be to provide student leadership training, to facilitate interaction among school leadership organizations, to provide advice and guidance for student organizations and their advisors, and to assist in the formation of new leadership organizations.

## ARTICLE III - MEMBERSHIP

### Section A. Regular.

An organization officially representing the student body of any Wisconsin school, which includes at least two consecutive grade levels 6 through 12, will, upon acceptance of these Bylaws and payment of the required dues, be voting members of the WASC.

### Section B. Affiliate.

1. Elementary School. An organization officially representing the student body of any Wisconsin school which includes at least two consecutive grade levels between grades K and 6, will, upon acceptance of these Bylaws and payment of the required dues, be nonvoting members of the WASC. Representatives from affiliate schools are not eligible to hold office.
2. Other Organizations. Any other organization interested in membership may submit application for consideration.

### Section C. Individual.

Individuals may be granted nonvoting membership to the Association by the Governing Board. Individual members cannot hold office.

### Section D. Membership Year.

The membership year shall be September 1 to August 31.

## ARTICLE IV - DUES

Power to levy dues rests solely with the Governing Board.

## ARTICLE V - REGIONAL STRUCTURE

### Section A. Regions.

1. The state shall be divided into six geographic regions as follows:

Region I - Whitetail	Region IV - Metropolitan
Region II - Northlands	Region V - Capitol
Region III - Fox River Valley	Region VI - Big Rivers

2. The counties in each region are:

Region I - Whitetail: Ashland, Barron, Bayfield, Burnett, Chippewa, Douglas, Dunn, Eau Claire, Iron, Pepin, Pierce, Polk, Price, Rusk, St. Croix, Sawyer, Washburn, (and Thorp Schools)

Region II - Northlands: Clark, Florence, Forest, Lincoln, Langlade, Marathon, Oneida, Portage, Taylor, Vilas, Wood, (and Plainfield Schools)

Region III - Fox River Valley: Brown, Calumet, Door, Fond du Lac, Green Lake, Kewaunee, Manitowoc, Marinette, Marquette, Oconto, Outagamie, Shawano, Sheboygan, Waupaca, Waushara, Winnebago.

Region IV - Metropolitan: Kenosha, Milwaukee, Ozaukee, Racine, Walworth, Washington, Waukesha.

Region V - Capitol: Columbus, Dane, Dodge, Green, Jefferson, Rock.

Region VI - Big Rivers: Adams, Buffalo, Crawford, Grant, Iowa, Jackson, Juneau, LaCrosse, Lafayette, Monroe, Richland, Sauk, Trempealeau, Vernon.

3. The Governing Board has the authority to assign a school to a different geographic region upon request by the school.

#### Section B. Voting Delegates.

Each regular member organization shall have two voting delegates. One of these voting delegates shall be a student and the other an adult advisor. The adult advisor must be an employee of the School District.

### ARTICLE VI - GOVERNANCE STRUCTURE

#### Section A. State.

1. Governing Board. There shall be a Governing Board comprised of two students and two adult advisors from each region. Students shall serve one-year terms and adult advisors three-year terms. One-third of the advisor terms shall expire each year. The Executive Director of the WASC shall serve ex-officio.
2. Officers. The Governing Board shall elect, from its members, six officers. There shall be two students serving as State Senior High President and State Senior High Vice President, two students serving as State Junior High/Middle School (JAM) President and State JAM Vice-President, and two adult advisors serving as State Senior High Coordinator and State JAM Coordinator. The term of office for those positions shall be one year.
3. State Executive Committee. The State Executive Committee shall be composed of the six Governing Board officers and the Executive Director who shall serve ex-officio and without vote. The two State Vice-Presidents shall serve without vote.
4. Executive Director. The Executive Director shall be an employee of the WASC (See AWSA/WASC agreement).
5. State Delegate Assembly.
  - a. The State Delegate Assembly shall be comprised of the two voting delegates of each regular member organization.
  - b. Governing Board members shall also be voting delegates in the State Delegate Assembly.

Section B. Regions.

1. Regional Officers. Regional voting delegates from each member organization will elect the following officers:
  - a. A student Senior High School President, Vice President and Corresponding Secretary.
  - b. A student JAM President, Vice President and Corresponding Secretary.
  - c. A Senior High School Advisor.
  - d. A JAM Advisor.
2. Term. Student officers shall serve one-year terms; advisors shall serve three-year terms.
3. Executive Committee. The Executive Committee shall consist of the eight (six students and two adults) elected officers of the region.
4. Regional Delegate Assembly. The Regional Delegate Assembly shall be comprised of two voting delegates of each regular member organization.

ARTICLE VII - QUALIFICATIONS FOR OFFICE

Section A. State.

1. Student Officers.
  - a. Qualifications for State Presidents at the time of election shall:
    - (1) Be a member of his/her own school council or have had previous school council experience.
    - (2) Have at least one year of attendance remaining at the school level represented.
  - b. Qualifications for State Vice Presidents at the time of election shall be the same as the Presidents.
2. Advisor Coordinators.
  - a. Qualifications for Senior High School Advisor Coordinator at the time of election shall:
    - (1) Be an advisor to his/her school council.
    - (2) Be the designated voting representative of his/her school.
  - b. Qualifications for JAM Advisor Coordinator at the time of election shall be the same as the Senior High School Coordinator.
3. Executive Director. Qualifications
  - a. Education: Minimum of Masters Degree
  - b. Experience: Employment in public education including experiences in teaching, co-curricular activities, and administration.
  - c. Specific Skills: Expertise in speaking, writing, leadership development, human relations and management.

Section B. Region.

1. Regional Student Officers. Each candidate shall, at the time of election:
  - a. Be a member of his/her own school council or have had previous school council experience.
  - b. Have at least one year of attendance remaining at the school level.
  - c. File a completed and signed official candidate application form with the appropriate regional advisor.
  
2. Regional Advisors. Each candidate shall, at the time of election:
  - a. Be an advisor to his/her council.
  - b. Be the faculty-voting representative of his/her school at the Regional Delegate Assembly.
  - c. Have a completed and signed official candidate application form.
  
3. Official Candidate Application. Official candidate applications of elected officers and advisors shall be filed with the WASC Executive Director within ten (10) days of the election.

ARTICLE VIII - ELECTION PROCEDURES

Section A. State Officers.

Election of officers shall be conducted during the May Governing Board meeting, all voting members of the Governing Board voting for each office.

Section B. Regional Officers.

Election of officers shall be conducted as determined by regional bylaws, voting delegates from each member school voting for each office in separate High School and JAM caucuses, or in a general assembly. Those elected shall assume office immediately following the WASC State Conferences.

ARTICLE IX - VACANCIES

Section A. State Officers of the Governing Board.

Vacancies occurring among the state elected officers of the Governing Board shall be filled by nomination and election at the next Governing Board meeting.

Section B. Other Governing Board Members.

Other vacancies of the Governing Board shall be filled by appointment by the affected Regional Executive Committee.

Section C. Regional Officers.

Vacancies on a regional level shall be filled according to the direction of the Regional Executive Committee.

Section D. Executive Director.

The Governing Board will act to fill the vacancy in accordance with Article X, Section A. 1. b.

## ARTICLE X - DUTIES OF GOVERNING BODIES AND OFFICERS

### Section A. State.

1. Governing Board. The following duties shall be performed by the Governing Board:
  - a. Establish yearly membership dues.
  - b. Select, in cooperation with the Association of Wisconsin School Administrators (AWSA), an Executive Director when the position is vacant. (See AWSA/WASC Agreement)
  - c. Evaluate the WASC Executive Director and provide that person with a job description and contract.
  - d. Adopt and monitor the annual budget and provide for a yearly audit.
  - e. Provide direction and assistance to the Executive Director in planning and conducting the Annual State Conferences, Leadership Workshops, and all other statewide programs.
  - f. Encourage, coordinate and regulate the activities of the regions.
  - g. Establish general policies and guidelines for WASC publications.
  - h. Appoint Ad Hoc Committees as needed.
  - i. Appoint a representative each year to serve as a nonvoting member on the AWSA Student Services Committee.
  - j. Select official state representatives to the National Association of Student Councils (NASC) National Conference, NASC Regional Meeting, and Conferences for WASC Leadership Workshop staff training.
  - k. Select a parliamentarian to serve at the Annual State Delegate Assembly.
  - l. Maintain a removal-from-office policy.
  - m. Review actions and act on recommendations of the Executive Committee.
  - n. Carry out those duties specifically assigned to the Board by the State Delegate Assembly or these Bylaws.
  - o. Appoint liaison members to appropriate educational organizations.
  - p. Adhere to WASC policies and revise as necessary
2. State Student Officers.
  - a. It shall be the duty of the State Senior High President to serve on the State Executive Committee; submit agenda items for and preside over the State Delegate Assembly, Senior High State Conference, Governing Board and State Executive Committee; and represent the WASC at state, regional and out-of-state meetings when authorized by the State Executive Committee and/or the Governing Board.
  - b. It shall be the duty of the State JAM President to serve on the State Executive Committee, submit agenda items for the State Delegate Assembly, preside over the JAM State Conference and perform other duties as authorized by the State Executive Committee and/or Governing Board.
  - c. It shall be the duty of the State Senior High Vice President to act as Senior High President in the absence of the Senior High President; to serve on the State Executive Committee (nonvoting), to preside over the State Student caucuses; and to represent the WASC at state, regional and out-of-state meetings when authorized by the State Executive Committee and/or the Governing Board.
  - d. It shall be the duty of State JAM Vice President to act as JAM State President in the absence of the JAM State President, to serve on the State Executive Committee (nonvoting), and perform other duties as authorized by the State Executive Committee and/or Governing Board.
3. State Advisor Coordinators.
  - a. It shall be the duty of the Coordinators to serve on the State Executive Committee; to represent the WASC when requested to do so by the Executive Director; and to represent the WASC at state, regional and out-of-state meetings when authorized by the State Executive Committee and/or the Governing Board.

- b. The Senior High School Coordinator shall preside over Senior High School Advisor and combined Advisor State Caucuses.
  - c. The JAM Coordinator shall preside over Junior and Middle School Advisor State Caucuses and over combined Advisor State Caucuses in the absence of the Senior High School Coordinator.
4. State Executive Committee. It shall be the responsibility of the State Executive Committee to conduct the business of the Association between meetings of the Governing Board and to perform any specific tasks assigned by the Governing Board.
5. Executive Director. It shall be the duty of the Executive Director to:
- a. Maintain the state office and all necessary WASC records and files.
  - b. Maintain accurate records of the deliberations and actions of all state level governing groups.
  - c. Serve as treasurer of the WASC.
  - d. Plan, conduct and coordinate the Annual State Conferences and Summer Workshops.
  - e. Author, edit and/or coordinate all WASC publications and insure their proper and prompt distribution.
  - f. Provide consultation to regional executive committees and individual school organizations.
  - g. Perform all necessary correspondence for the Association.
  - h. Prepare agenda and provide adequate notification of meetings to members of the Governing Board and State Executive Committee.
  - i. Represent the WASC at state, regional and out-of-state meetings when authorized by the State Executive Committee or Governing Board.
  - j. Prepare the annual WASC budget in coordination with a budget committee, for approval by the Governing Board.
  - k. Make all necessary arrangements for official WASC delegates to NASC National Conference.
  - l. Select Workshop Directors with the assistance and approval of the Governing Board.
  - m. May recommend amendments to the Bylaws.
  - n. Carry out any other duties assigned by the State Executive Committee, Governing Board and/or State Delegate Assembly.

## Section B. Region.

1. Regional Officers.
- a. Senior High School President. The senior high school President shall chair the Regional Executive Committee and serve on the State Governing Board.
  - b. Senior High School Vice-President. The senior high school Vice President shall preside over senior high school or combined JAM and senior high school caucuses, serve as substitute for the President on the Regional Executive Committee and the State Governing Board and assume the office of President if it becomes vacant.
  - c. JAM President. The JAM President shall preside over JAM student caucuses, and serve on the Regional Executive Committee and the State Governing Board.
  - d. JAM Vice President. The JAM Vice President shall preside in the absence of the JAM President, serve as an alternate for the President on the Regional Executive Committee and the State Governing Board, and assume the office of President if it becomes vacant.
  - e. Corresponding Secretaries. The Corresponding Secretaries shall record the minutes of the Regional Delegate Assembly business meetings, record formal actions of the student caucuses, conduct the correspondence of the region, maintain a neat and accurate notebook of regional activities for transmittal to the successor and provide required written reports of Regional Delegate Assembly actions and conference activities to the Executive Director promptly. Secretaries will also serve on Regional Executive Committees.
  - f. Regional Advisors. Advisors shall serve on the Regional Executive Committee, serve on the State



Governing Board, and serve as a direct link between the Regional Executive Committee and the WASC Executive Director. Regional bylaws will provide for selection of the Chairperson of the JAM and Senior High School Advisor Caucuses.

2. Regional Executive Committee. The Regional Executive Committee shall conduct business of the region, set the dates and determine responsibilities for regional meetings, and adhere to and make appropriate revisions of Regional By-Laws.

## ARTICLE XI - MEETINGS

Section A. Quorum. A quorum consisting of a simple majority of the members of the Regional Executive Committee, the State Executive Committee and the State Governing Board, is necessary to conduct business in each respective group.

### Section B. State.

1. Governing Board. The Governing Board shall meet a minimum of four times a year. These meetings shall be held as follows: late May, early September, early December, late February. The Governing Board may resolve conflicts with these dates.
2. Executive Committee. The Executive Committee shall meet prior to all Governing Board meetings and as determined by the Executive Committee.
3. State Meetings.
  - a. State Conferences. There shall be a Senior High State Conference and a JAM State Conference held each spring at a site and time determined by the Governing Board.
  - b. State Delegate Assembly. There shall be a State Delegate Assembly held each spring at a site and time determined by the Governing Board. It shall be the function of the State Delegate Assembly to consider and act upon:
    - (1) Old and new business.
    - (2) Proposed Resolutions and State Projects.
    - (3) Proposed amendments to the Bylaws.
    - (4) And other agenda items.
4. State Caucuses.
  - a. An opportunity shall be provided for Advisor and Student Caucuses as part of the State Delegate Assembly. Caucuses shall be composed of all voting representatives at the State Delegate Assembly. JAM and senior high school representatives may caucus separately.
  - b. It shall be the purpose of the State Caucuses to:
    - (1) Review the agenda and conduct hearings on business to come before the State Delegate Assembly.
    - (2) Provide the opportunity to formulate items of new business.
5. Leadership Training. There shall be Leadership Training Workshops/Conferences at times and sites to be determined by the Executive Director and the Governing Board.

### Section C. Region.

1. Executive Committee. The Regional Executive Committee shall meet between Governing Board meetings. Two meetings shall be personally attended. Subsequent meetings may be by teleconferencing, email, etc.

2. Regional Meetings.

- a. Fall Conference. There shall be a fall conference for the purpose of providing leadership training under guidelines provided by the WASC.
- b. Spring Business Meeting. There shall be a spring business meeting held between January 1 and the State Conferences. The agenda for this meeting shall include the items listed in Article XI, Section B. 3 and 4.

3. Regional Delegate Assemblies. The Delegate Assembly in each region shall perform the following functions:

- a. Review and update the bylaws of the region.
- b. Review and/or act upon proposed amendments to the Bylaws of WASC.
- c. Review and/or act upon proposed resolutions and state projects.
- d. Propose resolutions and amendments.
- e. Provide program ideas to regional officers for conferences and activities.
- f. Elect regional officers.

4. Regional Caucuses. Regional Advisor and Student Caucuses may function as part of business meetings. Caucuses shall be composed of all voting representatives at the particular meeting. JAM and senior high school representatives may caucus separately.

Both Student and Advisor Caucuses in each region shall perform the following functions:

- a. Review the agenda and conduct hearings on business to come before the Delegate Assembly.
- b. Provide the opportunity to formulate items of new business for Delegate Assembly consideration.

ARTICLE XII - RESOLUTIONS, STATE PROJECTS and PLATFORM

Section A. Proposed Authority.

All governing bodies within the Association may propose resolutions and State Projects by member organizations, by state and regional caucuses and individuals of member organizations.

Section B. Submission Procedure.

Proposed Resolutions and State Projects may be submitted, in writing, at any time to the Executive Director, but no later than sixty (60) days prior to the opening date of the State Delegate Assembly.

Section C. Promulgation.

Copies of the Proposed Resolutions and State Projects to be considered by the State Delegate Assembly shall be mailed by the Executive Director to member organizations within ten (10) days after the submission deadline.

Section D. Hearings.

Hearings on Proposed Resolutions and State Projects may be held in State Caucuses.

Section E. Adoption.

Proposed Resolutions and State Projects will be considered adopted when approved by a simple majority vote of the State Delegate Assembly.

## Section F. Platform.

The WASC PLATFORM is a list of basic beliefs or goals, which are of a continuing or permanent nature. The distinction between a Platform statement and a resolution is primarily one of permanency. A resolution may be purposeful and/or appropriate for a limited period of time. The former states a belief or goal, which is of such a nature that the association will probably always pursue it.

Any representative, in accordance with Article XII, Section A, may submit in writing changes, deletions, or additions to the Platform. Changes, deletions, or additions in their entirety must follow these procedures:

- 1) Acceptance or rejection by the "resolutions committee" (or designated group);
- 2) Approval by the Governing Board; and
- 3) Adoption by the State Delegate Assembly.

## ARTICLE XIII - AMENDMENTS

### Section A. Proposal Authority.

Amendments to these Bylaws may be proposed by all governing bodies within the Association and by member organizations.

### Section B. Submission Procedures.

Proposed amendments may be submitted, in writing, at any time to the Executive Director, but no later than December 1 in order to be considered in the current membership year.

### Section C. Governing Board Action.

Before consideration, proposed Bylaw amendments must be approved by a simple majority vote of the Governing Board. Proposed amendments approved by the Governing Board will be forwarded to member organizations at least 30 days prior to the State Delegate Assembly or the first regional spring business meeting, which ever comes first.

### Section D. Adoption.

Proposed Bylaw amendments shall be effective immediately upon receiving a simple majority of the votes cast in four of the six Regional Delegate Assemblies or a two-thirds majority of the votes cast at a State Delegate Assembly. The Regional Corresponding Secretaries as a matter of separate correspondence shall forward results in each region to the Executive Director immediately.

## ARTICLE XIV - FINANCES

### Section A. Membership Dues.

Each member school shall pay annual membership dues.

### Section B. Conference and Meeting Fees

The Regional Executive Committee or State Governing Board shall determine fees for activities.

### Section C. Regional Balances

Each region shall maintain a minimum balance of \$100 in the WASC Treasury.

### Section D. Regional Expenses

Expenses shall be paid from funds other than dues as determined by the Regional Executive Committee.

### Section E. Disbursement of Earnings

No part of the net earnings shall inure to the benefit of, or be distributed to its members, directors, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered.

### Section F. Audit

A qualified external accountant shall audit the Association budget and financial records.

## ARTICLE XV - AFFILIATION

The WASC shall be affiliated with the Association of Wisconsin School Administrators, Incorporated (AWSA). The financial arrangements for staffing, utilization of office space and equipment shall be shared as mutually agreed upon by the WASC and AWSA governing bodies.

## ARTICLE XVI - PARLIAMENTARY AUTHORITY

In those matters not otherwise provided for by these Bylaws, this Association shall be governed by the latest edition of Robert's Rules of Order, Newly Revised.

## ARTICLE XVII - WASC FOUNDATION AND WASC ENDOWMENTS

### Section A. Creation of the FOUNDATION.

The WASC FOUNDATION (FOUNDATION) is hereby created and organized as a distinct entity operating within the WASC's organizational and corporate structure. The FOUNDATION shall, at all times, operate in a manner consistent with the WASC's character and status as a non-stock Wisconsin corporation that is recognized as exempt from taxation under section 501(c)(3) of the Internal Revenue Code.

### Section B. ENDOWMENT Funds.

The FOUNDATION may establish one or more ENDOWMENT funds, the principal of which shall be held in trust and prudently invested and the interest earnings from those investments eligible to be used and applied to accomplish the objectives of either the WASC or the FOUNDATION.

### Section C. Purpose of the FOUNDATION

The purpose of the FOUNDATION shall be to support the objectives of the WASC by raising funds through charitable contributions and other fundraising efforts, and by establishing segregated accounts, including one or more endowment funds, that will be held, invested, and applied to accomplish this purpose. Funds raised through these efforts shall be cleared and held by the WASC in segregated accounts subject to oversight by the FOUNDATION's Trustees. The expenditure of funds controlled by the FOUNDATION shall be exclusively for educational and charitable purposes, consistent with Article 3 of the WASC articles of incorporation.

Section D. Membership.

The FOUNDATION shall have no members.

Section E. Governance by FOUNDATION Trustees

The WASC Governing Board shall appoint an ad hoc committee, consisting of no fewer than five persons to serve as Trustees of the FOUNDATION. The Trustees shall be responsible for providing leadership and direction to the FOUNDATION. The Trustees shall regularly report to the WASC Governing Board concerning the projects and initiatives of the FOUNDATION as well as the status of all of the Foundation's financial accounts.

Section F. Rules of Organization for the FOUNDATION

The operating rules and other governance conditions proposed by the Trustees shall be reviewed and approved the WASC Governing Board. To differentiate these resulting sources of authority from the WASC articles and bylaws, any subsequent documents that are created relating to the FOUNDATION shall use the term "Rules of Organization."

Section G. Other Provisions for the FOUNDATION

Separate financial accounts for the FOUNDATION shall be created and established within the framework of accounting and budgeting that is used by the WASC. Funds received or established for the purposes of the FOUNDATION may be designated by that name "WASC FOUNDATION" or "WASC ENDOWMENTS" Funds held in these segregated accounts that may only be used for educational and charitable purposes consistent with the WASC's status as a tax-exempt organization. Funds received by the WASC that are intended to support educational and charitable purposes may upon action by the Executive Director, be deposited in the accounts used for FOUNDATION funds.

Articles XVII and XVIII were drafted on February 20, 1997, by Thomas R. Grogan, State Bar of Wisconsin Attorney Number 1009538, c.o. the University of Wisconsin Oshkosh, 800 Algoma Boulevard, Oshkosh, WI 54901; (414) 424-0424.

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*Process of Development, Approval, and Enactment of the Foregoing  
Amendments*

Concepts developed by: WASC Executive Director Donald C. Larsen; WASC Long Range Planning Committee, Chairperson Steve Peterson; WASC Ad Hoc Committee, Brian Vaughan, Acting Chairperson.

Approved by the Executive Director: February 6, 2006

Presented to and Accepted by the Governing Board: February 6, 2006

Adopted by the SDA: April 10, 2006

The undersigned officers of the Wisconsin Association of School Councils, Inc., following the approval of the Bylaws by the WASC State Delegate Assembly, signed these Bylaws in duplicate this 10th day of April, 2006.

David Vandenlangenberg, State President

Jessie Doyle, Jam President

Courtney Konyn, State Vice-President

Wyatt Stone, Jam Vice-President

Robert Boerner, Senior High Coordinator

Scott Miller, Jam Coordinator

Michelle M. McGrath, Executive Director