

FOND DU LAC STEM ACADEMY, INC.

BYLAWS

ARTICLE I

CORPORATE OFFICES

Section 1. Wisconsin Registered Office. The registered office of Fond du Lac STEM Academy, Inc. (“the corporation”) in the State of Wisconsin may, but need not, be identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the board of directors. The business office of the registered agent of the Corporation shall be identical with the registered office.

Section 2. Other Offices. The principal office of the corporation in the State of Wisconsin shall initially be located in Fond du Lac County. The corporation may also have offices at such other places both within and without the State of Wisconsin as the board of directors may from time to time determine or the business of the corporation may require.

ARTICLE II

FORM AND PURPOSE

Section 1. No Members. The corporation shall have no members.

Section 2. Notice and Other Statutory Requirements Concerning Members. Any provision of these Bylaws, Chapter 181 of the Wisconsin Statutes, or other applicable law requiring notice to, the presence of, or the vote, consent, or other action by members of the corporation in connection with such matter shall be satisfied by notice to, the presence of, or the vote, consent, or other action of the directors of the corporation.

Section 3. Purpose. The corporation is organized exclusively for charitable, religious, educational or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. To the extent consistent with the above general purposes, the specific purposes of the corporation shall be as follows: to operate a charter public school affiliated by contract with the Fond du Lac (Wisconsin) School District, for pupils in grades as set forth in the charter school contract, focusing on project-based learning with an emphasis in a science, technology, engineering, and mathematics curriculum. The purpose statement is also set forth in Article 8 of the Fond du Lac STEM Academy, Inc.’s Articles of Incorporation. These Articles were filed by the State of Wisconsin Department of Financial Institutions

on April 1, 2013. The Corporation shall act in accordance with Section 118.40, Wis. Stats., and other applicable charter school laws and policies of the State of Wisconsin and the regulations of the Wisconsin Department of Public Instruction.

ARTICLE III

DIRECTORS

Section 1. Powers. The affairs of the corporation shall be managed by or under the direction of its board of directors. The board of directors shall be referred to as the “Governance Board,” and the “members of the Governance Board” are the “directors” (and vice-versa.) The directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they may deem proper and not inconsistent with these Bylaws, the laws of the State of Wisconsin and the provisions of the U.S. Internal Revenue Code and Regulations as they related to section 501 (c) 3 tax exempt organizations.

Section 2. Number, Election, Tenure and Qualifications. The number of directors shall not be less than seven (7) nor exceed thirteen (13), as the board of directors shall determine from time to time. Except as provided below, each director shall serve a term of two (2) years and until his or her successor is elected and qualified, or until such director’s earlier death, resignation, incapacity to serve or removal. Board members shall be elected annually at the Annual Meeting of the Corporation. The board of directors shall consist of two classes of approximately equal size, an odd-numbered class and an even-numbered class, together with one or more “Student Director,” as described below. Directors in the even-numbered class shall be elected at the annual meeting of the Corporation in each even-numbered year, and directors in the odd-numbered class shall be elected at the annual meeting of the Corporation in each odd-numbered year. In addition to the directors, parents of enrolled pupils may nominate proposed directors for election or re-election to fill positions of directors whose terms are expiring. The election shall be by the vote of the directors. That a director’s term is expiring shall not preclude such director from voting in such election. Directors shall be at least eighteen (18) years of age and shall be residents of the State of Wisconsin but need not be residents of the Fond du Lac School District. Provided, however, that one or two members of the Board of Directors may be a “Student Director,” they shall be members of a Fond du Lac area high school. The Principal of a Fond du Lac area high school may submit the names of students nominated to serve as Student Directors as needed. The Student Director(s) shall be elected by the board annually in June of each year as needed, and hold office for a term of one, or more academic or school years depending on grade, ending upon such Student Director’s graduation from a Fond du Lac area high school. The Student Director(s) may serve notwithstanding that he or she has not then reached the age of eighteen (18) years, but shall not have a vote on the board until having reached such age.

Elections to fill vacancies in the board of directors may take place by vote of remaining directors at the annual meeting or at any regular or special meeting of the board. A person elected to fill a vacancy in a position shall serve for the remainder of the term of that position and until the next election of directors of that class. Election of any director shall require a majority vote of the directors in attendance at the meeting at which the election takes place, provided a quorum is present. Board members who are absent from more than three (3) consecutive meetings, or who do not attend at least seven (7) monthly meetings of the board of directors in each calendar year are subject to removal from the board upon motion and majority vote of the remaining directors.

The directors (Members of the Board of Governance) are not subject to term limits.

Section 3. *Place of Meetings.* The board of directors of the corporation may hold meetings, both regular and special, either within or without the State of Wisconsin.

Section 4. *Annual Meetings.* An annual meeting of directors shall be held on the third Thursday of September of each year, otherwise at a day, time and place to be determined annually by the board. The parents of enrolled pupils are invited to attend the annual meeting. The President or Chairman shall give thirty (30) days notice to each director of the date, time and place of the annual meeting, and shall publicly post and/or publish notice of such meeting (as well as all other meetings of the board) as required by and in such fashion as complies with the Wisconsin Open Meetings Law. At each annual meeting the board shall present for discussion the financial results of the preceding calendar year, adopt the budget for the current calendar year, hold the election of the directors of the class to be elected during that year, fix the time, date and place of each of the regular meetings of the board of directors for the remainder of the calendar year, and transact such other business as may properly be brought before the meeting.

Section 5. *Regular Meetings.* A single notice of the dates, times and locations of regular meetings will be given to the board members annually at the annual meeting. Unless changed at the annual meeting, regular meetings of the board will take place on the third Thursday of the each month, however, the President or Chairman of the Board has the authority to change the date of the meeting upon fourteen (14) days written notice to the board members and posting or publishing of such notice as complies with the Wisconsin Open Meetings Law. In the event that the meeting date falls on a holiday, the date will be moved to the succeeding Thursday of the month. Parents of enrolled pupils are invited to attend any board meeting except for such parts thereof where the board is in “executive session.”

Section 6. *Special Meetings.* Special meetings of the board may be called by the President, the chairman of the Board, or the Secretary on the written request of one

director. The person or persons authorized to call special meetings of the board may choose the date, time and location of the special meeting. The secretary shall provide each of the directors with two (2) days written notice, which shall describe generally the business to be transacted at such special meeting. If required by the Wisconsin Open Meetings Law, notice shall also be posted and published in compliance therewith.

Section 7. Notice. Written notice of any special meeting shall be given at least two (2) days before the meeting to each director at his or her address on record with the corporation for the receipt of notices. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid, provided such notice is mailed at least three days before the meeting. Written notice by facsimile or electronic mail shall be deemed to have been given upon completion of the transmission to the recipient's last-known facsimile number or "E-mail" address, except that a confirmation copy shall be sent by mail to such recipient. Any director may waive notice of any meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting. Posting and/or publication of any notice shall be in compliance with applicable law and consistent with the practices of the Fond du Lac School District.

Section 8. Quorum. A majority of the number of members of the Governance Board (board of directors) then in office and entitled to vote shall constitute a quorum for the transaction of business at any meeting of the board of directors. If less than a majority of such number of directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation. No director may vote by proxy.

Section 9. Vacancies. Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the board of directors unless the Articles of Incorporation or the Bylaws provide that a vacancy or directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected to fill a vacancy shall hold office for the balance of the term for which that director was elected. A director appointed to fill a vacancy shall serve until the next annual meeting of directors at which directors of the same class as the vacant seat are to be elected.

Section 10. Informal Action by Directors. Any action required to be taken at a meeting of the board of directors, or any other action which may be taken at a meeting of the board of directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be. The consent shall be evidenced by one or more written

approvals, each of which sets forth the action taken and bears the signature of one or more directors. All the approvals evidencing the consent shall be delivered to the secretary to be filed in the corporate records. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date. Any such consent signed by all the directors or all the members of a committee shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Secretary of State or with the Department of Financial Institutions of Wisconsin under Chapter 181 of the Wisconsin Statutes.

Section 11. *Participation with Communications Equipment.* Members of the board of directors or of any committee of the board of directors may attend any meeting of such board or committee through the use of communications equipment by means of which all persons participating in the meeting have audio or audio/video of the meeting. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 12. *Compensation of Directors.* Directors shall receive no compensation for serving as director provided, however, that the directors may be paid their expenses, if any, of attendance at each meeting of the board of directors, workshops, visitations of other charter schools, training and development, etc. This provision shall not preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 13. *Presumption of Assent.* A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless the dissent of that director or his or her negative vote or abstention on the matter, or oral objection or dissent if the matter does not come to a vote, shall be entered in the minutes of the meeting, or unless that director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 14. *Committees.* The board of directors may create one or more committees, each having one or more members of the board of directors, who serve at the pleasure of the board. Any standing or special committees shall not, unless or except to the extent specified by the board of directors, or in the Articles of Incorporation or Bylaws, exercise the authority of the board of directors in the management and direction of the corporation, provided that a committee may not (a) authorize or adopt a plan for the distribution of the assets of the corporation or for dissolution; (b) fill vacancies on the board; (c) elect, appoint or remove any officer or director of the board; (d) fix the compensation of any member of a committee; (e) adopt, amend or repeal the Bylaws or Articles of Incorporation; (f) approve a plan of merger or adopt a plan of consolidation with another corporation or authorize the sale, lease, exchange or mortgage of all or substantially all of the assets or property of the corporation; or (g) amend, alter, repeal, or

take action inconsistent with, any resolution or action of the board of directors when the resolution or action of the board of directors provides by its terms that it shall not be amended, altered or repealed by action of a committee. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the number of members of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. One member of each committee may be appointed chair.

Section 15. Directors Conflicts of Interest. (a) If a transaction is fair to the corporation at the time it is authorized, approved or ratified, the fact that a director of the corporation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction. (b) In a proceeding contesting the validity of a transaction described in subsection (a) of this section 15, the person asserting validity has the burden of proving fairness unless the material facts of the transaction and the director's interest or relationship were disclosed or known to the board of directors and the board or committee authorized, approved or ratified the transaction by the affirmative votes of a majority of the disinterested directors even though the disinterested directors were less than a quorum. (c) The presence of a director who is directly or indirectly a party to the transaction described in subsection (a) of this section 15, or a director who is otherwise not disinterested may be counted in determining whether a quorum is present but may not be counted when the board of directors or a committee then takes action concerning the transaction. (d) For purposes of this section, a director is "indirectly" a party to a transaction if the other party to the transaction is an entity in which the director has a material financial interest or of which the director is an officer, director, or general partner.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the corporation shall consist of President, Vice President, Secretary and Treasurer, and such additional officers, if any, as determined by the board. Any two or more offices may be held by the same person.

Section 2. Elections. Elections of officers shall take place at any regular meeting as deemed necessary by the Board.

Section 3. Additional Officers and Agents. The board of directors may appoint such other officers and agents including, but not limited to, a Lead Administrator, and Lead Teacher, as it shall deem necessary, who shall exercise such powers and perform such duties as shall be determined from time to time by the board. Any person so appointed shall hold and maintain such licenses and credentials as are required by the Wisconsin Department of Public Instruction and the Fond du Lac School District.

Section 4. Compensation of Officers. The compensation of all officers and agents of the corporation shall be fixed by or under the direction of the board of directors.

No officer shall be prevented from receiving such compensation by reason of the fact that such officer is also a director of the corporation.

Section 5. Term of Office and Vacancy. Each elected officer shall hold office for a term of one (1) year, or until a successor is elected and qualified or until such officer's earlier resignation or removal. Election shall be by the directors. Any vacancy occurring in any office of the corporation shall be filled by the board of directors for the unexpired portion of the term. Each appointed officer shall serve at the pleasure of the board of directors. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 6. Removal. Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 7. President. The president shall be the chief executive officer ("CEO") of the corporation and, subject to the control of the board of directors, shall supervise and control the management of the corporation in accordance with these bylaws. The president may sign, with the secretary or any other proper officer of the corporation so authorized by the board of directors, any deeds, leases, mortgages, bonds, contracts or other instruments which lawfully may be executed on behalf of the corporation, except where the signing and execution thereof expressly shall be delegated by the board of directors to some other officer or agent of the corporation, or where required by law to be otherwise signed and executed. The president shall serve as the chairperson of the board of directors and shall preside at all meetings of the board of directors. The president shall, in general, perform all duties incident to the office of president and such other duties as may be prescribed from time to time by the board of directors.

Section 8. Vice -President. In the absence of the president, or in the event of the death, inability or refusal to act of the president, the vice president, unless otherwise determined by the board of directors, shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president, the vice president shall also serve as vice chairperson of the board of directors and, in the absence of the president, or in the event of the death, inability or refusal to act or the president, shall preside at all meetings of the board. The vice president shall perform such other duties as may be assigned from time to time by the president or the board of directors.

Section 9. Secretary. The secretary shall (a) attend meetings of the board of directors and prepare minutes of the proceedings of the meetings of the board of directors, and when required shall perform like duties for the committees of the board; (b) assure that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) maintain custody of the corporate records of the corporation; (d) keep or cause to be kept a register of the post office address of each director as furnished to the secretary by such directors; (e) sign with the president or a vice-president such instruments or documents of the corporation, the execution of which shall have been

authorized by resolution of the board of directors; (f) certify copies of the bylaws, resolutions of the board of directors and committees thereof and other documents of the corporation as true and correct copies thereof; and (g) perform all duties incident to the office of secretary and such other duties as the board of directors or the president may from time to time prescribe.

Section 10. Assistant Secretaries. The assistant secretary, or if there is more than one, the assistant secretaries respectively, as authorized by the board of directors, shall, in the absence of the secretary or in the event of the inability or refusal of the secretary to act, perform the duties and exercise the powers of the secretary, and shall perform such other duties as the board of directors, the president or the secretary may from time to time prescribe.

Section 11. Treasurer. The treasurer shall (a) have custody of the funds and securities of the corporation; (b) review the deposit of all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors; (c) review the maintenance of adequate accounts of the corporation; (d) review the disbursement of funds of the corporation as may be ordered by the board of directors; (e) submit financial statements to the president and the board of directors; and (f) perform all duties incident to the office of treasurer and such other duties as the board of directors or the president may from time to time prescribe.

Section 12. Lead Administrator (Principal). The Lead Administrator will be the Principal (the “Principal”), and manage and direct the day-to-day operations of the corporation, communicate with and report to the Board of Directors, and directly supervise the other staff members of the corporation. The Lead Administrator may be authorized by resolution of the Board of Directors to sign contracts on behalf of and otherwise bind the corporation, subject to and within the limits of the board’s authorization and provided they are consistent with the purposes of the corporation. The Lead Administrator will coordinate with and issue a report, in such fashion as is determined by the directors, at least annually to the Fond du Lac School District, which is the “authorizer” for the corporation, and shall meet all federally and state mandated academic and fiscal reporting requirements with respect to the District. The Principal may also occupy a position with the Fond du Lac School District in such capacity as the District and the Board of Directors deem appropriate, provided it does not unreasonably interfere with his or her duties as Principal of the corporation.

Section 13. Lead Teacher. The Lead Teacher will be primarily physically “on site” at the Fond du Lac STEM Academy school facility while school is in session, will occupy a teaching position there, and as additional duties will assist the Principal in carrying out the day-to-day functions of the school, the implementation of curriculum, and in communication and coordination with staff, as well as such other tasks as are assigned by the Principal and/or the Board of Governance from time to time.

ARTICLE V

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The board of directors may authorize any officer or officers, or agent or agents, to enter into any contract and execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. The president of the Board may also sign a contract on behalf of the corporation as long as it supports actions that were authorized by the Board. The Fond du Lac School District, as authorizer, is the fiscal agent for the corporation and has ultimate financial responsibility and control.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Notes. All checks, drafts or other orders for the payment of money, notes and other evidences of indebtedness, issued in the name of the corporation, shall be signed by such officer or officers, or agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

Section 4. Deposits. All funds of the corporation other than petty cash shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

ARTICLE VI

COMMISSIONS AND ADVISORY BOARDS

Section 1. Commissions or Advisory Bodies. “Parent-Teacher” commissions or other advisory bodies (“advisory board”) not having or exercising the authority of the board of directors in the corporation may be designated or appointed by the board of directors. A commission or advisory body may or may not have directors as members, as the board of directors determines. The commission or advisory body may not act on behalf of the corporation or bind it to any actions, but may make recommendations, and shall report to and serve at the direction of the board of directors and/or officers of the corporation.

Section 2. Term of Office. Each member of a commission or advisory board specifically appointed by the board of directors shall continue as such until the next annual meeting of the board of directors and until his or her successor is appointed, unless the commission or advisory board shall be sooner terminated, or unless such member be removed from such commission or advisory board by the board of directors, or unless such

member shall cease to qualify as a member thereof. All resignations should be made in writing and be directed to the President of the Board of Directors or the Principal of the corporation.

Section 3. Chair. One member of each commission or advisory board shall be appointed chair.

Section 4. Vacancies. Vacancies in the membership of any commission or advisory board may be filled by appointment made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. Unless otherwise provided in the resolution of the board of directors designating a commission or advisory board, a majority of the number of members of the whole commission or advisory board shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the commission or advisory board.

Section 6. Rules. Each commission or advisory board may adopt procedural rules not inconsistent with these Bylaws or with the resolutions of the board of directors.

Section 7. Informal Action. The authority of a commission or advisory board may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all the members entitled to vote.

ARTICLE VII

OTHER PROVISIONS

Section 1. Fiscal Year. The fiscal year of the corporation shall coincide with that of the Fond du Lac School District, currently July 1—June 30.

Section 2. Seal. The board of directors may, but shall not be required to, provide by resolution for a corporate seal, which may be used by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

Section 3. Indemnification of Directors and Officers. Each person who is or was a director or officer of the corporation, and each person who serves or served at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise (and the heirs, executors, administrators and estates of any such persons), shall be indemnified by the corporation in accordance with, and to the fullest extent authorized by, Chapter 181 of the Wisconsin Statutes as it may be in effect from time to time. This section shall not apply as to any action, suit or proceeding brought by or on behalf of a director or officer or any other person otherwise entitled to be indemnified hereunder without prior approval of the board of directors.

Section 4. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Wisconsin Non-Stock Corporation Laws or under the provisions of the Articles of Incorporation or Bylaws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Section 5. Earnings and Activities. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers 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 8 of the Articles of Incorporation. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the Articles or of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 6. Disposition of Assets Upon Dissolution. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

Section 7. Non-Discrimination. In the carrying out of any of its purposes, the corporation does not and shall not discriminate against any person on the basis of race, color, national and ethnic origin.

ARTICLE VIII AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, at any meeting of the board of directors.

This revision of the bylaws was adopted by the STEM Academy governance board on June 17th, 2021.