Green Bay Area Charter Schools, Inc. BYLAWS

The name of this Corporation shall be Green Bay Area Charter Schools, Inc., and shall be referred to in this document as “GBACS” or "the Corporation." GBACS is incorporated as a Wisconsin nonstock corporation.

ARTICLE I PURPOSE

The purpose of GBACS is to hold the charter for and to provide policy and procedure for, as well as operational, financial, educational and collaborative support for the John Dewey Academy of Learning (“JDAL”) and Northeast Wisconsin School of Innovation (“NEW Innovation”), public charter schools (the "Charter Schools"). The Charter Schools are instrumentalities of the Green Bay Area Public School District ("the District").

ARTICLE II BOARD OF DIRECTORS

2.I. General Powers. The management, control and operation of the affairs and properties of this Corporation are vested in the Board of the Corporation. The Council is an independent council responsible for the operations of the Charter Schools. JDAL and NEW Innovation are instrumentalities of the District, as set forth by Wis. Stat. § 118.40. JDAL and NEW Innovation abide by Green Bay Area Public School District Board of Education (“Board”) policies and procedures which are not delineated within this Agreement. In exercising the authority provided herein, the Council shall adhere to all Applicable Laws.

2.2. Number of and Criteria for Directors.

2.2.a. The Charter Schools shall be directed by a Council that shall consist of not less than 7 and nor more than 11 members, otherwise known as Directors, each serving a 3-year term. Such Council shall serve as the Governance Council for JDAL and NEW Innovation.

2.2.b. The Council shall include parent(s) or guardian(s) of JDAL as well as parent(s) or guardian(s) of students enrolled at NEW Innovation, GBAPSD former or retired educators, and community member(s). JDAL and NEW Innovation employees shall not be members of the Council. No members of the Council shall be individuals who are employees or officers of GBAPSD. *At least 1 seat should be reserved for a representative from NWTC as long as that partnership is in place, and there is a desire to serve on the board.*

2.2.c. The District and Council recognize the importance of diversity in representation and shall strive to include members of diverse backgrounds and ethnicities.

2.3. Term. Voting Directors shall serve for three (3) years. The terms of the Directors shall be staggered such that 1/3 (one-third) of the Directors begin their terms each year. Directors assume their duties at the next scheduled Board meeting following election. By a majority vote, the Board has the option to extend by one year the final term of a Director who is also an officer if no other qualified candidate is available. Directors may serve no more than five (5) consecutive terms.

For the purpose of developing the initial board, the following protocol is in place:

- 3 Directors will serve an initial 2 year term (2018-2020)
- 3 Directors will serve an initial 3 year term (2018-2021)
- 3 Directors will serve an initial 4 year term (2018-2022)
- All Directors have the ability to apply for re-election once their term ends.

2.4. Resignation and Removal. A resignation by a voting Director must be in writing and is effective when received by the President or Secretary. Any voting Director may be removed from the Board for any reason by a vote of two-thirds of all Directors. Replacements shall be replaced consistent with Section 3.5.

2.5. Filling of Vacancies. When a vacancy occurs for any reason, the Directors shall nominate a replacement for the vacancy. At a regular meeting the Board shall vote on accepting the nominated candidate to fulfill the vacancy. The new board member will then serve the remainder of the term.

When vacancies on the Board occur by reason of death, resignation, failure of qualification, or otherwise, the number shall be reduced by such vacancies until qualified replacements are appointed.

2.6. Nominations and Election. Recommendations for Directors may be submitted by Directors, parents, or any other interested persons, unless otherwise determined by the Board.

The Board shall engage the school community in the nomination process, then vet and nominate the candidates. A slate of candidates shall be presented to the Board and each nominee shall be voted upon by the Board. A majority vote wins for each position. A Director shall not be eligible to vote for himself or herself.

If a candidate does not receive a majority vote, additional individuals may be nominated for the Director position, the officers shall vet and nominate an additional candidate, and the Board shall vote upon the candidate at a separate meeting with proper notice. A vote of the majority of Directors present shall be sufficient to appoint a Director to a position..

2.7. Annual Meetings.

2.7.a. Annual Meeting. The Corporation shall hold an Annual Meeting of Directors at a time and place to be determined by the Board. The agenda for the Annual Meeting of Directors shall include but not be limited to the election of the Directors pursuant to Section 2.6 and the election of officers pursuant to Section 3.2. The Authorizer Report required for the assessment of the Charter Schools in accordance with the charter contract with GBAPS will be presented.

2.7.b. Annual Financial and Nomination Meeting. The Corporation shall hold an Annual Financial and Nomination Meeting of Directors at a time and place to be fixed by the Board. The agenda for the Annual Meeting of Directors shall include but not be limited to the election of the Directors pursuant to 2.6 and the election of officers pursuant to 3.2, as well as a detailed report from the Treasurer regarding the financials of the last fiscal year.

2.8. Regular and Special Meetings. A minimum of twelve meetings of the Board shall be held at such times and at such place as the President may designate. Special meetings of the Board may be called by the President, or by at least two Directors of the Corporation at such time and place as the Directors calling the meeting may specify and in accordance with the notice requirements of this Article 3.

2.9. Other Meetings. The Board may meet with the authorizer, the District, as needed, to review contract compliance of both the charter holder and the authorizing body.

2.10. Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present, those Directors present may adjourn the meeting from time to time without further notice. With prior Board approval, Directors may participate in meetings remotely.

2.11. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board except where otherwise provided by law or by these Bylaws.

2.12. Action Without a Meeting. In accordance with Wis. Stat. § 181.0821, any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing setting forth the action to be taken, is signed by two-thirds (2/3) of the Directors entitled to vote with respect to the subject matter thereof, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by two-thirds of the Directors has the same effect as a two-thirds (2/3) vote and may be stated as such in any document filed with the Department of Financial Institutions. For purposes of this section, pursuant to Wis. Stat. § 181.0821(1r), "in writing" includes a communication that is transmitted or received by electronic means and "signed" includes an electronic signature, as defined in Wis. Stat. § 181.0103(10p), as amended from time to time.

2.13. Compensation. Directors will not be paid compensation for their services as Directors, provided that this provision shall not be construed to prohibit payment of compensation to an individual who serves as a Director for services rendered to the Corporation in another capacity.

2.14. Meetings bv Electronic Means of Communication. Members of the Board or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided, (1) all participating directors may simultaneously hear or read each other's communications during the meeting; or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able to immediately send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Director does not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws. All such conduct by electronic means shall be in accordance with Wisconsin's Public Meetings Laws, Wis. Stat. § 19.81, et. seq.

2.15. Notice. Every public notice of a meeting will provide "time, date, place and subject matter of the meeting, including that intended for consideration at any contemplated closed session, in such form as is reasonably likely to apprise members of the public and the news media thereof." Wis. Stat. § 19.84(2). The Board will provide at least 24 hours notice of meetings, when at all possible. Public notice will be provided via the charter schools' websites.

2.16. Conflict of Interest. The Board shall comply with the Conflict of Interest Policy that is attached as Exhibit A as amended from time to time.

ARTICLE III OFFICERS

3. 1 . Officers. The officers of the Corporation shall be a President, Vice-President if such position is filled, Secretary, and Treasurer. Officers must be voting Directors.

3.2. Election. The officers shall be elected by the Board at the Annual Meeting of Directors. A Director shall not be eligible to vote for himself or herself.

3.3. Term of Office. Officers shall be elected for three-year terms. Officers shall serve until their successors are elected. The President may serve no more than three (3) consecutive terms in the same office. Other officers may serve no more than five (5) consecutive terms in the same office. After a break in service of one (1) year, former officers may be elected to another term in the previous capacity. There are no limits to movement from one officer position to another.

3.4. Removal. Any officer of the Corporation may be removed from office at any time for any reason by a two-thirds (2/3) vote of all of the Directors.

3.5. President. The President will preside at all meetings of the Board. The President will have the necessary authority and responsibility for the administration of the affairs of the Corporation subject only to policies adopted by the Board. The President will coordinate the work of the officers and any committees of the organization, appoint chairpersons of any standing committees, and appoint special committees. The President will work with the Charter School administrators. The President may sign with the Secretary or other proper officer of the Corporation authorized by the Board any deeds, bonds, contracts or other instruments which the Board has authorized to be executed, and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board. Before serving as President, the individual must have been a Director for at least one (1) year.

3.6. Vice-President. The Vice-President will have such duties as determined from time to time by the Board. The Vice-President will discharge the duties of the President in the event of his or her absence or inability to act, in order of rank. The Vice-President will assist the President in the performance of his or her duties as the President directs, including coordinating monthly Board meetings and annual elections.

3.7. Secretary. The Secretary will have the authority to sign documents on behalf of the Corporation from time to time as required; perform such duties as may be assigned by the President; will keep the minutes of the meetings of the Board; see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; and be custodian of the corporate records. The Secretary shall provide a copy of the minutes to each Board member following a Board meeting. The Secretary shall keep a record of past and current Officers, Directors, and committee members. The Secretary shall perform other duties as determined by the Board.

3.8 Treasurer. The Treasurer will be responsible for the custody of the funds and securities of the Corporation which will come into the Treasurer's hands, and will advise the Board respecting its financial condition and the handling of its monies and investments and perform such additional duties as may be assigned to the Treasurer by the President. The Board may request an audit of the Treasurer's records at any time.

ARTICLE IV COMMITTEES OF THE BOARD OF DIRECTORS

The Corporation may have an Executive Committee and such other committees as determined by the Board. If the Executive Committee is formed, it shall consist of at least three (3) Officers and be comprised of only Officers. The Executive Committee shall have and may exercise, when the Board is not in session and without specific delegation, all of the powers of the Board in the management of the affairs of the Corporation, except action with respect to election of officers or the filling of vacancies on the Board or on committees.

Any other committee that does not consist entirely of Directors shall be chaired by a Director and include as many non-Director volunteers as the Board desires. Any other committee that does not consist entirely of Directors shall have only the authority delegated to it by the Board.

ARTICLE V CONTRACTS, CHECKS, DEPOSITS AND FUNDS

5.1 . Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or 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.

5.2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as is from time to time to be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice- President of the Corporation.

5.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the

Corporation in such banks, trust companies or other depositories as the Board may elect.

5.4. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Corporation.

5.5. Books and Accounts. The Corporation shall keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board and its committees. In addition, the Corporation will cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

ARTICLE VI INDEMNIFICATION

The Corporation shall, to the fullest extent authorized byWis. Stat. ch. § 181, indemnify each Director and officer of the Corporation against reasonable expenses and against liability incurred by a Director or officer in a proceeding in which he or she was a party because he or she was a Director or officer of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which the Director or officer may otherwise be entitled. The Corporation shall, to the fullest extent authorized by Wis. Stat. ch. § 181, indemnify any employee who is not a Director or officer of the Corporation, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Corporation. The Corporation may, to the fullest extent authorized by Wis. Stat. § 181 indemnify, reimburse, or advance expenses of Directors, officers, or employees.

ARTICLE VII FISCAL YEAR AND TERM YEAR

The fiscal year of the Corporation is July 1 through June 30. The terms of the officers and Directors shall be the fiscal year. unless otherwise determined bv the Board.

ARTICLE VIII AMENDMENTS

These bylaws may be amended at any time by the approval of two thirds (2/3) vote of all Directors.

ARTICLE IX DISSOLUTION

This Corporation shall be dissolved upon the affirmative vote of two thirds (2/3) of all Directors of the Corporation. The assets shall be distributed consistent with the Corporation's Articles of Incorporation.

ByLaw Ammendments

02/15/2024 - updated to include a seat on the board of directors for NWTC as long as the partnership is in place. TMKaquatosh