

WILMINGTON LEARNING

COLLABORATIVE

BYLAWS OF WILMINGTON LEARNING COLLABORATIVE, INC. (DATED AS OF June 1, 2023)

Wilmington Learning Collaborative, Inc. was formed under the laws of the State of Delaware upon the filing of, and the payment and satisfaction of all fees associated therewith, of its Certificate of Incorporation filed on October 21, 2022, with the Secretary of State for the State of Delaware. Among other things, the Certificate states that Wilmington Learning Collaborative, Inc. shall be operated exclusively for charitable, religious, literary, scientific or educational purposes as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) (the “Code”), and specifically to effectuate the objectives of the “Agreement to Establish the Wilmington Learning Collaborative” by and among the Delaware Department of Education, the Brandywine School District, the Christina School District, and the Red Clay Consolidated School District, and Dr. Mark A. Holdick, incorporator of the Corporation.

ARTICLE 1. **DEFINITIONS**

For purposes of these Bylaws:

“Bylaws” shall mean these Bylaws of the Corporation, as the same may be amended from time to time.

“Certificate” shall mean the Certificate of Incorporation of the Corporation filed on October 21, 2022, as the same may be amended from time to time.

“Chair” shall mean the Chair of the WLC Council.

“City” shall mean Wilmington, Delaware

“City Council” shall mean the City Council of Wilmington, Delaware.

“Corporation” or “WLC” shall mean the “Wilmington Learning

Collaborative, Inc., a Delaware corporation.

“Directors” means the individual members of the WLC Council.

“Incorporator” shall mean Dr. Mark A. Holdick, in his capacity as the Secretary of Education of the State of Delaware.

“Participating District” or “Participating Districts” shall, individually or collectively, as the context requires, mean Brandywine School District, Christina School District and/or Red Clay School District.

“WLC Agreement” or “MOU” shall mean the *Agreement to Establish the Wilmington Learning Collaborative*, dated effective as of November 1,, 2022.

“WLC Council” or “Council” shall mean the governing body of the Corporation established in accordance with Article XI of the Certificate.

“WLC Funding Agreement” shall mean that certain Agreement Regarding Funding of the Wilmington Learning Collaborative, dated April, 2023 by and between the WLC and the Delaware Department of Education.

“WLC School” or “WLC Schools” shall, individually or collectively, as the context requires, shall mean any school which has agreed to participate in the WLC.

“WLC Team” shall mean the focused staff employed by the WLC Council to provide dedicated support to WLC Schools.

ARTICLE 2. I **COUNCIL DIRECTORS**

Section 2.01 Powers.

- (a) The business and affairs of the Corporation shall be managed by or under the direction of the WLC Council, which shall be the governing body of the Corporation, and individual members of the WLC Council shall be known as “Directors.” In addition to the powers and authority expressly conferred upon them by statute, the Certificate, and/or these Bylaws, the Directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

- (b) Except as prohibited or restricted by the Certificate, or any other provision of applicable law, the Council may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, including, without limiting the generality of the foregoing, the power:
- (i) To remove officers of the Corporation and from time to time to confer the powers and duties of such officers upon any other person for the time being;
 - (ii) To confer upon any officer of the Corporation the power to appoint, remove, and suspend subordinate officers, employees, and agents of the Corporation;
 - (iii) To adopt from time-to-time rules, policies, regulations, not inconsistent with these Bylaws or the Certificate, for the management of the Corporation's business and affairs;
 - (iv) To employ an executive director, assistants and staff as may be necessary or desirable, and to retain by contract such legal counsel, engineers, advisors, and other providers of professional services to the Corporation;
 - (v) To borrow moneys or accept contributions, grants, or other financial assistance from the federal government, the State, any locality or political subdivision, any agency or instrumentality thereof, or any source, public or private, for or in aid of any project of the Corporation, and to these ends, to comply with such conditions and enter into such mortgages, trust indentures, leases, or other contracts and agreements as may be necessary or desirable;
 - (vi) To accept donations and collect dues and fees;
 - (vii) To have and exercise any and all powers available to the Corporation organized pursuant to Chapter 1 of Title 8, the Delaware General Corporation Law which shall not jeopardize the Corporation's 501(c)(3) status; and
 - (viii) To recover costs for the use of, or the benefit derived from, the services or facilities provided, owned, operated, or financed by the Corporation benefiting the Corporation.

Section 2.02 Number of Directors.

- (a) The number of Directors constituting the entire WLC Council shall initially be equal to the number of persons who have been designated or appointed to be Directors pursuant to and in accordance with the terms of the WLC Agreement and that have been elected as Directors by the Incorporator pursuant to and in accordance with the terms of the WLC Agreement. Thereafter, the number of Directors constituting the entire WLC Council shall be equal to the number of persons who have been designated or appointed to be Directors pursuant to and in accordance with the terms of the WLC Agreement and have been elected as Directors by the members of the Corporation pursuant to and in accordance with the WLC Agreement.
- (b) As of November 1, 2022, the terms of the WLC Agreement provide for the following appointments of WLC Council Directors:
 - (i) The superintendent (or designee thereof) of each Participating District;
 - (ii) The City school board member from each Participating District;
 - (iii) One parent or other legal guardian of a child at a WLC School from each Participating District, each of which shall be appointed by the Participating District's superintendent and City school board member (each, a "Parent Appointed Director");
 - (iv) One person appointed by nomination of the Mayor of the City and approved by City Council ("Mayor Appointed Director");
 - (v) One former city educator, appointed by the Secretary of Education of the State of Delaware ("Former Educator Director"); and
 - (vi) One high school senior who resides in the City, appointed by the WLC Council (hereinafter, "Voting High School Director").
- (c) No person shall qualify to be elected or to continue serving as a Director unless such person has been designated or appointed and qualifies pursuant to and in accordance with the terms of the WLC Agreement.
- (d) No person shall serve as a director on the WLC Council where such person would not qualify to serve as a member of a board of a public school district

under the provisions of Title 14, Section 209 of the Delaware Code, including under any future amendments to that code provision.

Section 2.03 Special Provisions Regarding Voting High School Director.

- (a) A procedure and structure shall be established and followed by the WLC Council to accept applications for and to thereafter appoint an initial Voting High School Director to serve on Council and High School Delegates (as such term is defined below) to Council.
- (b) The Voting High School Director shall be a voting member of the Council, be present during and participate in all meetings with the exception of any agenda items relating to personnel matters for which the Voting High School Director shall not have any voting or participation rights.
- (c) In addition to the Voting High School Director, the Council may appoint one 10th grade and one 11th grade high school student residing in Wilmington to serve as delegates to the Council (“High School Delegates”). Such High School Delegates shall be present during and participate in all meetings (other than those relating to personnel matters) but shall have no voting rights and shall not be a member of the Corporation.
- (d) It shall be within the sole discretion of the Council to appoint any High School Delegate to the role of Voting High School Director upon such an individual reaching their 12th grade year in high school without the need of further application.

Section 2.04 Terms of Directors.

- (a) The terms of the superintendent of each Participating District and the City school board member from each Participating District (hereinafter, a “Institutional Director”) shall be indefinite and such Institutional Directors shall hold their seat on Council so long as they hold their office as superintendent and/or City school board member of a Participating District.
- (b) With the exception of the High School Director, all other WLC Council Directors (hereinafter, an “Appointed Director”) shall serve for a four-year term following his or her appointment to the WLC Council. To ensure and maintain consistency among the Council following its initial formation and to provide for staggered terms of Appointed Directors going forward, the

initial Appointed Directors shall serve terms that are less than 4 years and shall terminate on the 30th day of June of the year set forth below:

1. Brandywine School District Parent Appointed Director - 2026
 2. Christina School District Parent Appointed Director - 2025
 3. Red Clay Consolidated School District Parent Appointed Director - 2024
 4. Mayor Appointed Director - 2025
 5. Former Educator Appointed Director – 2026
- (c) The Voting High School Director shall serve a one (1) year term that shall end upon the earlier of June 30th of the Voting High School Director's senior year.
- (d) Each 10th grade High School Delegate shall serve a three (3) year term and each 11th grade High School Delegate shall serve a two (2) year term, each of which shall end upon the earlier of June 30th of his or her senior year and shall include his or her term as a Voting High School Director.

Section 2.05 **Conduct of Business.** At any meeting of the full WLC Council, business shall be transacted in accordance with applicable Delaware law in such order and in such manner as the Board may from time to time determine. All meetings of the full Board shall be open to the public with the dates and locations of meetings posted on the Corporation's website.

Section 2.06 **FOIA Compliance.** The WLC will operate as a "public body," subject to the rules and procedures set forth in the Freedom of Information Act, Title 29, Section 10001 *et seq.* of the Delaware Code ("FOIA Act"), including Section 10004, for all WLC Council meetings. The WLC's records shall be public records, as that term is defined by the FOIA Act, and shall have the same exemptions from disclosure as set forth in the FOIA Act.

Section 2.07 **Policy and Procedures.** The WLC Council shall adopt separate policies and procedures as the WLC Council deems necessary and appropriate, to delineate and to govern, among other things, the WLC's financial and personnel policies which may be updated from

time-to-time by the WLC Council without the necessity of amendment to this Bylaws.

Section 2.08 Regular Meetings.

- (a) Regular meetings of the full WLC Council shall be held at such place or places within the City of Wilmington, on such date or dates, and at such time or times as shall have been established by the Chair, publicized among all Directors, and posted on the primary website used by the Corporation.
- (b) Except in the case of an emergency, special, or rescheduled meeting, notice of the place, date, and time of each regular meeting of the full WLC Council shall be given to each Director by whom it is not waived on not less than seven (7) days before the meeting. Electronic communication and posting of the meeting agenda on the website utilized by the WLC shall be deemed appropriate notice.
- (c) Regular meetings of the WLC Council shall be guided by an agenda with the date, time and place of the meeting and minutes maintained of all meetings, including executive sessions. If all or part of the planned agenda includes an executive session that is closed to the public as stipulated in Code, notice of that plan shall be provided at least 7 days in advance of the meeting, unless a FOIA Act exemption permits the executive session to occur on less than 7 days' notice.

Section 2.09 Special Meetings.

- (a) Emergency, special, or rescheduled meetings of the full WLC Council may be called by the Chair or by one-third (1/3) of the Directors then in office. Special meetings shall be held at such place, on such date, and at such time as the Chair or as such Directors shall fix, as the case may be. Emergency meetings may only be held in conformance with the requirements of the FOIA Act.
- (b) The place, date, and time of each emergency, special, or rescheduled meeting shall be given each Director by whom it is not waived only by personal delivery, by electronic mail, or by facsimile as soon as is practicable, but in no event less than twenty-four (24) hours before the meeting. Delivery of such notice shall be in accordance with Article 7.01 (Notice).

- (c) Unless otherwise indicated in the notice of such meeting, in any provision of these Bylaws, or in any other applicable provision of law, any and all business of the Corporation may be transacted at an emergency, special, or rescheduled meeting called hereunder.

Section 2.10 Quorum. A simple majority of the current WLC Directors present prior to the start of a meeting constitutes a quorum, and a quorum is necessary at all meetings creating an action to transact business on behalf of the Corporation; provided, however, that in order to transact any business relating to a personnel matter, the High School Director shall not be considered a present Council Member for purposes of determining quorum.

Section 2.11 Removal of Directors. At any meeting of the Council called expressly for that purpose and upon the affirmative majority vote of the Council, a recommendation of the WLC Council for the removal of a Director for cause may be submitted to the appropriate appointing body for review, consideration and action. If any Director is removed for cause by such appointing authority, the vacancy shall be filled by the body appointing that Director for the remainder of the removed Director's term.

Section 2.12 Vacancies. If a member resigns or a vacancy on the Council is otherwise created, the body designated to appoint that member will appoint a replacement for the remainder of that individual's term. Any individual who fills a vacancy on the WLC Council shall not be considered unqualified or disqualified solely by virtue of being an interim Director.

Section 2.13 Compensation of Directors. Directors may be reimbursed for necessary expenses on behalf of the Corporation as approved by the Council to be paid only from funds of the Corporation and may not receive any other compensation for services to the Corporation as Directors. All requests for reimbursement request from Directors shall be approved by the full Council.

ARTICLE 3.

MEMBERS

Section 3.01 **Members.** The Corporation is a nonstock Corporation with a single class of members.

Section 3.02 Voting Members.

- (a) In accordance with the Certificate, each person who is a Director of the Corporation shall be admitted automatically as a voting member of the Corporation upon such person's election as a Director and shall continue as a voting member of the Corporation so long as such person continues to serve as a Director on the WLC Council.
- (b) With respect to any matter on which members are required or permitted to vote, which may be none, each member shall be entitled to one vote.
- (c) The affirmative vote of a majority of the voting members of the Corporation entitled to vote on the subject matter shall be the act of the members of the Corporation, unless the vote of a greater number is required by the General Corporation Law of the State of Delaware (as amended, together with any successor statute, the "DGCL") or other applicable law.

Section 3.03 Reserved.

ARTICLE 4.
COMMITTEES

Section 4.01 The Council may create committees from time to time and may or may not appoint Directors to serve thereon (including, if the Council desires, Directors to serve as alternate members of any such committee). Each committee shall have such powers as are conferred by the Council. The Chair of the Council shall appoint the chair of any committee. All committees shall report to the Council.

Section 4.02 Conduct of Business.

- (a) Each committee may determine the procedural rules for meeting and conducting its business and shall act in accordance therewith, except as otherwise provided herein or as otherwise required by provisions of applicable law. Adequate provision shall be made for notice to members of all meetings. All committees must record regular minutes of their meetings and keep the minute book at the corporation's office.

- (b) For each committee meeting, all matters shall be determined by a majority vote of the governing committee or members eligible to vote of the committee or subcommittee.
- (c) Action may be taken by any committee or subcommittee shall be recorded in the minutes of the proceedings of such committee.
- (d) Committees are not required to meet formally to act, and such committees may take action through a telephonic meeting, through electronic communication, by written consent, or otherwise.

ARTICLE 5. **OFFICERS**

Section 5.01 Designations. The Officers of the Corporation shall include the Chair, Vice Chair, Treasurer, and any other Officer duly elected, appointed, or designated in accordance with this Article 5.

Section 5.02 Election and Terms.

- (a) The first Chair shall be appointed by the Governor of the State of Delaware. The first Vice-Chair shall be elected by the WLC Council. The first Chair and Vice-Chair shall serve in this role until June 30, 2025, or until a successor is elected and qualified. Thereafter, the Chair and Vice Chair shall serve two-year terms and may be reelected.
- (b) The first Treasurer shall be elected by the WLC Council no later than the first regularly scheduled meeting of the Council following adoption of these Bylaws and shall hold office until June 30, 2024, or until a successor is elected and qualified. Thereafter, the Treasurer shall serve one-year terms and may be reelected.
- (c) The Council by majority vote may elect such other Officers as may be necessary or desirable in fulfilling the purposes of the Corporation. The powers, and duties of such officers will be determined by the Council and described in the resolution authorizing the appointment or designation. For such additional Officers, the initial term shall end on June 30, 2024. Officers shall thereafter serve for terms of one (1) year each and may be reelected.
- (d) The same person may not hold any two or more offices concurrently.

Section 5.03 Roles and Duties.

- (a) **Chair.** The Chair shall have general supervision of the Corporation's daily affairs, preside at all meetings of the Council, and perform all other duties as are incident to the office or are properly required by a resolution passed by the Council. The Chair (or his or her designee) shall also (i) issue notices for all meetings and actions of the Council; (ii) accept all requests for special meetings of the Council; (iii) keep the minutes of all meetings; (iv) have charge of the corporate seal and books; and (v) make reports and perform duties as are incidental to the office or are properly required of him or her by the Council.
- (b) **Vice Chair.** During the absence or disability of the Chair, the Vice- Chair may exercise all functions of the Chair. The Vice-Chair shall have such powers and fulfill such duties as may be assigned by a resolution of the Council.
- (c) **Treasurer.** The Treasurer (or his or her designee) shall, together with the Executive Director, disburse the Corporation's funds in payment of the just demands against the Corporation as authorized or as may be ordered by the Council, taking proper vouchers for such disbursements.

In the event of the absence or disability of the Chair and Vice Chair, then the Treasurer shall perform such duties of the Chair. The Treasurer shall also perform such other duties as the Board may from time to time prescribe. The Treasurer may be required to be bonded in an amount established by the Board.

Section 5.04 **Bonds**. The Council may resolve to require any officer to give bonds to the Corporation, with sufficient surety or sureties, conditioned upon the faithful performance of the duties of their offices and compliance with other conditions as required by the Council.

Section 5.05 **Delegation**. In the absence or inability to act of any officer and of any person authorized to act in their place, the Council may delegate the officer's powers or duties to any other officer, Council Member, or other person, subject to Section 4.01 of these Bylaws. Vacancies in any office arising from any cause may be filled by the Council, subject to Section 4.01 of these Bylaws, at any regular or special Council meeting.

Section 5.06 Removal and Resignation of Officers.

- (a) Any officer or agent may be removed by the Council at any time, with or without cause. Such removal shall be without prejudice to the contract rights, if any of the person so removed. Appointment of an officer or agent does not, by itself, create contract rights.
- (b) Any officer may resign at any time by giving written notice to the Council, the Chair, or the Treasurer. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE 6.
EXECUTIVE DIRECTOR AND
STAFF

Section 6.01 **Appointment**. The Council shall appoint an Executive Director as the chief executive officer of the Corporation in order to carry out the policies and programs of the Corporation and perform duties as directed by the Council, subject to oversight by the Council. The Executive Director will hold office at the will of the Council, and for such compensation as the Council may determine.

Section 6.02 General Duties. The Executive Director shall be responsible for administrative management of the Corporation, with general and active supervision over the business and affairs of the

Corporation. The Executive Director for the Corporation shall, under the direction of the WLC Board, have oversight of all activities of the organization. Such Executive Director shall be responsible for the work of the Corporation including the power to employ and discharge assistants and staff of the WLC with the Council's approval. The Executive Director shall attend all regular and special meetings of the Board of Directors; shall have the right to discuss and to introduce measures but not to vote; shall cause to have accurate records kept of the activities of the Corporation; shall administer the budget of the Corporation and shall cause financial and budget information relating to the Corporation to be relayed to the Treasurer, and shall prepare and submit to the Board of Directors, at its meetings a full report of the work of the Corporation. The Council shall develop, maintain and, as the Council deems necessary update, a separate policy detailing the duties and obligations of the Executive Director.

Section 6.03 **WLC Team Duties.** The Executive Director will lead the WLM Team, as such term is defined in the Agreement. The Executive Director will build out the WLC Team based on identified needs, with an anticipated focus on talent management, teaching and learning, and financial and operational support. After the planning year, each superintendent and the Executive Director will work collaboratively to further define this partnership to ensure two-way communication between the WLC and each Participating District and create a strong bridge between the WLC and Participating Districts for identified needs.

ARTICLE 7. NOTICES

Section 7.01Notices.

- (a) Whenever, notice is required to be given to Directors under the provisions of the Certificate, these Bylaws, or any other applicable provision of law, such notice shall be in writing and may be given:
 - (i) By digital or electronic transmission, which shall be the preferred form of notice, sent to the email address at which the Director has consented to receive such notice;
 - (ii) By personal delivery;

- (iii) By courier service (including, without limitation, Federal Express); or
 - (iv) By U.S. mail (including, without limitation Certified U.S. Mail), addressed to each such Director at his or her address as it appears on the records of the Corporation, with postage thereon prepaid.
- (b) Notice shall be deemed to have been given as follows:
- (i) If by email or fax, when sent to the email address or fax number at which the Director has consented to receive notice;
 - (ii) If by personal delivery, courier service, or Certified U.S. Mail, upon delivery;
 - (iii) If by U.S. mail, three (3) business days following the date upon which same was deposited in the United States mail.
- (c) An affidavit of the Chair, the Executive Director, or other officer or agent of the Corporation that notice has been given in the form set forth in this Section 1(a), in the absence of fraud, shall be *prima facie* evidence of the facts stated therein.

Section 7.02 **Duty to Notify.** All Council Members, officers, employees, and representatives of the Corporation are required to notify the Corporation of any changes to the individual's contact information. Pursuant to the obligations under this Section of these Bylaws, the individual must notify the Corporation that electronic transmissions of notice are impracticable, impossible, frustrated, or otherwise improper and ineffective.

Section 7.03 **Waivers.** A written waiver of any notice signed by a Director, whether before or after the time of the event for which notice is to be given, shall be deemed equivalent to the notice required to be given to such Director. Neither the business nor the purpose of any meeting need be specific in such a waiver.

ARTICLE 8.

LIABILITY OF DIRECTORS AND OFFICERS

Section 8.01 Liability.

- (a) Each Director and Officer is required, individually and collectively, to act in good faith, with reasonable and prudent care, and in the best interest of the Corporation. If a Director or Officer acts in good faith and in a manner that is reasonably in line with the best interests of the Corporation as determined by a reasonably prudent person situated in similar circumstances, then they shall be immune from liability arising from official acts on behalf of the Corporation.
- (b) Directors and Officers who fail to comply with this section of these Bylaws shall be personally liable to the Corporation for any improper acts and as otherwise described in these Bylaws.

Section 8.02 Indemnification.

- (a) No Director or officer shall be personally liable to the Corporation or any of its members for monetary damages for breach of fiduciary duty as a Director, except for liability:
 - (i) For any breach of the Director's duty of loyalty to the Corporation or its members;
 - (ii) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
 - (iii) For any transaction from which the Director derived an improper personal benefit.
- (b) Any repeal or modification of this Article by the members of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

Section 8.03 Right to Advancement of Expenses.

- (a) The right to indemnification conferred in Section 8.02 of this Article 8 shall include the right to be paid by the Corporation the expenses (including attorney's fees) incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the DGCL requires, an advancement of expenses incurred

by an indemnitee in his or her capacity as a Director or officer (and not in any other capacity in which service was or is rendered by such indemnitee) shall be made only upon delivery to the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under this Section or otherwise.

- (b) The rights to indemnification and to the advancement of expenses conferred in Section 8.02 of this Article 8 shall be contract rights and such rights shall continue as to an indemnitee who has ceased to be a Director or Officer and shall inure to the benefit of the indemnitee's heirs, executors and administrators.

Section 8.04 **No Liability for Debts of Corporation.** No Director or Officer shall be personally liable for the payments of debts of the Corporation, except such Directors or officers may be liable by reason of their own conduct or acts.

Section 8.05 **Non-Exclusivity of Rights.** The rights to indemnification and to the advancement of expenses conferred in this Article 8 shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Certificate, these Bylaws, agreement, vote of disinterested directors or otherwise.

Section 8.06 **Insurance.** The Corporation may maintain insurance, at its expense, to protect itself and any Director, officer, employee or agent of the Corporation or another Corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL. The procurement of insurance by the Corporation under this section does not supersede or negate any immunity from liability provided by law.

ARTICLE 9. BOOKS AND RECORDS

Section 9.01 **Meeting Minutes.** As required by these Bylaws, the Corporation must keep a complete and accurate accounting and minutes

of the proceedings of the Council within the corporate books/records. Minutes of all meetings of the Council are required, and such minutes shall be posted on the Corporation's website as soon as practical. Such minutes shall include a record of those members present and a record, by individual members, of each vote taken and action agreed upon. Meeting notices, agendas, and minutes shall be posted on the WLC's website.

Section 9.02 **Retention of Records.** The Corporation shall keep as permanent records all meeting minutes of the Council, all actions taken without a meeting by the Council, all actions taken by committee on behalf of the Council, and all waivers of notices of meetings.

Section 9.03 **Accounting Records.** The Corporation shall maintain appropriate accounting records.

Section 9.04 **Legibility of Records.** Any books, records, and minutes may be in any form capable of being converted into written form within a reasonable time upon requests.

Section 9.05 **Right to Inspect.** Any Council Member or Council Member representative has the right, upon written request delivered to the Corporation, to inspect and copy during usual business hours the following documents of the Corporation:

- (a) Articles of Incorporation;
- (b) These Bylaws;
- (c) Minutes of the Council proceedings;
- (d) Annual statements of affairs; and
- (e) The other documents held at the principal address pursuant to these Bylaws.

The Corporation acknowledges and agrees that any obligation to produce corporate documents under this Article of these Bylaws shall attach to the Secretary as part of the duties described in Section 5.03(c) of these Bylaws.

Section 9.06 **Reliance Upon Books, Reports and Records.** Each Director, each member of any committee designated by the Board, and

each officer of the Corporation shall, in the performance of his or her duties, be fully protected in relying in good faith upon the books of account or other records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of its officers or employees, or committees of the Board so designated, or by any other person as to matters which such Director or committee member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

ARTICLE 10.

SPECIAL CORPORATE ACTS

Section 10.01 **Execution of Written Instruments.** All contracts, deeds, documents, and instruments that acquire, transfer, exchange, sell, or dispose of any assets of the Corporation must be executed by the Chair to bind the Corporation. If the Chair is incapacitated or otherwise unavailable, then the designated Vice-Chair may execute the respective documents to bind the Corporation. This Section does not apply to any checks, money orders, notes, or other financial instruments for direct payment of corporate fund.

Section 10.02 **Signing of Checks or Notes.** All authorizations to distribute, pay, or immediately draw upon the financial resources of the Corporation in excess of \$5,000 must be signed by the Treasurer, including any expense reimbursement or compensation payments to Council Members, officers, employees, representatives, service providers, or contractors of the Company. If the Treasurer is incapacitated or otherwise unavailable, then the Chair may execute the respective documents to bind the Corporation.

Section 10.03 **Special Signing Powers.** If the Chair holds an interest which exists outside of the capacity of being Chair, then any agreement involving such interest must be signed by a separate individual officer to duly bind the Corporation to such an agreement or instrument.

ARTICLE 11.

AMENDMENTS

Section 11.01 **By Council Members.** The Council has the power to make, alter, amend, and repeal the Corporation's Bylaws. Any alteration, amendment, or repeal of the Bylaws shall be effective following a majority vote of the Council.

Section 11.02 **Emergency Bylaws.** The Council may adopt emergency Bylaws which operate during any emergency in the Corporation's conduct of business resulting from an attack on the United States, a nuclear or atomic disaster, or another force majeure incident.

Section 11.03 **Compliance with State Law.** Any amendment to the Certificate or these Bylaws shall comply with the respective laws, rules, and regulations of the jurisdictions in which the Corporation operates or conducts business.

ARTICLE 12.
MISCELLANEOUS

Section 12.01 **Photocopy Signatures.** Photocopy signatures of any officer or officers of the Corporation may be used whenever and as authorized by the Council or a committee thereof.

Section 12.02 **Corporate Seal.** Council may provide a suitable seal, containing the name of the Corporation, which seal shall be in the charge of the Secretary. If and when so directed by the Council or a committee thereof, duplicates of the seal may be kept and used by the Treasurer, or any other officer designated by the Council.

Section 12.03 **Fiscal Year.** The fiscal year of the Corporation shall be fixed by the Council.

Section 12.04 **Time Periods.** In applying any provision of these Bylaws which requires that an act be done or not be done a specified number of days prior to an event or that an act be done during a period of a specified number of days prior to an event, calendar days shall be used, the day of the doing of the act shall be excluded, and the day of the event shall be included.

Section 12.05 **Headings.** The headings throughout these Bylaws are for convenience and reference only and shall in no way be deemed to define, limit or add to the meaning of any provision hereof.

Section 12.06 Reports.

- (a) The Corporation will produce an annual report of its activities that will be posted on the website and also shared with the public on the WLC's designated website.

Section 12.07 **Registered Office & Registered Agent.** The registered office of the corporation shall be located within the state of incorporation and may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time. The Council is obligated to maintain and update the corporate records on file with the Corporation's registered agent.

Section 12.08 **Adoption of Bylaws.** These corporate Bylaws have been adopted by the Council on behalf of the Corporation.

Section 12.09 **Policy Manual.** The Council may develop and follow a policy manual or manuals adopted by the Majority of Council.

Section 12.10 **Loans.** No loans may be made by the Corporation to any Director, Officer, Member or the Executive Director in their individual capacities.

ARTICLE 13.
IRC 501(c)(3) TAX EXEMPTION
PROVISIONS

Section 13.01 **Limitations on Activities.** No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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 provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 13.02 **Prohibition Against Private Inurement.** No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its members, Directors, 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 of this Corporation.

ARTICLE 14. **DISSOLUTION, MERGERS AND** **CONVERSIONS**

Section 14.01 **Procedure.** The Corporation shall be dissolved according to the procedures required by law and as set forth in the Certificate.

Section 14.02 **Distribution of Assets.** After the liabilities of the Corporation have been discharged or provided for, the Corporation's remaining assets shall be disposed of to facilitate one or more of the exempt purposes 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 of 1986, as amended, or shall be distributed to the federal government, or a state or local government, for public purposes. Any such assets not 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 which are organized and operated for such purposes.

Section 14.03 **Mergers.** Following the approval by the Council, in order for any consolidation or merger to be effective, it must follow the process set out under the laws of the State of Delaware. Any merger which would result in the loss of the Corporation's nonprofit or tax-exempt status is not permitted under these Bylaws.

Section 14.04 **Conversions.** Following the approval by the Council, in order for any conversion of the Corporation to another organizational structure to be effective, it must follow the processes set out under the laws of the State of Delaware. Any conversion which would result in the loss of the Corporation's nonprofit or tax-exempt status is not permitted under these Bylaws.

ARTICLE 15.

CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Certificate, the provisions of the Certificate shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Certificate shall be to the Certificate of this Corporation filed with the Secretary of this State and used to establish the legal existence of this Corporation. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

These Bylaws are adopted by resolution of the Corporation's Council on this 1st day of June, 2023.

Chair

Vice Chair