

**BYLAWS
OF
CARMEN HIGH SCHOOL OF SCIENCE AND TECHNOLOGY, INC.**

**Article 1
Offices and Registered Agent**

1.1 Principal Office. The principal office of the Corporation in the State of Wisconsin shall be located in the City of Milwaukee, County of Milwaukee. The Corporation may have such other offices or places of business as the Board of Directors may designate, or as the business of the Corporation may require.

1.2 Registered Agent. The Corporation shall maintain, as required by the Wisconsin Nonstock Corporation Law, a registered agent whose address may be, but need not be, identical with the principal office of the Corporation. The name and address of the registered agent may be changed from time to time by the Board of Directors.

**Article 2
Membership**

The Corporation shall have no members.

**Article 3
Board of Directors**

3.1 General Powers. The business and affairs of the Corporation shall be managed and controlled by the Board of Directors. The Board of Directors shall utilize and distribute the net earnings and principal funds of the Corporation solely in accordance with the purposes for which the Corporation is organized and operated.

3.2 Number. The Board of Directors shall consist of not less than three (3) members **nor more than fifteen (15).**

3.3 Directors Emeriti. Any person who has served as a director of the Corporation may, after retirement or resignation from the Board of Directors, be appointed by the Board of Directors as Director Emeriti to serve until he or she resigns or is removed by resolution adopted by the Board of Directors. Directors Emeriti shall serve in an advisory capacity to the Board of Directors and shall be entitled to attend meetings of the Board of Directors but shall have no vote and shall not be considered as directors under the Articles of Incorporation or Bylaws of the Corporation. The Board of Directors shall generally reserve Emeritus status for those former founding directors or former Chairs or Heads of School who remain involved in activities, events, fundraising, or networking related to the Corporation to provide advice, historical perspective, and insight to the Board of Directors.

3.4 Term. The directors shall serve for staggered terms of three (3) years each. Any vacancy that is filled for any reason, including enlargement of the Board, shall be for a term which will preserve the staggered arrangement of directors' terms so that one third (1/3) of the Board (or approximately one third (1/3) in the case of a full Board not evenly divisible by three) shall be elected each year. Each director shall hold office until the next Annual Meeting and until his or her successor shall have been elected or until his or her prior death, resignation or removal. If a director is elected to fill an existing term, for purposes of the term limits, any partial calendar year shall not be included and such new director's first three-year term shall start on June 30th of the year following such director's election. The Board shall establish the initial terms of each director so as to stagger such terms over a three-year period. The Board of Directors may adopt a resolution to reappoint any director who has served two (2) consecutive three-year terms to remain as a director until the subsequent Annual Meeting and may appoint such director to serve such a term without limit. Such appointment shall occur at the Corporation's Annual Meeting.

3.5 Removal. A director may be removed from office with or without cause by the affirmative vote of not less than two-thirds (2/3) of the members of the Board of Directors.

3.6 Resignation. A director may resign at any time by delivering written notice of his or her resignation to the Board of Directors, to the Chair of the Board of Directors or to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. Directors need not be residents of the State of Wisconsin.

3.7 Vacancies. In case of any vacancy in the membership of the Board of Directors, the remaining directors, by affirmative vote of a majority thereof, may appoint a successor to hold office for the unexpired portion of the term of the director who vacated the position to which the successor is named.

3.8 Place of Meeting. The Board of Directors may hold their meetings at such place or places within or without the State of Wisconsin as they may from time to time determine, and may keep the books of the Corporation in such place or places in the State of Wisconsin as the Board may from time to time determine.

3.9 Annual Meeting. The Board of Directors shall hold and conduct any necessary business at a regular Annual Meeting. The date, time and location of the regular Annual Meeting shall be set by the Board of Directors. Notice of the Annual Meeting shall be given to all directors, by any means allowed by these Bylaws, not less than 20 calendar days before the meeting.

3.10 Special Meetings or Other Regular Meetings. Special meetings of the Board of Directors shall be held whenever called by the Chairperson of the Corporation or by a majority of members of the Board of Directors. Notice of any special meeting shall be given not less than forty-eight (48) hours prior to the time specified for such meeting, by any means allowed under these Bylaws, unless the meeting is called to address imminent

and sudden circumstances meriting Board consideration within a time period for which notice cannot timely be provided. In addition, the Board may choose to conduct business at regularly scheduled meetings throughout the year. Subject to the specific requirement for advance notice of the regular Annual Meeting, no other notice of regular meetings is required for compliance with these Bylaws.

3.11 Notice. Whenever, under these Bylaws or chapter 181 of the Wisconsin Statutes, any notice of any meeting is required, such notice shall be given in writing and hand delivered, mailed postage prepaid, or sent by commercial courier service, fees prepaid or provided for, or by any means allowed by law, to a director at such address or electronic address as the person entitled to such notice may from time to time specify to the Secretary of the Board or, in the absence of any such specification, to such address of each such person as the Secretary or Chairperson, or their designee(s), may determine with reasonable diligence. Hand delivered notices shall be deemed delivered on the day they are delivered to the recipient. Notices provided by mail or by courier shall be deemed given two (2) business days after they are deposited in the mail or delivered to the courier service, as the case may be. Any notice provided by electronic mail or facsimile shall be deemed delivered upon receipt of a notice confirming receipt, in the case of electronic mail, or upon printout of a facsimile receipt verifying transmission by the sending device. In addition, notice may be given orally, by telephone or in person, if such means is acceptable to the recipient and effective for giving notice under existing circumstances. Whenever any notice is required to be given under the provisions of these Bylaws or the Articles of Incorporation or any statute, a waiver of such notice requirement placed in writing and signed at any time, whether before or after the time of meeting, by the person entitled to such notice shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where such director attends a meeting and objects thereto to the transaction of any business because the meeting was not lawfully called or convened, or notice was not properly provided. Except as otherwise provided in these Bylaws or in chapter 181, Wisconsin Statutes, neither the business to be transacted nor the purposes of any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

3.12 Special Committees. Special Committees may be appointed by the Chair of the Board of Directors or the Executive Committee to perform such duties and have such authority as may be assigned to them by the Board of Directors or Executive Committee.

Committee members may include individuals who are not members of the Board of Directors.

3.14 Telephonic Meetings. Members of the Board of Directors or any committee designated by the Board may participate in a meeting of the Board or such committee by means of a conference telephone call or use of similar communications equipment, provided that all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall constitute presence in person at such meeting.

3.15 Quorum. At any meeting of the Board of Directors, a majority of the number of directors then in office shall constitute a quorum for the transaction of any business. If the number of directors necessary to constitute a quorum shall fail to attend at the time and place fixed for any regular or special meeting of the Board of Directors, the directors in attendance may adjourn from time to time without notice or other announcement until the requisite number of directors to constitute a quorum shall attend.

3.16 Manner of Acting. 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 greater number is required by law or by the Articles of Incorporation or Bylaws.

3.17 Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by at least two thirds (2/3) of the directors then in office as provided for in section 181.021, Wisconsin Statutes.

3.18 Election of Officers. At the annual meeting of the Board of Directors, the Board of Directors shall elect officers of the Board.

Article 4 Standing Committees

The following shall be standing committees of the Board of Directors and Corporation.

4.1 Executive Committee.

(A) The Executive Committee shall provide the Board, through the Chief Executive Officer, feedback and suggestions as to the educational program and relevant policy; and provide advice and assistance in discussing, developing, adopting and implementing: procedures related to curriculum, enrichment, extra curricular educational activities, student evaluations, professional development, admissions, scheduling, community relations, safety, dispute resolution, and proposals for charter revision and renewal. The Executive Committee will review and assess school performance with respect to student achievement, school culture, and parental involvement, and report from time to time, through the Chief Executive Officer, to the Board of Directors.

(B) The Executive Committee, subject to the authority of the Board of Directors, these Bylaws, and applicable law, shall develop its own Policies and Procedures to govern its meetings and activities.

Article 5

Executive Committee

5.1 Election and Term. The Corporation may have an Executive Committee consisting of a number of directors as determined by the Board of Directors. The Executive Committee members shall be elected at the Annual Meeting of the Directors, but if, for any reason, the Annual Meeting is not held, or an Executive Committee is not elected thereat, members of the Executive Committee may be elected at a special meeting called for that purpose, or by consent of the Board. Executive Committee members shall be elected for a term of one (1) year or until a successor is elected, whichever is later. Executive Committee membership and duties may be further supplemented or amended by resolution adopted by a majority of a quorum of the full Board of Directors. Subject to the specific requirements of these Bylaws for action by the full Board or a specified committee with respect to certain items, and as further limited or specifically directed by affirmative vote of a majority of a quorum of directors at a meeting called for such purpose, the Executive Committee shall hold and exercise, when the Board of Directors is not in session, the normal powers of the Board of Directors in conducting and directing the affairs of the corporation. Further, the Executive Committee shall fix its own rules governing the conduct of its activities, subject to any other requirements prescribed by the Articles of Incorporation or these Bylaws, and shall make such periodic reports to the Board of Directors of its activities as the Executive Committee deems appropriate or as the Board of Directors may request from time to time.

5.2 Quorum. A majority of Directors currently sitting on the Board shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Discussions may be held but no action (other than adjourning the meeting) may be taken at a regular or special meeting of the Board unless quorum is present. A majority of the Directors present, though constituting less than a quorum, may adjourn the meeting from time to time without further notice.

5.3 Special Meetings. Special meetings may be called by, or at the request of, the Chair of the Board of Directors or any two (2) Executive Committee members.

5.4 Informal Action without Meeting. Any lawful action required or permitted, by the Articles of Incorporation or these Bylaws, to be taken by the Executive Committee at a meeting or by resolution, may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by all the members of the Executive Committee then in office.

5.5 Meeting by Tele or Web Conference. Members of the Board of Directors may participate in meeting by means of using a conference call or web conferencing communications device, provided that all persons participating in the meeting can hear each other. A member participating in a meeting in this manner shall be considered personally present at such meeting.

Article 6 Officers

6.1 Officers. The officers of the Corporation shall be a Chair, Vice-Chair, Secretary and Treasurer. The same person may hold more than one office, except that the individual serving as Chair shall not hold the office of Vice-Chair or Secretary during his or her tenure as Chair. The Chair of the Corporation shall be a member of the Board of Directors.

6.2 Officer Duties. The duties of the officers are as follows:

(A) Chair. The Chair shall be the principal executive officer of the Corporation and, subject to the authority and control of the Board of Directors and Executive Committee, shall in general supervise and control all of the business and affairs of the Corporation. He or she shall, when present, preside at all meetings of the Board of Directors and of the Executive Committee. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors or Executive Committee, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors or Executive Committee has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or cases in which documents are required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors or Executive Committee from time to time. Notwithstanding anything to the contrary herein, any action or course of action within the scope of matters approved or otherwise directed or delegated by the Board without express limitation, or otherwise within the ordinary day-to-day business and academic operation of the School, shall be considered a matter within the discretionary authority of the Head of the School to decide or act upon, with appropriate report to the Executive Committee or Board, unless directed to the contrary by the Executive Committee or the Board.

(B) Vice-Chair. In the absence of the Chair or in the event of the Chair's death, inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice-Chair shall perform such other duties as from time to time may be assigned to him or her by the Chair or by the Board of Directors.

(C) Secretary. The Secretary shall (1) keep the minutes of the Board of Directors' and Executive Committee's meetings in one or more books provided for that purpose; (2) see that all notices are duly given in accordance with the provisions of these Bylaws or other applicable law; (3) be the custodian of the corporate records; and (4) in general, perform all duties incident to the office of Secretary and such other duties as

from time to time may be assigned to him or her by the Chair, the Board of Directors or the Executive Committee.

(D) Treasurer. The Treasurer shall: (1) have charge and custody of, and be responsible for, all funds and securities of the Corporation; (2) receive and file receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, savings and loan associations, trust companies or other depositories as shall be selected by the Board of Directors or Executive Committee; and (3) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chair, Board of Directors, or Executive Committee.

6.3 Other Officers. The Board of Directors may appoint such other officers and agents as they may deem necessary, who shall have such authority and shall perform such duties as from time to time may be prescribed by the Board of Directors.

6.4 Vacancies. In the case of a vacancy in any office, the Board of Directors shall elect a successor to hold such office for the unexpired term thereof.

6.5 Bond. The Treasurer of the Corporation shall furnish, upon request by the Board of Directors, proper surety bond for the faithful performance of his or her duties, provided that the premium for every such bond shall be borne by the Corporation.

6.6 Delegation of Specific Required Tasks. Without releasing any Officer from responsibilities assigned to such Officer by these Bylaws, and subject to approval by the Board, specific nondiscretionary tasks required to carry out duties assigned any officer by these Bylaws may be delegated to staff or employees whose job responsibilities include tasks required to support or implement the duties of such Officer.

Article 7 Indemnification

7.1 Indemnification of Directors and Officers. The Corporation shall indemnify a director or officer to the extent that he or she has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses in the proceeding, if the director or officer was a party to the proceeding because he or she is or was a director or officer of the Corporation, except as further set out in the Exception to Indemnity listed below (in section 7.2). The Corporation shall in all events advance expenses of defense, but only if the director or officer undertakes in writing to repay the advanced funds to the Corporation if the director or officer is finally determined by a court of competent jurisdiction not to be entitled to indemnification pursuant to the provisions of this Section.

7.2 Exceptions to Indemnity. The Corporation shall indemnify a director or officer from and against liability incurred by the director or officer in a proceeding to which the director or officer is a party because he or she is a director or officer of the corporation,

unless liability was incurred because the director or officer breached or failed to perform a duty that he or she owes or owed to the Corporation, and the breach or failure to perform constitutes any of the following:

- (i) a willful failure to deal fairly with the Corporation or its members in connection with a matter in which the director or officer has a material conflict of interest;
- (ii) a violation of criminal law unless the director or officer had (a) reasonable cause to believe that his or her conduct was lawful; or (b) no reasonable cause to believe that his or her conduct was unlawful.
- (iii) a transaction from which the director or officer derived an improper personal benefit; or
- (iv) willful misconduct.

Article 8 Dissolution

8.1 Events Causing Dissolution. Either of the following events shall cause the dissolution of the Corporation.

(A) If all the directors of the Corporation die, or are otherwise unable to act as directors, without the appointment of successor directors; or

(B) Any other event deemed sufficient by the directors of the Corporation.

8.2 Distribution upon Dissolution. Upon dissolution of the Corporation, the Corporation's net assets, after paying or making provision for payment of the Corporation's liabilities, shall be applied or distributed as set forth in the Articles of Incorporation.

Article 9 Corporate Seal

9.1 The Corporation shall have no seal.

Article 10 Miscellaneous

10.1 Sale of Property, etc. The Chair or Vice-Chair, together with the Treasurer or Secretary, are authorized and empowered to purchase or otherwise acquire in any manner, and to sell, exchange, assign, pledge, hypothecate, or otherwise dispose of any and all shares of stocks, bonds, or securities, or any other property, real or personal, or interest therein, owned or held by this Corporation at any time, including, without limitation, certificates for stock and warrants or rights which entitle the holder thereof to subscribe for shares of stock; and to make and execute to the transferee or pledgee, on behalf of and in the name of the Corporation, any assignment of bonds or stock

certificates representing shares of stock owned or held by the Corporation, and any certificates for stock, and any certificates representing any rights to subscribe for shares of stock; and to make and execute on behalf of and in the name of the Corporation, any and all instruments for the purpose of acquiring, or exercising or disposing of any rights of the Corporation as the holder of any security or property or interest therein; and no person acting in reliance on any instrument made or other action taken by such officers shall be bound to inquire into the authority of such officers to execute any such instrument or to effectuate any such transaction.

10.2 Voting Securities. Shares of stock or other voting securities standing in the name of the Corporation shall be voted by the Chair or the Vice-Chair of the Corporation or any other officer of proxy appointed by the Chair or the Vice-Chair of the Corporation, subject to authorization or ratification by the Executive Committee or Board of Directors.

10.3 Checks, Drafts, etc. All checks, drafts and orders for payment of money shall be in the name of the Corporation and shall be signed and countersigned by such officer or officers as the Board of Directors shall from time to time designate for such purpose.

10.4 Contracts. When the execution of any contract or other instrument has been authorized without specification of the executing officers, the Chair or Vice-Chair, together with the Secretary or the Treasurer, may execute the same in the name of, and on behalf of, the Corporation.

10.5 Prohibited Actions. The Corporation shall distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or any successor provision. Furthermore, the Corporation shall not:

(A) engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code;

(B) retain any excess of business holdings as defined in section 4943(c) of the Internal Revenue Code;

(C) make any investments in a manner that would subject it to tax under section 4944 of the Internal Revenue Code; or

(D) make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

10.6 Headings. The Headings in these Bylaws are intended for convenience only, and shall not affect the meaning or interpretation hereof.

10.7 Interpretation. In interpreting these Bylaws, whenever the content so requires, the singular shall be read to include the plural, and the plural shall include the singular; and any gender shall refer to either or both genders. This Corporation is organized under

chapter 181, Wisconsin Statutes. It is the purpose of these Bylaws to comply with the provisions of the Statutes and the requirements of State and Federal law for maintaining tax exempt status: any provision herein determined by a court of competent jurisdiction to be inconsistent with such statutory requirements shall be severed to the minimum extent necessary to preserve the evident meaning consistent with this intent, and the remainder of the Bylaws construed in conformity therewith.

Article 11
Fiscal Year

11.1 The fiscal year of the Corporation shall end on the 30th of June each calendar year.

Article 12
Amendments

12.1 These Bylaws may be altered or amended at any regular or special meeting of the Board of Directors by vote of a majority of the directors then in office.

Article 13
Racial Nondiscrimination Policy

13.1 Carmen High School of Science and Technology, Inc. and any school operated by Carmen High School of Science and Technology, Inc., shall admit students of any race, color, national origin, and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national origin, and ethnic origin in administration of its educational policies, admission policies, scholarship and loan programs, and athletic and other school administered programs.

Adopted August 29, 2006.
Amended May 6, 2013.
Amended May 4, 2021.