GOVERNING BYLAWS

Roots Learning Collective, Inc. – A Wisconsin Nonstock Corporation

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ARTICLE I - **NAMES AND ORGANIZATION**

Section 1. The name of the corporation is Roots Learning Collective, Inc. (the "Corporation"), a Wisconsin nonstock corporation organized under Chapter 181 of the Wisconsin Statutes. The Corporation operates Roots Community School ("RCS" or the "School"), a tuition-free public charter school. These are the bylaws of the Corporation. The Corporation's board of directors shall be known as the Governing Board (the "Board"), and each member of the Board is a director of the Corporation for all purposes of Chapter 181 of the Wisconsin Statutes.

Section 2. The principal office of the Corporation shall be located in or near Burlington, Wisconsin, at such place as the Board may designate. The Corporation shall continuously maintain a registered agent and registered office in Wisconsin as required by law.

Section 3. These bylaws shall be interpreted consistently with the Corporation's articles of incorporation, Chapter 181 and Section 118.40 of the Wisconsin Statutes, and the charter contract between the Corporation and its authorizer (the "Charter Contract"). In the event of a conflict, applicable law, the Charter Contract, and the articles of incorporation, in that order, shall control over these bylaws.

ARTICLE II - **PURPOSE AND POWERS**

Section 1. Roots Learning Collective, Inc. is organized for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation's primary purpose is to establish and operate Roots Community School (RCS). Roots Community School shall provide a high quality, tuition free, public education to children eligible to enroll under the Charter Contract and applicable law, without discrimination on the basis of sex, race, religion, national origin, ancestry, pregnancy, marital or parental status, sexual orientation, physical, mental, emotional, or learning disability, socioeconomic status, or any other basis prohibited by Wis. Stat. §§ 118.13 and 118.40(4) or other applicable law.

Section 2. The Corporation shall have no members within the meaning of Chapter 181 of the Wisconsin Statutes. No provision of these bylaws permitting parents, guardians, staff, or other constituents to nominate or vote for candidates for the Board shall confer membership or any rights of members under Chapter 181. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation and RCS shall be managed under the direction of, the Board.

Section 3. The Board shall manage the overarching affairs of the school including, but not limited to, budgets, policies, and strategic decisions. The Board shall work with school leadership to provide educational services in the best interest of the school and the community. The Board shall hold school leadership accountable for their actions. Day-to-day operations of the school shall be delegated to the school leader and staff, as provided in Article XI.

Section 4. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, or other private person, except that the Corporation may pay reasonable compensation for services actually rendered and make payments and distributions in furtherance of its exempt purposes. The Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office, and no substantial part of its activities shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as permitted by Section 501(h) of the Internal Revenue Code. Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any activity not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III - **BOARD COMPOSITION**

Section 1. The Board shall consist of no fewer than 5 and no more than 11 directors, the exact number to be fixed from time to time by resolution of the Board. No two directors may be related by blood, marriage, domestic partnership, adoption, or reside in the same household.

Section 2. The board shall consist of at least one current or former licensed educator, one parent with a child enrolled in the school, and one community member with no child enrolled in the school. Employees of the Corporation shall not constitute more than one-third of the directors, and the school leader shall not serve as a voting director. A director who is an employee of the Corporation shall not participate in deliberation or vote on any matter concerning that director's own employment, compensation, evaluation, or supervision, or on employee compensation generally. A director who ceases to satisfy the qualification for which the director was seated (for example, a parent whose child is no longer enrolled) may complete the director's current term.

Section 3. Directors shall be at least 18 years of age, residents of the United States, and committed to the mission of the Roots Learning Collective and Roots Community School. Each director shall consent to a criminal background check before taking office if required by the Charter Contract or Board policy.

ARTICLE IV - **ELECTIONS AND TERMS**

Section 1. The initial directors shall be those named in the articles of incorporation or elected by the incorporator(s) in accordance with Chapter 181 of the Wisconsin Statutes. The Board shall designate the initial directors to serve terms of one or two years so that, as nearly as practicable, one-half of the directors' terms expire each year.

Section 2. Beginning in 2027, upon the expiration of each director's term, the director's successor shall be elected by the Board at its annual meeting from among the candidates receiving the greatest number of votes in an election conducted among the eligible voters described in Section 3, subject to the qualifications and composition requirements of Article III. Each director shall serve a two-year term and until a successor is elected and qualified, or until the director's earlier death, resignation, or removal. No director may serve more than three consecutive full two-year terms; an initial one-year term, or service of less than one year filling a vacancy, shall not count toward this limit. A director who has reached this limit may again be elected after one year off the Board.

Section 3. Eligible voters include current directors, employees of the Corporation, and parents and legal guardians of students enrolled in RCS as of a record date fixed by the Board (one vote per household; a person who qualifies in more than one category shall have one vote).

Section 4. Nominations for the Board may be made by any eligible voter as outlined in Section 3. Each nominee must satisfy the qualifications in Article III and consent in writing to serve if elected.

Section 5. Unexpected vacancies due to death, resignation, expansion, or other unforeseen circumstances shall be filled by the affirmative vote of a majority of the directors then in office, even if less than a quorum. A director elected to fill a vacancy shall serve for the unexpired term of the director's predecessor; a director elected to fill a newly created seat shall serve until the next annual meeting.

Section 6. The Board shall adopt written election procedures, including the record date, nomination deadlines, the method of voting (which may be electronic), the tabulation and certification of results, and the resolution of ties.

Section 7. A director may resign at any time by delivering written notice to the President or Secretary. A resignation is effective when delivered unless the notice specifies a later effective date.

ARTICLE V - **EXPECTATIONS**

Section 1. Board members are expected to act in good faith and in the best interest of the school, the children, and the community.

Section 2. Board members are expected to attend regular meetings of the Board and fulfill their duties as described in these bylaws.

Section 3. No Board member shall be compensated for their services as a Board member. Board members may be reimbursed for reasonable out-of-pocket expenses incurred while rendering services to Roots Community School. Reimbursement shall be made in accordance with Board policy and upon adequate documentation.

Section 4. Any director may be removed, with or without cause, by the affirmative vote of two-thirds of the directors then in office, excluding the director proposed for removal, at a meeting for which the notice stated that removal of the director is a purpose of the meeting. A director who is absent from three consecutive regular meetings without an excuse accepted by the Board may be deemed by Board resolution to have resigned.

ARTICLE VI - **CONFLICT OF INTEREST**

Section 1. Directors, officers, and key personnel must disclose any personal or financial interest in a matter before the Board. Individuals with a conflict shall recuse themselves from deliberation and voting on the matter, and the minutes shall reflect the disclosure and recusal.

Section 2. The Board shall adopt a written conflict of interest policy consistent with Section 181.0831 of the Wisconsin Statutes, the Charter Contract, and Internal Revenue Service guidance for Section 501(c)(3) organizations. Each director and officer shall sign an annual statement affirming receipt of and compliance with the policy and disclosing any interests that could give rise to a conflict.

Section 3. Any contract or transaction between the Corporation and a director or officer, or an entity in which a director or officer has a material financial interest, shall be approved in advance by a majority of the disinterested directors after full disclosure and a determination that the transaction is fair and reasonable to the Corporation. The

Corporation shall not make loans to, or guarantee the obligations of, any director or officer.

ARTICLE VII - **OFFICERS AND DUTIES**

Section 1. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be a director. Officers shall be elected by a majority vote of the directors then in office at the Board's annual meeting and shall serve one-year terms and until their successors are elected. One person may not simultaneously hold the offices of President and Treasurer.

Section 2. *President*. The Board President shall act as the chairperson of the board and preside at all meetings. They may sign and deliver, in the name of the Corporation, deeds, mortgages, contracts, and other instruments that the Board has authorized to be executed, except where the Board has delegated signing authority to another officer or agent. They shall work with school leadership to develop an agenda for Board meetings. They shall perform all other duties of Board members as detailed in Section 5 of this Article.

Section 3. *Vice President*. The Vice President shall perform the duties of the President in the President's absence or inability to act, and shall perform such other duties as the Board may assign.

Section 4. *Secretary*. The Secretary shall record all proceedings of Board meetings. They shall post meeting minutes on the RCS website in a timely manner after approval by the Board, or as otherwise required by the Charter Contract. They shall preserve all important documents and records belonging to the Board. They shall ensure that notice of all Board and committee meetings is given in accordance with Article IX. They shall perform all other duties of Board members as detailed in Section 5 of this Article.

Section 5. *Treasurer*. The treasurer shall keep accurate accounts of all money received and disbursed as pertaining to RCS. They may endorse for deposit to the Corporation's accounts checks and drafts received by the Corporation. The Treasurer shall oversee, but need not personally perform, the Corporation's bookkeeping, which may be delegated to staff or a contracted business manager under Board-approved controls. They shall maintain easy-to-understand financial reporting for the Board, school leadership, and the public. They shall collaborate with auditors and any other relevant parties. They shall perform all other duties of Board members as detailed in Section 5 of this Article.

Section 6. *Other members*. Non-officer Board members and officers alike shall participate to the best of their ability in the affairs of the Board. They shall attend and contribute to regular meetings. They must be willing to do committee work and any other duties relevant to the position outside of meeting times. They shall always, to the best of their ability, represent and promote the mission of Roots Community School and Roots Learning Collective, Inc.

Section 7. Any officer may be removed from office, with or without cause, by a majority vote of the directors then in office. A vacancy in any office shall be filled by the Board for the unexpired term. Removal from office does not by itself remove the individual as a director.

ARTICLE VIII - **COMMITTEES**

Section 1. From time to time, committees may be established for the purposes of furthering the mission of the school or the Board. Committees and their charges shall be established by Board resolution. Committee members shall be appointed by the President, subject to Board approval. Committees may consist of non-Board members.

Section 2. Committees shall operate under the direction of the Board. Committees may make recommendations to the board but may not act in any binding way on behalf of the board.

Section 3. Committees shall keep minutes, give public notice of and conduct their meetings in accordance with the Wisconsin Open Meetings Law to the extent applicable, and report their work at Board meetings.

ARTICLE IX - **BOARD MEETINGS**

Section 1. Regular meetings of the Board shall be held monthly, unless the Board determines otherwise, at times and places fixed by Board resolution. The meeting held in May of each year shall be the annual meeting, at which directors and officers shall be elected. Meetings shall be open to the public in person and, where practicable, by virtual means. Directors may participate in any meeting by any means of communication by which all participating directors, and members of the public in attendance, may simultaneously hear one another, and a director so participating is deemed present in person.

Section 2. Public notice of every meeting of the Board and its committees shall be given in accordance with the Wisconsin Open Meetings Law, Wis. Stat. §§ 19.81–19.98, including posting at least 24 hours in advance (or, for good cause, not less than 2 hours

in advance) and notice to any news media that have filed a written request. The notice shall state the time, date, place, and subject matter of the meeting, including any subject matter intended for consideration in closed session, and shall also be posted on the RCS website.

Section 3. A majority of the directors then in office shall constitute a quorum for the transaction of business.

Section 4. The Board shall make reasonable efforts to reach consensus on matters before it. When consensus cannot be reached, the matter shall be decided by a majority vote of Board members present and voting, provided a quorum is present.

Section 5. Special meetings may be called by the Board president or a majority of the other board members. Notice of a special meeting stating its purpose shall be given to each director at least 48 hours in advance by email or other means reasonably calculated to provide actual notice, and public notice shall be given as provided in Section 2. A director's attendance at a meeting waives notice unless the director objects at the start of the meeting to the transaction of business.

Section 6. The Board and its committees may convene in closed session only for purposes permitted by Wis. Stat. § 19.85 and following the procedures required by law. No final action shall be taken in closed session except as permitted by law.

Section 7. Each director shall have one vote. Voting by proxy is not permitted. Because Board business is conducted in open meetings, the Board shall not act by written consent without a meeting. Except as otherwise provided by law or these bylaws, the Board shall follow the most recent edition of Robert's Rules of Order (or other rules the Board adopts) as a guide.

ARTICLE X - **FINANCIAL OVERSIGHT**

Section 1. The fiscal year shall begin on July 1 and end on June 30 each year.

Section 2. The Board shall approve the annual budget prior to the start of each fiscal year and shall review budget-to-actual financial reports at least quarterly.

Section 3. The Board shall oversee the financial affairs of the organization and monitor income, expenses, and overall financial performance. The Treasurer shall provide regular financial reports to the Board.

Section 4. The Board shall establish appropriate procedures for authorizing expenditures, approving contracts, and managing organizational funds. All financial transactions shall be properly documented and maintained. Such procedures shall include dollar thresholds above which expenditures and contracts require prior Board approval, and a requirement of two authorized approvals for disbursements above an amount set by the Board.

Section 5. The organization shall maintain appropriate financial controls to safeguard its assets and prevent misuse of funds. No individual shall have unrestricted authority over all financial transactions.

Section 6. The Corporation shall annually obtain an audit of its financial statements by an independent certified public accountant, and such additional audits (including any single audit for federal awards) as may be required by applicable law, the Charter Contract, or funding sources.

Section 7. All donations, grants, and other restricted funds shall be used in accordance with the conditions and purposes for which they were received.

Section 8. *Planning Year Operations*. The Planning Year is defined as the period prior to opening school to students, during which the organization prepares to begin operations. Planning Year activities may include development of educational curriculum, hiring of staff and recruitment, facility preparation and furnishing, legal and financial planning, fundraising, and grant applications. The Board shall approve expenses related to these activities that exceed the thresholds established under Section 4.

Section 9. The Corporation shall maintain directors and officers liability, general liability, and such other insurance as the Charter Contract requires or the Board deems appropriate.

Section 10. The Corporation shall timely file its annual IRS Form 990 and all required state filings, including its annual report with the Wisconsin Department of Financial Institutions. A copy of the Form 990 shall be provided to each director before it is filed.

ARTICLE XI - **SCHOOL LEADERSHIP**

Section 1. The Board is responsible for working with school leadership to act in the best interest of the students and the mission of RCS.

Section 2. The school leader shall be responsible for the day-to-day operations of the school, including staff supervision, educational programming, and implementation of policies established by the Board.

Section 3. The school leader may make recommendations to the Board, but may not act on behalf of the Board in matters falling under the Board's authority. The school leader shall keep the Board informed of significant developments, challenges, and progress within the school.

Section 4. The Board shall perform an annual written evaluation of the school leader and an annual review of student achievement, and progress towards the mission and goals set by the school. The Board is responsible for hiring, evaluating, and, if necessary, removing the school leader. The school leader shall attend Board meetings as a non-voting participant, except when excused by the Board, including during any closed session concerning the school leader's own evaluation or employment.

ARTICLE XII - **RECORDS AND TRANSPARENCY**

Section 1. The Corporation shall maintain accurate and complete records of its operations, finances, governance, and official proceedings. including the records required by Wis. Stat. § 181.1601.

Section 2. Board meeting minutes, financial records, and other organizational documents shall be maintained and made available for public inspection in accordance with applicable state and federal laws, including the Wisconsin Public Records Law, Wis. Stat. §§ 19.31–19.39, to the extent applicable, and the Charter Contract.

Section 3. The organization shall conduct its affairs in a manner that promotes transparency, accountability, and public trust while protecting confidential information as required by law. Student records shall be maintained, protected, and disclosed only in accordance with the Family Educational Rights and Privacy Act and Wis. Stat. § 118.125.

ARTICLE XIII - **INDEMNIFICATION**

Section 1. The Corporation shall indemnify its directors and officers, and may by Board resolution indemnify its employees and volunteers, against reasonable expenses and liabilities incurred in any proceeding to which they are a party because of their service to the Corporation, to the fullest extent required or permitted by Wis. Stat. §§ 181.0871–181.0889.

Section 2. Indemnification shall not be provided if liability was incurred because the individual breached or failed to perform a duty owed to the Corporation and the breach or failure constitutes (a) a willful failure to deal fairly with the Corporation in a matter in which the individual had a material conflict of interest; (b) a violation of criminal law, unless the individual had reasonable cause to believe the conduct was lawful or no reasonable cause to believe it was unlawful; (c) a transaction from which the individual derived an improper personal profit; or (d) willful misconduct.

Section 3. The Corporation may advance reasonable expenses to a director or officer before final disposition of a proceeding upon receipt of the individual's written affirmation of good-faith belief that the individual has not engaged in conduct described in Section 2 and a written undertaking to repay the amounts advanced if it is ultimately determined that the individual is not entitled to indemnification. The Corporation may purchase insurance on behalf of any director, officer, employee, or volunteer against liability asserted against that person in that capacity.

ARTICLE XIV - **DISSOLUTION**

Section 1. Dissolution of the Corporation shall require the affirmative vote of two-thirds of the directors then in office and compliance with Chapter 181 of the Wisconsin Statutes. Upon dissolution, the Corporation shall first pay or make reasonable provision for all of its debts and obligations.

Section 2. Subject to any requirements of the Charter Contract or applicable law regarding the disposition of assets acquired with public funds, any remaining assets shall be distributed to one or more organizations exempt under Section 501(c)(3) of the Internal Revenue Code, in accordance with applicable federal and state laws. No assets shall inure to the benefit of any private individual.

ARTICLE XV - **AMENDMENTS**

Section 1. These bylaws may be amended or repealed, and new bylaws adopted, by the affirmative vote of two-thirds of the directors then in office at a meeting of the Board, provided that the text of the proposed change was delivered to each director in writing at least seven days before the meeting and the change was described in the public notice of the meeting. No amendment shall be adopted that is inconsistent with the articles of incorporation, the Charter Contract, applicable law, or the Corporation's status under Section 501(c)(3) of the Internal Revenue Code. Any amendment that the Charter Contract requires to be submitted to or approved by the authorizer shall be so submitted.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected Secretary of Roots Learning Collective, Inc., and that the foregoing bylaws were adopted by the Board of Directors on _____, 20__.

_____, Secretary