

Wauwatosa STEM, Inc. Bylaws
A Wisconsin Nonprofit, Nonstock Corporation

ARTICLE 1
NAME AND LOCATION

Section 1.1 Name

The name of the corporation is Wauwatosa STEM, Inc. It is hereinafter referred to as "the Corporation."

Section 1.2 Location

The principal location of the Corporation shall be fixed and located in the City of Wauwatosa, County of Milwaukee, State of Wisconsin.

ARTICLE 2
PURPOSE

Section 2.1 Purpose

The Corporation is a nonprofit, nonstock corporation organized under Chapter 181 of the Wisconsin Statutes and its purposes are exclusively educational as set forth in the Articles of Incorporation.

Notwithstanding any other provision of these Bylaws to the contrary, the Corporation shall not carry on any activities not permitted of:

- (a) a corporation exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future Federal income tax code, or
- (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding provisions of any future Federal income tax code.

ARTICLE 3
MEMBERSHIP

Section 3.1 Members

All parents and guardians with students attending Wauwatosa STEM ("WSTEM") shall automatically be members of the Corporation. There will be no membership dues.

Section 3.2 Rights and Duties

All members are eligible to vote as prescribed in these Bylaws, hold office in the Corporation, serve on the Corporation's Governing Council, serve on committees, and attend all Governing Council meetings as observers.

Section 3.3 Member Meetings

- (a) There will be an Annual Meeting of the members for the election of Governing Council Members in the Corporation and for the transaction of other business as may properly come before the members. The Annual Meeting shall be held during the first full week of June, at the principal location of the Corporation, or at such other place as shall be determined by the Governing Council. Notice of the meeting will be given to the members at least seven (7) days in advance of the meeting.
- (b) Additional meetings of the members may be called by the Governing Council. Also, upon the written request of twenty-five (25) percent of the members, the Governing Council shall call a special meeting to consider a specific subject. Notice of these meetings will be given to the members at least seven (7) days in advance of each meeting.

Section 3.4 Quorum and Voting

- (a) Ten percent (10%) of the families with at least one child enrolled in WSTEM, represented in person, shall constitute a quorum for the transaction of business at any duly called meeting of the members. The act of a majority of families present at a duly called meeting at which a quorum is present shall be an act of the members, unless the act of a greater number is required by law.
- (b) Voting shall be conducted using secret ballots. Voters shall be required to sign a Roster of Members confirming their eligibility to vote. Each family shall be accorded one vote, regardless of the number of its children enrolled in the WSTEM. Proxy voting is prohibited. Votes shall be tallied and results announced at the meeting where the vote takes place. A group of no less than three and more than five volunteers, made up of members without conflicts of interest in the issue being decided, shall tally the votes.

ARTICLE 4 BOARD OF DIRECTORS

Section 4.1 Name and Number

The Board of Directors of the Corporation (herein referred to alternatively as the "Governing Council" or the "Council") shall consist of not less than seven (7) and not more than thirteen (13) Council Members. Members of the Corporation must always comprise a majority of Council Members. In addition, the Principal of the WSTEM shall be a non-voting member of the Council.

Section 4.2 Powers

Subject to the limitations of the Articles of Incorporation of the Corporation, these Bylaws and the laws of the State of Wisconsin, the Council shall have all powers and authority for the management of the business, property and affairs of the Corporation, and to do such lawful acts as it deems proper and appropriate to promote the objectives and purposes of the Corporation. The Council may, by general

resolution, delegate to committees or to Officers of the Corporation such powers as it may see fit for specified periods of time.

Section 4.3 Election of Council Members

- (a) Nominations of individuals to serve as Council Members shall be made by a Governance Committee appointed by the Council. The Governance Committee will submit nominations to the members not less than twenty-eight (28) days prior to the Annual Meeting of the members.
- (b) Nominations of individuals to serve as Council Members may also be made by the membership at large when submitted in writing to the Principal of the WSTEM not later than fourteen (14) days prior to the Annual Meeting of the members and endorsed by not less than ten percent (10%) of the families with at least one child enrolled in the WSTEM.
- (c) The members will elect Council Members according to the rules of voting described in Section 3.4. A separate vote will be conducted for each individual nominated.

Section 4.4 Term

- (a) The term of Council Members shall be three (3) years. No individual may serve more than two consecutive terms as a Council Member. Terms begin July 1 and end June 30.

Section 4.5 Resignation and Removal

- (a) Any Council Member may resign effective upon giving written notice to the President, or the Secretary, unless the notice specifies a later effective time. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.
- (b) The Council may remove from office any Council Member who has been convicted of a felony, or who has been found to have breached any statutory duty arising under Chapter 181 Wisconsin Statutes by any court or competent jurisdiction, or who has found to be of unsound mind by any court or competent jurisdiction, or who has failed to attend four (4) or more meetings of the Council in any fiscal year.

Section 4.6 Vacancies

- (a) A vacancy shall exist when a Council Member dies, resigns, or is removed, or when the Council increases the number of Council Member positions on the Council, within the limits defined in these Bylaws.
- (b) A vacancy may be filled by a majority vote of the remaining Council Members, even though less than a quorum. Each new Council Member so selected shall hold office until the next Annual Meeting of the members.

Section 4.7 Compensation of Council Members

Council Members shall not receive any compensation for their services; however, the Council may approve the reimbursement of a Council Member's actual and necessary expenses incurred in the conduct of the Corporation's business.

Section 4.8 Voting

Voting by the Council shall be in person and no proxy voting on the Council may occur. Tie votes will be broken by the President.

Section 4.9 Quorum

A quorum consisting of a majority or more of the then current Council Members must be assembled to vote and conduct business.

Section 4.10 Rights of Inspection

Every Council Member has the right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation provided such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the Corporation's obligations under any applicable federal, state or local law.

ARTICLE 5 GOVERNING COUNCIL MEETINGS

Section 5.1 Place of Meeting

The place of all meetings of the Council shall be the principal location of the Corporation, or at such other place as shall be determined from time to time by the Council; and the place at which such meetings shall be held shall be stated in the notice and call of meeting. No change in the place of meeting shall be made within seven (7) days before the day of the meeting.

Section 5.2 Regular Meetings

Regular meetings of the Council shall be held once a month from September through June.

Section 5.3 Special Meetings

Additional meetings of the Council may be called by the President. Also, upon the written request of fifty (50) percent of the Council Members, the President shall call a special meeting to consider a specific subject.

Section 5.4 Notice of Meeting

Notice of the time and place of all Council meetings shall be given to all Council Members and members at least seven (7) days prior to each meeting.

ARTICLE 6
OFFICERS AND DUTIES

Section 6.1 Officers

The Officers of the Corporation shall be President, Vice President, Secretary, and Treasurer. Officers of the Corporation shall also be Council Members of the Corporation, and their number shall be included in the total count of Council Members described in Section 4.1. The Officers shall be elected by the Council at the start of each fiscal year from among the Council Members elected by the members, and each shall serve a one (1) year term. No individual may serve more than one term in any Officer position, with the exception of the Treasurer who may serve up to two (2) consecutive one (1) year terms. Terms begin July 1 and end June 30.

Section 6.2 President

The President is the chief executive officer of the Corporation, responsible, along with his/her fellow Council Members, for management of the business, property and affairs of the Corporation, and to do such lawful acts as he/she deems proper and appropriate to promote the objectives and purposes of the Corporation. The President shall have full and equal vote as accorded to all Council Members. The President shall preside at all meetings of the Council. The President may delegate, as needed, to any other Officer any or all of the duties of the office of President. He/she shall have such other powers and duties as may be prescribed from time to time by the Council.

Section 6.3 Vice President

The Vice President shall have such duties and responsibilities as may be delegated to him/her by the President. The Vice President shall have full and equal vote as accorded to all Council Members. In the absence or disability of the President, the Vice President will perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President, including presiding at meetings of the Council. The Vice President shall have such other powers and perform such other duties as the Council may prescribe from time to time.

Section 6.4 Secretary

- (a) The Secretary shall keep or cause to be kept, at the principal location of the Corporation or such other place as the Council may order, a book of minutes of all meetings of the Council and its committees, including the following information for all such meetings: the time and place of holding; whether regular or special; if special, how authorized; the notice thereof given; the names of those present and absent, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal location of the Corporation, the original or a copy of the Corporation's Articles of Incorporation and Bylaws, as amended to date, and a register showing the names of all Council Members and their respective addresses. The Secretary shall be the custodian of the Corporation's records.
- (b) The Secretary shall give, or cause to be given, notice of all meetings of the Council, the members and any committees thereof required by these Bylaws or by law to be given, and shall distribute the minutes of meetings of the Council to all the Council Members and members promptly after the meetings; shall see that all reports, statements and other documents required by law are

properly kept or filed, except to the extent the same are to kept or filed by the Treasurer; and shall have such other powers and perform such duties as may be prescribed from time to time by the President or the Council.

Section 6.5 Treasurer

- (a) The Treasurer of the Corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all times be open to inspection by any Council Member or member.
- (b) The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated from time to time by the Council. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Council, and shall render to the Council, upon request, an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall present an operating statement and report, since the last preceding regular Council meeting, to the Council at all regular meetings. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Council.
- (c) The Treasurer shall prepare all tax filings and make filings and other financial records available for public inspection upon written request.

Section 6.6 Administrative Operations

The administrative and day-to-day operation of WSTEM shall be the responsibility of the Principal of WSTEM. The Principal shall have the authority to execute contracts on behalf of the Corporation and as approved by the Council.

Section 6.7 Resignation and Removal

- (a) Any Officer may resign effective upon giving written notice to the President, or the Secretary, unless the notice specifies a later effective time. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.
- (b) The Council may remove from office any Officer who has been convicted of a felony, or who has been found to have breached any statutory duty arising under Chapter 181 Wisconsin Statutes by any court or competent jurisdiction, or who has found to be of unsound mind by any court or competent jurisdiction, or who has failed to attend four (4) or more meetings of the Council in any fiscal year.

Section 6.8 Vacancies

- (a) A vacancy shall exist when an Officer dies, resigns, or is removed.

- (b) A vacancy may be filled by a majority vote of the remaining Council Members, even though less than a quorum. Each new Officer so selected shall hold office until the next Annual Meeting of the members.

ARTICLE 7 FISCAL AFFAIRS

Section 7.1 Fiscal Year

The fiscal year of the Corporation shall be from July 1 to June 30.

ARTICLE 8 DISSOLUTION

Section 8.1 Dissolution

Upon dissolution of the Corporation, assets shall be distributed to creditors pursuant to appropriate Wisconsin Statutes. Charitable assets that were received from outside benefactors shall be distributed to another such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code. All remaining assets will be distributed to Wauwatosa School District, Wauwatosa, Wisconsin.

ARTICLE 9 AMENDMENTS

Section 9.1 Bylaws

New Bylaws may be adopted or these Bylaws may be amended or repealed by a majority vote of the Council. Whenever any amendment or new Bylaws are adopted, copies shall be placed in a Book of Bylaws within the Corporation's records, along with the original Bylaws, and immediately after them, and shall not take effect until so copied. If any Bylaws are repealed, the fact of repeal with the date of the meeting at which the repeal was enacted must be stated in the Book and until so stated, the repeal must not take effect. Whenever any provision of the Bylaws is either amended or repealed, a marginal note shall be made thereon indicating the place or page where the amendment or repeal may be found.