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## **Appendix N-6: Lighthouse Academies of Wisconsin Bylaws**

### **BYLAWS OF LIGHTHOUSE ACADEMIES OF WISCONSIN, INC.**

#### **ARTICLE I NAME, LOCATION AND PURPOSE**

##### **Section 1.1 Name**

The name of this corporation is Lighthouse Academies of Wisconsin, Inc.

##### **Section 1.2 Purpose**

The purposes of the Lighthouse Academies of Wisconsin, Inc. shall be to form, manage, oversee, support and otherwise encourage the continuation of public charter school in Wisconsin.

The purposes for which Lighthouse Academies of Wisconsin, Inc. is organized are exclusively charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, as amended from time to time.

##### **Section 1.3 Office Location**

The registered office of the corporation shall be located at 1661 Worcester Road Framingham MA. The President may authorize a change in the registered office of the corporation, provided such location is within the state of Wisconsin.

#### **ARTICLE II BOARD OF DIRECTORS**

##### **Section 2.1 Powers and Responsibility**

The powers of the corporation shall be vested in the Board of Directors, which shall have charge, control, and management of the property and affairs of the corporation. The Board of Directors shall have the power and responsibility to appoint Trustees to serve on the boards of Lighthouse charter schools in Wisconsin and to delegate certain responsibilities to the Trustees pursuant to Wisconsin statutes.

##### **Section 2.2 Number**

The Board of Directors shall consist of not less than three nor more than nine persons. If, because of death, resignation, retirement or removal, there were fewer than five Directors remaining, these remaining Directors shall constitute the Board of Directors until the vacancy(ies) are filled as provided herein.

##### **Section 2.3 Qualifications**

Any natural person who supports the enumerated goals and policy objectives of the corporation shall be eligible for election or re-election to the Board of Directors.

#### Section 2.4 Appointment and Term

All Directors shall be appointed by the Board of Directors. Subject to Section 2.5, each Director shall hold office for an initial term of two years or until his or her successor has been elected. Directors may be re-elected for additional terms of service. When a person has not served on the Board of Directors for a period of at least six consecutive months, such person shall again be eligible for appointment to the Board of Directors.

There shall be two parent representative of a student enrolled on the Board of Directors who shall serve a term of one year from the date of appointment. This parent shall be self nominated and appointed by a majority of the current members of the Board of Directors. The appointment of the parent representatives shall take place at the October Board meeting.

#### Section 2.5 Initial Directors

The following persons constitute the initial Board of Directors, to hold such office for the terms set forth below, which terms shall expire effective as of the date of the annual meeting of the Board of Directors in the year indicated.

Directors:	Expiration Date:
1. Michael Ronan	June 30, 2011
2. Aaron Seligman	June 30, 2012
3. Kimberlee Sia	June 30, 2012
4. Danny Goldberg	June 30, 2012
5. Pam Gustafson	June 30, 2011

#### Section 2.6 Voting

Each Director shall be entitled to one vote on all matters coming before the Board of Directors, unless the Director must recuse himself/herself in accordance with the conflict of interest policy. There shall be no voting by proxy by any Director.

#### Section 2.7 Vacancies and Removal

In the event of the expiration of a Director's term, or the expansion of the Board of Directors to create additional terms, the remaining Board of Directors shall appoint persons qualified under Section 2.3 herein to serve such terms.

Any vacancy on the Board of Directors that results from the death, resignation, or removal of a Director shall be filled by appointment by Lighthouse Academies, Inc.

Any Director may be removed from office, with or without cause, by the vote of a majority of the Directors.

### ARTICLE III MEETINGS AND COMMITTEES OF DIRECTORS

#### Section 3.1 Regular Meetings

Regular meetings of the Board of Trustees shall be held at such time as the Board President directs.

#### Section 3.2 Special Meetings

Subject to the requirements of Section 3.3 herein, special meetings of the Board of Directors may be called by the President, or upon written request to the President of a majority of the Board of Directors. Such requests shall be addressed to the Secretary.

#### Section 3.3 Quorum

The presence of a majority of the Directors at a meeting shall constitute a quorum. If a quorum is not attained, the Directors participating may adjourn the meeting to another place and time, until a quorum is present. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment and notice of such alternate meeting shall be posted at the charter school at least six hours prior to the alternate meeting.

#### Section 3.4 Action without a Meeting

The Board of Directors may take any action that they might otherwise take at a meeting if such action is evidenced by unanimous written consent of all persons then serving on the Board of Directors. Such unanimous written consent may be executed in separate parts. Notice of any such action by unanimous written consent shall be posted at the charter school for a period of at least seven consecutive days.

#### Section 3.5 Committees

The Board of Directors may appoint one or more Directors to serve on committees, to oversee particular issues. There shall be a Finance and Audit Committee whose responsibility it shall be to receive information and conduct activities related to audits, including making reports and recommendations to the entire Board of Trustees.

### ARTICLE IV OFFICERS

#### Section 4.1 Number and Qualifications

The principal officers of the corporation shall be a President and a Secretary each of whom shall be elected by the Board of Directors for a period not to exceed two years.

#### Section 4.2 President

The President shall be the chief executive officer of the corporation and shall, in general, supervise, direct, and control all of the business and affairs of the corporation. He/she shall have authority to sign, execute and acknowledge, on behalf of the corporation, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to be executed, which shall be authorized by the Board of Directors. He/she may authorize any other officer or agent of the corporation to sign, execute and acknowledge such documents or instruments in his/her place and stead. He/she shall assist the Board of Directors in the formulation of policies of the corporation. In general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

#### Section 4.3 Secretary

The Secretary shall: (a) keep the memoranda of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) ensure that all annual filings are made to both the state and federal governments as required by law, with the exception of tax documents; and (e) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors.

Section 4.4 The Board shall appoint a Treasurer. The Treasurer and one additional person designated by the Board shall be responsible for signing all checks in accordance with the Board's approved policy.

**ARTICLE V**  
**INDEMNIFICATION OF DIRECTOR, OFFICER OR COMMITTEE MEMBER**

**Section 5.1 Definitions**

- (a) "Expenses" include fees, costs, charges, disbursements, attorney fees and any other expenses incurred in connection with a proceeding.
- (b) "Liability" includes the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, and reasonable expenses associated therewith.
- (c) "Proceeding" means any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state, or local law and which is brought by or in the right of the corporation or by any other person(s).

**Section 5.2 Indemnification**

The corporation shall indemnify each present, former, and future Director, officer, or member of a committee appointed by the Board of Directors (herein the "committee member"), to the extent he or she has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the person was a party because he or she is or was a Director, officer, or committee member of the corporation.

This provision is intended to indemnify all such persons to the fullest extent allowed by any and all laws of any state, District or territory of the United States or by any federal law.

**Section 5.3 Other Indemnification**

(a) In cases not included under Section 5.2 herein, the corporation shall indemnify each present, former, and future Director, officer, or committee member against liability incurred by such person in a proceeding to which the person was a party because such person is or was a Director, officer, or committee member of the corporation, unless liability was incurred because the person breached or failed to perform a duty such person owed to the corporation and the breach or failure to perform constitutes any of the following:

- (1) A willful failure to deal fairly with the corporation or its shareholders in connection with a matter in which the person has a material conflict of interest.
- (2) A violation of criminal law, unless the Director, officer, or committee member had reasonable cause to believe his or her conduct was lawful.
- (3) A transaction from which the Director, officer, or committee member derived an improper personal profit.

(b) The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of no contest or an equivalent plea, does not by itself create a presumption that indemnification of the Director, officer, or committee member is not required under this subsection.

(c) Indemnification under this section is not required if the Director, officer, or committee member has previously received indemnification or allowance of expenses from any person, including the corporation, in connection with the same proceeding.

#### Section 5.4 Death

In the event of the death of any person entitled to indemnification under this Article, the benefits provided for herein shall extend to such person's heirs and legal representatives.

#### Section 5.5 Not Exclusive

The foregoing right to indemnification as set forth herein shall not be exclusive of any other rights to which any Director, officer or committee member of the corporation may otherwise be entitled to under the laws of the state of Wisconsin, in effect from time to time.

#### Section 5.6 Contract

This Article is intended to constitute a contract with each person who, subsequent to its adoption, is serving or shall subsequently serve as a Director, officer or committee member.

#### Section 5.7 Advance Payment of Expenses as Incurred

Upon written request by the person seeking indemnification under Section 5.3 hereof, a majority of the Directors may authorize the corporation to pay or reimburse such person's reasonable expenses as incurred if the person requesting such indemnification provides the corporation with all of the following: (a) a written affirmation of such person's good faith belief that such person's has not breached or failed to perform such person's duties to the corporation and (b) a written undertaking, executed by such person, to repay the allowance and reasonable interest on the allowance to the extent it is ultimately determined under applicable law that the indemnification is not required or permitted as a matter of law.

### ARTICLE VI FISCAL YEAR AND FINANCIAL MATTERS

#### Section 6.1 Fiscal Year

The fiscal year of the corporation shall be July 1<sup>st</sup> through June 30<sup>th</sup>.

#### Section 6.2 Reimbursement for Expenses

Certain debt and monies may be owed by the corporation to certain officers and Directors in connection with the start up and incorporation of the corporation. The Board of Directors may act to reimburse such expenditures. The Board of Directors may further act to reimburse the Directors and Lighthouse Academies, Inc. for expenses incurred in connection with the governance of this corporation, including reasonable expenses associated with travel.

**ARTICLE VII  
AMENDMENTS**

These Bylaws or the Articles of Incorporation of the corporation may be altered, amended, or repealed, and new Bylaws or Articles of Incorporation may be adopted by the Board of Directors at any meeting of the Board of Directors.



**Appendix N-8: Lighthouse Academies of Wisconsin Articles of Incorporation**

STATE OF WISCONSIN  
DEPARTMENT OF FINANCIAL INSTITUTIONS

2010 FEB 12 AM 10:39 ARTICLES OF INCORPORATION – NONSTOCK CORPORATION

Executed by the undersigned for the purpose of forming a Wisconsin nonstock corporation (the "Corporation") under Ch. 181 of the Wisconsin Statutes, repealed and recreated by 1997 Wisconsin Act 79:

Article 1. Name of the Corporation: Lighthouse Academies of Wisconsin, Inc.

Article 2. The Corporation is organized under Ch. 181 of the Wisconsin Statutes.

Article 3. Name of the initial registered agent: Business Filings Incorporated

Article 4. Street address of the initial registered office: 8040 Excelsior Drive, Suite 200, Madison, Wisconsin 53717

Article 5. Mailing address of the initial principal office: 1661 Worcester Road, Suite 207, Framingham, Massachusetts 01701

Article 6. The Corporation will have members.

Article 7. Purposes: The purpose or purposes for which the Corporation is organized: The Corporation is organized and shall at all times be operated exclusively for the following charitable, educational and scientific purposes:

(a) To enter into charters for the establishment of one or more charter schools (as defined in Wis. Stat. §118.40) within the State of Wisconsin;

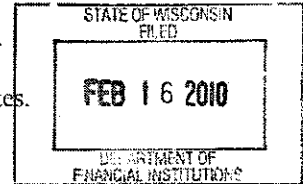
(b) To form, manage, operate, oversee, support and otherwise encourage the continuation of public charter schools within the State of Wisconsin;

(c) To solicit and accept contributions and grants from the general public, governmental units and various charitable funding sources, exclusively for the charitable, educational and scientific purposes set forth in or permitted by this Article 7;

(d) To receive, invest, administer, distribute and expend funds, gifts, donations, bequests, contributions and other receipts of money or property of every kind or nature in furtherance of the Corporation's charitable, educational and scientific objectives and purposes;

(e) To do any and all things necessary or incidental to the accomplishment of these purposes; and

(f) To transact any and all lawful business for which corporations may be incorporated under the Act, provided such business is not inconsistent with the Corporation's status as an organization under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.



WI - DEL CORP  
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INTERNAL REVENUE SERVICE  
P. O. BOX 2508  
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Attachment 4

JUL 30 2010

Date:

LIGHTHOUSE ACADEMIES OF WISCONSIN  
INC  
C/O C RUSSELL COX  
8440 WOODFIELD CROSSING BLVD STE 17  
INDIANAPOLIS, IN 46240

Employer Identification Number:  
27-2095007

DLN:  
17053194371010

Contact Person:  
RENEE RAILLEY NORTON ID# 31172

Contact Telephone Number:  
(877) 829-5500

Accounting Period Ending:  
June 30

Public Charity Status:  
June 30

Form 990 Required:  
Yes

Effective Date of Exemption:  
February 16, 2010

Contribution Deductibility:  
Yes

Addendum Applies:  
Yes

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

Please see enclosed Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.

LIGHTHOUSE ACADEMIES OF WISCONSIN

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

A handwritten signature in black ink, appearing to read "Robert Choi". The signature is stylized with a large, looped initial "R" and a cursive "C".

Robert Choi  
Director, Exempt Organizations  
Rulings and Agreements

Enclosure: Publication 4221-PC

LIGHTHOUSE ACADEMIES OF WISCONSIN

INFORMATION FOR CHARTER SCHOOLS

You are not subject to the specific publishing requirements of Revenue Procedure 75-50, 1975-2 C.B., page 587, as long as you are operating under a contract with the local government. If your method of operation changes to the extent that your charter is terminated, cancelled, or not renewed, you should notify us. You will also be required to comply with Revenue Procedure 75-50.