

CORPORATE BYLAWS OF
Reynonda Lynn Laster-Branch Global Nurse Leaders Academy

(hereinafter referred to as Corporation)

ARTICLE I

Objectives and Purposes

Section1. **OBJECTIVES AND PURPOSES.** To operate a charter school pursuant to the provisions of Wisconsin Statutes 118.001, et seq.

Section2. **NONPROFIT STATUS.**

1. The Corporation is organized for religious, charitable, scientific and educational purposes as a nonprofit corporation. Its activities shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings will inure to the benefit of any member, director, officer or individual, other than payments consistent with said purposes.
2. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements), in any political campaign on behalf of or in opposition to any candidate for public office except as authorized under the Internal Revenue Code of 1986, or any later or other sections of the Internal Revenue Code which amend or supersede said sections (the "Code")
3. The Corporation shall also have such other powers as are now or may hereafter be granted by the Wisconsin Non-Stock Corporation Act and recreated by 1997 Wisconsin Act 79.

Section3. **DISSOLUTION.** Upon dissolution or final liquidation of the Corporation, The Corporation will distribute any remaining funds it received from any respective governmental agency or entity not more than forty-five (45) days after the dissolution or liquidation as required by Wisconsin Statute 180.1402. The remaining assets of the Corporation shall be distributed to any pari materia successor thereto ; as long as said organization, or any successor organization, uses the assets for educational purposes only and is an organization described in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, and regulations relating thereto.

ARTICLE II

Offices

Section1. **PRINCIPAL OFFICES.** The principal office of the Corporation shall be 9668 West Appleton Avenue, Milwaukee, WI 53225

Section2. **REGISTERED AGENT.** The initial registered agent shall be Edna Hudson, RN, MSN Ed. The Corporation shall, at all times, appoint a resident of Wisconsin to be resident agent of the Corporation and to serve at the registered office of the Corporation.

ARTICLE III

Membership

Section1. **MEMBERSHIP.** The membership of the Corporation shall consist solely of Reynonda Lynn Laster-Branch Global Nurse Leaders Academy (hereinafter CHARTER SCHOOL) Wisconsin nonprofit corporation acting by and through its Board of Directors (hereinafter referred to synonymously and interchangeably as Corporation, Board, Board of Directors and/or Members)

ARTICLE IV

Board of Directors

Section1. **GENERAL POWER AND DUTIES.** The control and management of the affairs of the Corporation shall be vested in its Governing School Board (hereinafter Director Board Member)

Section2. **NUMBER AND TENURE.** At no time may the Board of Directors exceed (9) nor be less than (3). Each Director shall be initially appointed to a Place position by the incorporators of the Corporation and hold office for a period of one academic school year (August 1 to May 31) until he/she has been elected and qualified at a meeting called specifically for that purpose. The term of the office of Director shall be configured as to ensure and establish an organizational governance structure for the school that is continuous and self-perpetuating. The Board of Directors in accordance with the Wisconsin Open Records Law 19.31 et seq will have the right to organize and configure the Corporation as it deems appropriate.

Section3. **QUALIFICATIONS.** At least one (1) member of the Board shall be the parent of a student enrolled at the charter school; at least two (2) members of the Board shall be recognized area educators and at least one

Director Board Member shall:

1. Demonstrate a broad understanding of any commitment to the charter school movement;
2. Demonstrate a willingness to serve within the established corporate structure of the charter school and the ability to understand and be responsible for the essential functions of governance;
3. Certify to the Corporation that no conflict of interests exists which would impair the board member's ability to serve on the Board;
4. Be aware of the time commitment associated with board membership and be willing to fulfill those commitments with openness;
5. Recognize and maintain the confidential character of information discussed at meetings, as set out by the Wisconsin Open Records Law 119.31 et seq.

Section4. **REMOVAL OF DIRECTORS.** Any Director, excluding the Founders and Chair, may be removed by the Board of Directors by a vote of two-thirds (2/3) of the Directors, at a regular meeting of the Board called expressly for that purpose, whenever in its judgment the best interests of the Corporation will be served thereby.

Section5. **RESIGNATIONS.** Any Director may resign at any time by giving a 60-day written notice to the Board of Directors. Unless otherwise specified in the notice of resignation, the acceptance of such resignation shall not be necessary to make it effective.

Section6. **VACANCIES.** Any vacancy occurring in the Board of Directors by reason of an increased number of Directors, or by death, removal or resignation of any director shall be filled by the Board of Directors at any annual meeting of the Board of Directors or at a special meeting of the Board of Directors called for that purpose. Each Director so appointed to fill a vacancy shall hold office until a successor shall have been appointed and shall have qualified or until death, resignation or removal.

Section 7. REGULAR MEETINGS. A regular annual meeting of the Board of Directors will be held on a date designated by the Board of Directors between for the transaction of such business as may properly come before the meeting, including, but not limited to, the election of Directors. Failure to hold the annual meeting at the designated time will not work any forfeiture or dissolution of the Corporation. The Board of Directors may provide by resolution the time and place, either within or without the state of Wisconsin, for the holding of additional regular meetings of the Board of Directors, without other notice than such resolution.

Section 8. SPECIAL MEETINGS. Special meetings of the Board of Directors may be held at any time on the call of the Founders, President, CEO, Chair or a minimum of three (3) Directors. Special meetings of the Board of Directors may be held at such place, either within or without the state and shall be specified or fixed in the call for such meeting or notice thereof.

Section 9. NOTICE OF MEETINGS. Notice of such meetings shall be delivered by a qualified courier service, transmitted by fax, scan, mail, email or provided by such other written communication reasonably designed to provide prompt notice. Such communication shall be made by or at the discretion of the Secretary and shall be sent to the President, the member and to each director, addressed to their residence or usual place of business, at least three (3) days before the day on which such meeting is to be held.

Notice may be waived in writing by the president, the member, acting through its president, or any director, either before or after the meeting. Any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given, if a representative of the member, and president and all directors shall be present thereat. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 10. QUORUM. A majority of the total number of directors serving shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 11. 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, except as otherwise provided by these bylaws, the Articles of Incorporation or as otherwise provided by law.

Section 12. ATTENDANCE BY TELEPHONE. Any or all of the Board of Directors members may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in this manner constitutes presence in person at the meeting.

Section 13. ACTION BY WRITTEN CONSENT. Any action which is required to be taken, or which may be taken, at a meeting of directors may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all of the directors then in office. Such consent shall have the same force and effect as a unanimous vote of all of the directors. Such writings shall be filed with the minutes of the proceedings of the Board of Directors or of any committee taking such action. Action taken pursuant to this section is effective when the last director signs the consent unless the consent contains a prior or subsequent effective date.

Section14. **CONFLICT OF INTEREST.** Each individual serving on the Board of Directors will be required to prepare and submit a Conflict of Interest Disclosure Statement on an annual basis as required by Wisconsin Law.

ARTICLE V

Officers

Section1. **OFFICERS.** The officers of this corporation shall consist of a President (Chair), Vice President(Vice-Chair), Secretary and Treasurer, which shall be elected by the Board of Directors. The officers elected by the Board of Directors at its annual meeting shall hold office until the next annual meeting of the Board of Directors or until their respective successors are elected and qualified.

Section2. **PRESIDENT.** The president will be the chief executive office of the Corporation and will preside at all meetings of the Board of Directors. Under the Board's direction, the President will have general supervision over the affairs of the Corporation and over the officers. The President will sign contracts on behalf of the corporation and shall perform all such other duties as are incident to this office.

Section3. **THE VICE PRESIDENT.** The Vice President shall assist the President in the discharge of the duties of the President as the President may direct, and shall perform such other duties as from time to time may be assigned by the President of the Board of Directors. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all of the restrictions upon the President.

Section4. **THE SECRETARY.** The Secretary shall keep full and complete minutes of all of the meetings of the Board of Directors and shall attend the meetings of the Board of Directors and shall act as clerk thereof and record all of the acts and votes and the minutes of proceeding in a book to be kept for that purpose; and shall provide the Members with copies of the minutes of all meetings of the Board of Directors and copies of all actions taken by written consent of the Board of Directors. The secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, unless notice thereof be waived, and shall perform such other duties as may be from time to time assigned. The secretary shall have custody of and properly keep all of the record books of the Corporation.

Section5. **THE TREASURER.** The Treasurer shall render to the President, Vice President, the Board of Directors, whenever they may require it, an accounting of the financial condition of the Corporation.

Section6. **ADDITIONAL OFFICERS.** The Board of Directors may elect or authorize the appointment of additional officers as the business of the Corporation may require, including, without limitation, Vice Presidents, Assistant Secretary, and Assistant Treasurers, each of whom shall hold office for such period, have such authority and perform such duties as may be provided in these Bylaws or as the Board from time to time may direct.

Section7. **RESIGNATION.** Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section8. **REMOVAL.** Any of the officers designated in Section 1 of Article V with the exception of the President (Chair) may be removed by the Board of Directors by a vote of a majority of the total number of Directors, whenever in its judgment the best interests of the Corporation will be served thereby.

ARTICLE VI

Committees

Section1. **STANDING AND SPECIAL COMMITTEES.** The President shall, with the approval of the Board of Directors, appoint such standing or special committees of such size as the President or Board of Directors may deem necessary to properly carry on the activities and affect the purposes of the Corporation. Such committees shall perform as the President or the Board of the Directors may direct.

ARTICLE VII

Corporate Governance

Section1. **Order of Business.** Meetings of the Board of Directors shall be conducted in accordance with Roberts' Rules of Order, except insofar as the Articles of Incorporation, Bylaws or any rule adopted by the Board of Directors may otherwise provide. The order of business at meetings of the Board of Directors, insofar as practicable, will be:

Item 1. Proof of due notice of meeting.

Item 2. Call of roll.

Item 3. Reading and approval of prior minutes and disposal of any
unapproved minutes.

Item 4. Reports of officers and committees.

Item 5. Unfinished business.

Item 6. New Business.

Item 7. Election of directors

Item 8. Adjournment

In general, the regulation and management of the affairs of the corporation, its Board of Directors and its officers will be governed by the Wisconsin Statutes Ch. 181, as amended, and the Articles of Incorporation of the Corporation, as amended.

ARTICLE VIII

Indemnification

Section 1. (a) The Corporation shall indemnify any Director, officer, committee member, employee or agent, as well as the member (included herein as "person") who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including the imposition of a tax under Section 4958(a)(2) of the Code, but excluding an action by or in the right of the Corporation) by reason of the fact that the person is or was a Director, Officer, Committee Member, employee, agent or member of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, committee member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including reasonable attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, provided the Corporation shall not be obliged to provide indemnification which would constitute excess benefit within the meaning of Section 4958 of the Code. The indemnification shall apply only if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. Termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal actions or proceeding, that the person has no reasonable cause to believe his or her conduct was unlawful.

2. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or completed action

or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a Director, Officer, committee member, employee, agent or member of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, committee member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including reasonable attorneys' fees). Judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which the person shall have been adjusted to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to be indemnified for such expense as the court shall deem proper.

Section 2. To the extent that a person who may be indemnified has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section 1 of this Article, or in the defense of any claim, issue or matter therein, the person shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with such action.

Section 3. Any other indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, Officer, committee member, employee, agent or member is proper in the circumstances because the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation. Such determination shall be made (1) by the Directors of the Corporation by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion or (3) by a Member of the Corporation.

Section 4. Expenses incurred by a Director, officer, committee member, employee, agent or Member in defending such an action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case upon receipt of any undertaking by or on behalf of such Director, officer, committee member, employee, agent or Member to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Corporation.

Section 5. Indemnification under this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of the Member or other provision, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall unless otherwise provided when authorized,

continue as to a person who has ceased to be a Director, officer, committee member, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section6. The Corporation may purchase and maintain insurance on behalf of any person or entity referred to in the preceding Sections of this Article against any liability asserted against and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this Article.

ARTICLE IX

Miscellaneous Provisions

Section1. **DEPOSITORIES.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors or its duly authorized agent may designate.

Section2. **CHECKS, DRAFTS, ETC.** All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. **DEEDS, MORTGAGES, BONDS, CONTRACTS AND OTHER INSTRUMENTS.** All deeds, mortgages, bonds and other contracts or instruments of the Corporation shall be signed by the President and by the Secretary, or by such other individuals as the Board of Directors may designate.

Section4.**BONDS.** The Board of Directors may require an officer, agent, or employee to furnish bond for the faithful discharge of his/her duty and for the protection of the Corporation, in such sum and with such surety or sureties as the Board of Directors may deem advisable.

Section 5.**FISCAL YEAR.** The fiscal year of the Corporation shall begin on the first day of August and end on the last day of June of each year.

Section 7.**WAIVER OF NOTICE.** Whenever any notice whatever is required to be given by law, the Articles of Incorporation or these Bylaws, a waiver thereof, in writing signed by the person or persons entitled to such notice, whether before, at or after the time stated therein, shall be deemed the equivalent to the giving of such notice.

Section 8.**GIFTS** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

Section 9.**AMENDMENTS TO BYLAWS AND/OR ARTICLES OF INCORPORATION.** The Bylaws and/or the Articles of Incorporation may be amended by an affirmative vote of two-thirds (2/3) of the Board of Directors.

Reynonda Lynn-Laster Branch Global Nurse Leaders Academy

By: _____

ATTEST:
