

BYLAWS
of
MONTELLO VIRTUAL SCHOOL GOVERNANCE COUNCIL, INC.

ARTICLE I
PURPOSE

Montello Virtual School Governance Council, Inc. (the “Corporation”) is created and shall be operated exclusively to hold the charter for Montello Virtual School, an instrumentality of the Montello School District in Montello, Wisconsin, and to provide financial support to the charter school. The Montello Virtual School's vision is to provide a relevant, technology-based education in order to prepare students for college, careers and the global community. At all times, the Corporation shall operate consistent with the requirements of 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”).

ARTICLE II
BOARD OF DIRECTORS

2.1. General Powers. The management, control and operation of the affairs and properties of the Corporation are vested in the board of directors of the Corporation (the "Board" or the “Council”). The Board may adopt such rules and regulations for the conduct of business as deemed advisable and may in the execution of the powers granted, delegate certain authority and responsibility to agents of the Corporation.

2.2. Specific Duties. The specific duties of the Council include, but are not limited to, the following:

- coordinate the preparation of yearly plans;
- assist with the development of school improvement and renovation;
- contribute to the preparation of the Charter School policies;
- assist in developing an annual school report;
- coordinate efforts among the school, school organizations, the community, area businesses and the local school board to best meet the educational needs of the students; and
- review school calendar and budget.

2.3. Composition of the Council.

- (a) The Council shall consist of at least five (5) but not more than eleven (11) persons (the “Directors”). The exact number of Directors shall be determined from time to time by resolution of the Council. When vacancies among the Directors occur by reason of death, resignation, failure of qualification, removal, or otherwise, the number of Directors shall be reduced by such vacancies until qualified replacements are named by the Council.

- (b) The Directors shall consist of persons who support the purpose of the Corporation. The Directors shall consist of parents and guardians of Montello Virtual School students, community members and educators from the Montello School District. When feasible, at least 50% of the Directors shall be parents, guardians or community members who are not employees or officers of the Montello School District. Other qualifications for Directors and criteria for the selection process may be established from time to time by the Council.
- (c) The principal of Montello Virtual School, the School Board liaison and the District Administrator may attend Council meetings as ex-officio, nonvoting participants.

2.4. Election of Directors. The Directors shall be elected by the Council at its Annual Meeting. Each year, the Council shall elect or re-elect Directors necessary to maintain the composition of the Board pursuant to Section 2.3.

2.5. Term. Each Director shall serve a term of one (1) years or until such Director's successor is appointed and qualified. Unless otherwise determined by the Council, Directors may be re-elected for successive terms.

2.6. Resignation and Removal. A resignation by a Director must be in writing and is effective when received by the President or Secretary. Any Director may be removed from the Council for any reason by a vote of a majority of all Directors. The Director who is subject to the vote shall be recused and shall not be counted for the purpose of calculating the two-thirds threshold. Replacements shall be nominated and elected consistent with Section 2.3.

2.7. Annual Meeting. The annual meeting of Council shall be held in May on such day and at such place and time as determined by the President (the "Annual Meeting"). The purpose of the Annual Meeting is to elect Directors and officers, and for the transaction of such other business as may come before the meeting.

2.8. Regular and Special Meetings. Regular meetings of the Council shall be held at such times as the Council may designate, at such other place as the Council may designate, at least three (3) times each school year. Special meetings of the Council may be called by the President or by two (2) or more Directors at such time and place as the President or Directors calling the meeting may specify and in accordance with the notice requirements of Section 2.14. All meetings shall be open to the public and comply with open meetings laws.

2.9. Quorum. To establish a quorum of the Council, a simple majority of all the Directors must be present, provided that for those actions of the Council requiring more than a majority vote as provided in the Bylaws, the number of Directors required to take that action must be present at the meeting in order to have a quorum.

2.10. Manner of Acting. Except where otherwise provided by law or in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the duly authorized act of the Council.

2.11. Compensation. Directors will not be paid compensation for their services as Directors, provided that nothing in these Bylaws will be construed to prohibit payment of compensation to an individual who serves as a Director for services rendered to the Corporation in another capacity or reimbursement of expenses related to undertaking the Corporation's business.

2.12. Meetings by Electronic Means of Communication. The Council or any committee of the Council may conduct any regular or special meeting by use of any electronic means of communication provided: (1) all participating Directors may simultaneously hear or read each other's communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able immediately to send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

2.13. Notice. Notice of meetings may be given by email. Notice need not be given of regular meetings of the Council, except a regular meeting at which the amendment or repeal of the Bylaws or the adoption of new Bylaws or the removal of a Director is to be considered requires seven (7) days' advance written notice. Special meetings must be preceded by at least forty-eight (48) hours' notice to each Director.

2.14. Director Conflict of Interest. The Council shall comply with the Conflict of Interest Policy that is attached as Exhibit A, as amended from time to time.

ARTICLE III OFFICERS

3.1. Officers. The officers of the Corporation are a President, a Secretary and a Treasurer (the "Officers"). Officers shall be selected from among the Directors. An individual may fill more than one position, except that the President may not be the same person as the Treasurer.

3.2. Election. The officers shall be elected every year by the Council at the Annual Meeting and in accordance with these Bylaws.

3.3. Term of Office and Removal. Officers shall be elected for one-year terms. Officers shall serve until their successors are elected. Officers may be re-elected. Officers may be removed with or without cause upon the approval of a majority of all Directors. The Officer who is subject to the vote shall be recused and shall not be counted for the purpose of calculating the majority threshold.

3.4. President. The President shall preside at all meetings of the Council and perform such other duties that are ordinarily the function of the office or which are assigned by the Council from time to time. The President may sign and execute any instrument or document on behalf of the corporation, consistent with Council policies.

3.5. Secretary. The Secretary shall sign documents of the Corporation from time to time as required; prepare a Council meeting agendas; see that minutes of the meetings of the Council are taken and distributed to the Directors following the meeting; see that notices are duly given in accordance with the provisions of these Bylaws or as required by law; and be custodian of the corporate records. The Secretary shall perform such other duties as may be assigned to the Secretary by the Council or the President.

3.6. Treasurer. The Treasurer shall see that an adequate and accurate accounting system is maintained and that financial reports are presented to the Council. The Treasurer shall work with the Charter School's Administrator to ensure proper financial reports are available to the Council in a timely basis and will assist the Administrator in preparing the annual budget and presenting the annual budget to the Council for approval. The Treasurer shall advise the Council on the handling of the Corporation's monies and investments and perform such additional duties as may be assigned to the Treasurer by the Council or the President.

ARTICLE IV COMMITTEES OF THE BOARD OF DIRECTORS

The Council may have an Executive Committee and such other standing committees as determined by the Council. If the Executive Committee is formed, it shall consist of at least three (3) Directors and be comprised of only Directors. The Executive Committee shall have and may exercise, when the Council is not in session and without specific designation, all of the powers of the Council in the management of the affairs of the Corporation, except action with respect to election of officers or the filling of vacancies on the Council or on committees.

Any other committee that does not consist entirely of Directors shall be chaired by a Director and include as many non-Director volunteers as the Council desires. Any other committee that does not consist entirely of Directors shall have only the authority delegated to it by the Council.

ARTICLE V OPERATIONS

5.1. Contracts. The President may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. The Council may authorize any other officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

5.2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the President and such officer(s) or agent(s) of the Corporation as set forth in Council policies. The other officers of the Corporation shall have authority under this section² as is from time to time to be determined by the Council and set forth in Council policies.

5.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Council designates.

5.4. Books and Accounts. The Corporation shall keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Council and its committees. In addition, the Corporation shall cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

5.5. Nondiscrimination Policy. The Corporation does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

ARTICLE VI INDEMNIFICATION, LIMITED LIABILITY AND INSURANCE

6.1. Indemnification. The Corporation shall, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify each Director and officer of the Corporation against reasonable expenses and against liability incurred by a Director or officer in a proceeding in which he or she was a party because he or she was a Director or officer of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which the Director or officer may otherwise be entitled. The Corporation shall indemnify any employee who is not a Director or officer of the Corporation, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Corporation. The Corporation may, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify, reimburse, or advance expenses of Directors, officers, or employees.

6.2. Limited Liability of Directors, Officers. Except as provided in Subsections (2) and (3) of Wisconsin Statutes Section 181.0855, a Director or officer is not liable to the Corporation, its members or creditors, or any person asserting rights on behalf of the Corporation, its members or creditors, or any other person, for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a Director or officer, unless the person asserting liability proves that the breach or failure to perform constitutes any of the following:

- (a) 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;
- (b) A violation of criminal law, unless the Director or officer had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful;
- (c) A transaction from which the Director or officer derived an improper personal profit or benefit; or
- (d) Willful misconduct.

6.3. Limited Liability of Volunteers. Except as provided in Section 181.0670(3), Wis. Stats., a volunteer (as defined in Section 181.0670, Wis. Stats.) is not liable to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a volunteer, unless the person asserting liability proves that the act or omission constitutes any of the following:

(a) A violation of criminal law, unless the volunteer had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;

(b) Willful misconduct;

(c) If the volunteer is a director or officer of the corporation, an act or omission within the scope of the volunteer's duties as a director or officer;

(d) An act or omission for which the volunteer received compensation or any thing of substantial value instead of compensation; or

(e) Negligence in the practice of a profession, trade or occupation that requires a credential, as defined Wisconsin Statutes Section 440.01 or other license, registration, certification, permit or approval, if the volunteer did not have the required credential, license, registration, certificate, permit or approval at the time of the negligent act or omission.

6.4. Purchase of Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, to the extent that such director or officer is insurable and such insurance coverage can be secured by the Corporation at rates and in amounts and subject to such terms and conditions as shall be determined in good faith to be reasonable and appropriate by the Board of Directors of the Corporation, and whose determination shall be conclusive, against liability asserted against or incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article VI.

ARTICLE VII FISCAL YEAR AND TERM YEAR

The fiscal year of the Corporation shall coincide with the fiscal year of the Montello School District. The terms of the officers and Directors shall be the same as the fiscal year, unless otherwise determined by the Council.

ARTICLE VIII AMENDMENTS TO THE BYLAWS

These Bylaws may be amended or repealed and new Bylaws may be adopted only with the approval of a majority of all Directors and with at least seven (7) days' notice.

**ARTICLE IX
DISSOLUTION**

The Corporation shall be dissolved or subject to merger or any other form of corporate restructuring upon the approval of a majority of all Directors. Upon dissolution, the assets shall be distributed in accordance with the Corporation's Articles of Incorporation.

Adopted this 5th day of November, 2019.

Erin Logan

Printed name: Erin Logan

Title: Secretary, Treasurer