

**AMENDED AND RESTATED BYLAWS
OF
THE MILWAUKEE TEACHER EDUCATION CENTER, INC.**
(Adopted October ____, 2020)

ARTICLE I
Name and Offices

Section 1. Name. The name of the Corporation shall be The Milwaukee Teacher Education Center, Inc.

Section 2. Principal Office. The Corporation may have such offices, either within or without the State of Wisconsin, as may be designated from time to time by resolution of its Board of Directors, one of which may be designated as the principal office.

Section 3. Registered Office and Registered Agent. The Corporation shall maintain a registered office and registered agent in the State of Wisconsin. The registered office may, but need not, be identical with the principal office of the Corporation. The identity and address of the registered agent may be changed from time to time by notifying the Wisconsin Department of Financial Institutions pursuant to the provisions of the Wisconsin Nonstock Corporation Law (the "WNCL").

ARTICLE II
Purpose

Section 1. Purposes and Objectives of Corporation. The purposes of The Milwaukee Teacher Education Center, Inc. shall be as follows:

(a) To prepare and retain new teachers from diverse backgrounds to be successful teachers in Wisconsin school districts, charter schools, private, religious and choice schools.

(b) To ensure that teachers gain the knowledge, skills, and dispositions needed to support the academic success of Wisconsin students; and

(c) To provide an effective system of support for teachers' ongoing professional growth and development.

(d) To oversee the operations of the charter school Milwaukee Environmental Sciences Academy whose mission is to (add in new mission statement here)

These bylaws (the "Bylaws") specify various matters affecting the operations and governance of the Corporation.

ARTICLE III
Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its board of directors (the "Board of Directors"),

Section 2. Number.

(a) The number of directors (each, a "Director") shall be as determined by the Board of Directors from time to time, but in no event shall the number of Directors be less than five (5) No amendment of this section shall reduce the number of Directors to less than the number required by the WNCL, which at the time of adoption of these Bylaws is three(3).

(b) Ex Officio Director. The Executive Director shall be an *ex officio* Director without voting rights. The *ex officio* Director shall not be included in the total number of Directors authorized in subsection (a) above and shall not be counted for purposes of determining whether a quorum is present.

Section 3. Election and Term.

(a) Method of Election. Directors, other than the *ex officio* Director, shall be elected at the Annual Meeting by the other Directors then in office.

(b) Term of Office. The Directors, other than the *ex officio* Director, shall serve for a three year term, renewable once. Terms are not automatically renewable, but are based on satisfactory performance as determined by the Executive or Governance Committee. Performance is measured against the Roles and Responsibilities agreed upon by each Director.

(c) Emeritus Directors. Long-serving, founding or otherwise distinguished directors may be nominated and named by a majority of the Directors as an Emeritus Member. Emeritus Directors have no vote but may attend meetings, receive materials and participate on committees as long as they remain in good standing. Emeritus members do not participate in closed sessions.

Section 4. Resignation. A Director may resign at any time by filing a written resignation with the President or the Secretary of the Corporation. A Director who resigns is encouraged to suggest a replacement but that replacement must be approved through normal board processes.

Section 5. Removal. A Director may be removed from office with cause by the vote of at least three-fourths (3/4) of the Directors then in office at any meeting called for that purpose. Examples of cause include but are not limited to violation of legal and ethical duties. Written notice of the proposed removal of any Director must be delivered to all Directors at least seven (7) days prior to the date upon which such removal will be subject to a vote.

Section 6. Vacancies. In the event a vacancy occurs in the Board of Directors from any cause, including from an increase in the number of Directors, an interim Director shall be filled by the other Directors then in office. An interim Director shall serve until a successor is elected upon expiration of the term of office for that Director.

Section 7. Annual Meeting. The Annual Meeting of the Board of Directors shall be held in April, May, or June of each year, at such time and place as the Board of Directors may determine, for the purposes of electing the Officers and transacting such other business as may come before the meeting. This meeting shall be held in compliance with Wisconsin's Open Meeting Laws for public entities set forth in Wis. Stat. § 19.81.

Section 8. Regular Meetings. The Board of Directors may provide by resolution for regular meetings of the Board of Directors (each, a "Regular Meeting"). The resolution approving the Regular Meetings must specify the time and place of each Regular Meeting. Upon the effectiveness of any such resolution, the Regular Meetings provided for therein shall be held at the time and place set forth in the resolution and the resolution shall constitute notice of the Regular Meeting. All regular meetings shall be held in compliance with Wisconsin's Open Meeting Laws for public entities set forth in Wis. Stat. § 19.81.

Section 9. Special Meetings. Special meetings of the Board of Directors (each, a "Special Meeting") may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the WNCL. A Special Meeting may be called by the President or any other Officer: provided, however, that the Secretary shall call a Special Meeting upon receipt of a written request for a Special Meeting signed by no less than a majority of the Directors then in office.

Section 10. Meetings By Telephone or Other Communication Technology. Any or all Directors may participate in any meeting of the Board of Directors, including a Committee thereof, or conduct the meeting via teleconference or by electronic means as provided in Sec. 181.0820, Wis. Stats.

Section 11. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time, and place of any Annual or Special Meeting shall be given either by: (a) oral, electronic mail, or written notice delivered personally to each Director at least three (3) days prior thereto; or (b) written notice given by other than personal delivery at least five (5) days prior thereto, provided, however, that notice of any Annual or Special Meeting may not be given more than ninety (90) days prior thereto. Notice shall be given in one of the methods described in Article IV hereof. The purpose of and the business to be transacted at any Special Meeting need not be specified in the notice or waiver of notice of such meeting, except as may otherwise be required by the WNCL, the Articles of Incorporation, or these Bylaws. Notwithstanding any of the foregoing, notice of any action to remove a Director, or to approve a matter that would require approval by members if the Corporation had members, must be given by written notice to each Director at least seven (7) days prior to the date upon which such action will be voted.

(b) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the WNCL, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 12. Quorum. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 13. 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, unless the act of a greater number is required by the WNCL, the Articles of Incorporation, or these Bylaws.

Section 14. Action by Written Consent of Directors.

(a) Written Consent. The Board of Directors may act without a meeting if a consent in writing setting forth the action taken is signed by at least two-thirds (2/3) of the Directors then in office. If fewer than all of the Directors sign the written consent action, then all of the Directors must receive notice of the action taken and the action will not become effective until the later of (i) the date specified in the written consent or (ii) the tenth day after the notice is given. If all of the Directors sign the written consent action, then the action will become effective when signed by all of the Directors unless a different effective date is specified in the written consent action.

(b) Use of Electronic Signature. A Director or committee member may take action by a written consent using an electronic signature if the electronic transmission approving the action includes the signatory's full name in a form intended by the signatory: (a) to serve as his or her signature; and (b) to authenticate the consent. Each electronic signature should be affixed to an e-mail message or other electronic communication that: (i) contains or attaches the written consent action; (ii) includes an affirmative statement (such as "Yes," "I agree," or "I consent"); and (iii) contains a clear reference to the written consent action in the subject line.

Section 15. Presumption of Assent. A Director who is present at a meeting of the Board of Directors shall be presumed to have assented to any action taken at the meeting unless (i) the Director's dissent is recorded in the minutes of the meeting; (ii) the Director files a written dissent with the person acting as the secretary of the meeting before the adjournment of the meeting; or (iii) the Director forwards a dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of such action.

Section 16. Compensation. Directors shall not receive compensation for serving as Directors. Directors may receive reasonable compensation for other personal services rendered that are necessary to carrying out the exempt purposes of the Corporation. In addition, Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

Section 17. Committees.

(a) Executive and Other Committees. The Board of Directors by resolution may create an executive committee (an "Executive Committee") or one or more other committees (each, a "Committee"), each consisting of two (2) or more Directors designated by the Board of Directors, having such powers and duties, not inconsistent with subsection (b) hereof or any existing delegation of powers to a Committee, as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote. The Board of Directors also may designate persons who are not Directors to serve as non-voting members of any such committee with the exception of the Executive Committee. Additionally, the Executive Committee shall have and may exercise, when the Board of Directors is not in session, all of the powers of the Board of Directors in the management of the business and affairs of the corporation.

(b) Nondelegable Powers: Alternative Members: Rules of Committees. No Committee shall be empowered to act in lieu of the entire Board of Directors in respect to election of Officers or the filling of vacancies on the Board or on Committees created pursuant to this Section 17. Directors who are not members of a given Committee shall be alternate members of such Committee and may take the place of any absent member or members at any meeting of such Committee, upon request of the President or the chairman of such meeting. Each Committee shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Board of Directors, and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

(c) Advisory Committees. The Board of Directors or President may create advisory committees (each, an "Advisory Committee"). Such Advisory Committees may consider matters assigned to them by the Board of Directors or President, make reports to the Board of Directors or President, and fulfill other advisory functions as may be designated by the Board of Directors or President. No Advisory Committee shall have any authority to act on behalf of the Board of Directors.

Section 18. Conflict of Interest.

(a) Each Director shall disclose to the Board of Directors any conflict of interest or possible conflict of interest whenever the conflict pertains to a matter being considered by the Board of Directors.

(b) The Board of Directors may, in its discretion, adopt a more comprehensive conflict of interest policy to supplement, amend, or supersede this Section 18.

Section 19. Solicitation and Receipt of Gifts. The Board of Directors shall follow a Policy of Gift Acceptance as adopted on (Date). Gifts to be considered to be accepted that do not fall under the Gift Acceptance Policy must be brought to the Board of Directors. Acceptance requires [majority or two thirds majority vote.][HE1]

ARTICLE IV
Methods of Giving Notice

Section 1. Notice. Notice of any Annual or Special Meeting, and any other notice required to be given under the WNCL, the articles of incorporation, or these bylaws, may be communicated in person, by facsimile, email or other form of wire or wireless communication, or by mail or private carrier, and, if these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television, or other form of public broadcast communication. Oral notice is effective when communicated. Written notice is effective at the earliest of the following:

- (a) When received.
- (b) Five (5) days after deposit in the U.S. mail, if mailed postpaid and correctly addressed.
- (c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

ARTICLE V
Officers

Section 1. Number. The principal officers (each, an "Officer") of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. The Board of Directors may elect such other Officers and Assistant Officers (each, an "Assistant Officer") and agents as may be deemed necessary. The same individual simultaneously may hold more than one office, except that the office of the President may not be held simultaneously with either of the offices of Vice President or Secretary. Only the Directors are eligible to serve as Officers and Assistant Officers.

Section 2. Election and Term of Office. The Officers and Assistant Officers shall be elected annually at the Annual Meeting. If the election of Officers and Assistant Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be held. Each Officer or Assistant Officer shall hold office from the close of the Annual Meeting for a term of one year, or until a qualified successor is elected upon expiration of the term of that Officer or Assistant Officer, or until that Officer's or Assistant Officer's death, or until that Officer or Assistant Officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any Officer or Assistant Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Duties. Officers, Assistant Officers, and agents elected or appointed by the Board of Directors shall have such powers and perform such duties as may from time to time be prescribed by resolution of the Board of Directors and, failing such resolution, shall have such powers and perform such duties as are normally incident to and incumbent upon their respective offices.

Section 6. Compensation. Officers and Assistant Officers will not receive financial compensation for serving as Officers and Assistant Officers. Reimbursements for reasonable expenses incurred in connection with corporate matters, are provided that such reimbursement is authorized by the Board of Directors.

ARTICLE VI Indemnification

Section 1. Mandatory Indemnification. The Corporation shall, to the fullest extent permitted or required by Sections 181.0871 to 181.0889, inclusive, of the WNCL, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Corporation. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, vote of the Members, the WNCL or otherwise. All capitalized terms used in this Article VI and not otherwise defined herein shall have the meaning set forth in Section 181.0871 of the WNCL.

Section 2. Permissive Supplementary Benefits. The Corporation may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under Section 1 of this Article VI by (a) the purchase of insurance on behalf of any one or more of such Directors, Officers, employees, or agents, whether or not the Corporation would be obligated to indemnify or advance Expenses to such Director, Officer, employee, or agent under Section 1 of this Article VI, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

Section 3. Chapter 42 Excise Tax. Notwithstanding the foregoing, the Corporation shall not make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE VII
Fiscal Year

The fiscal year of the Corporation shall end on the last day of June in each year.

ARTICLE VIII
Seal

The Corporation shall not have a corporate seal.

ARTICLE IX
Corporate Acts, Loans, and Deposits

Section 1. Corporate Acts. The President and Treasurer shall each have authority to sign, execute, and acknowledge on behalf of the Corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board of Directors. Except as otherwise provided by the WNCL or directed by the Board of Directors, the President and Treasurer may authorize in writing any Officer or agent of the Corporation to sign, execute, and acknowledge such documents and instruments in his or her place and stead. The Secretary is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of Directors of the Corporation. Notwithstanding any of the foregoing, neither the President nor the Treasurer shall be authorized to sign, execute, or acknowledge any document or instrument in favor of himself or herself.

Section 2. Loans. No moneys shall be borrowed on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, investment firms, or other depositories as the Board of Directors may select.

ARTICLE X
Amendments

Section 1. By the Directors. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-third (2/3) majority of the Directors then in office, provided notice of the substance of the proposed amendment(s) is sent to all board members in accordance with Article III, Section 11.

Section 2. Implied Amendments. Any action taken or authorized by the Board of Directors that would be inconsistent with the Bylaws then in effect but that is taken or authorized by affirmative vote of not less than the number of Directors required to amend the Bylaws so that

the Bylaws would be consistent with such action shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

ARTICLE XI
Discrimination Prohibition

In administering its affairs, the Corporation shall not in any manner discriminate against any person on the basis of race, creed, color, national or ethnic origin, gender, age, handicap/disability or sexual orientation.

ARTICLE XII
Definitions

Section 1. Electronic Signatures. Any action required in these Bylaws to be "signed" or to have a "signature" by or of a Director, Officer, Assistant Officer, or Committee member shall include an action signed with an electronic signature that is an electronic sound, symbol, or process, attached to or logically associated with a writing and executed or adopted by a person with intent to authenticate the writing.

Section 2. Deliver. Any action or notice required in these Bylaws to be "delivered" may be delivered by hand, mail, commercial delivery service, electronic transmission, or any other method of delivery used in conventional commercial practice.

Certified a true and correct copy of the Amended and Restated Bylaws adopted on the _____ day of _____, 2020, by the Board of Directors of The Milwaukee Teacher Education Center, Inc.

Board Secretary