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Name: Achieve Brown County, Inc.

FEIN: 47-4100686

BY-LAWS OF
ACHIEVE BROWN COUNTY, INC.

ARTICLE 1
Offices and Purpose

Section 1. Principal Office. The corporation shall maintain a principal office in the State of Wisconsin which shall be located in the City of Green Bay, Brown County, Wisconsin. The corporation may have such other offices, either within or without the State of Wisconsin, as may be designated from time to time by resolution of the Board of Directors.

Section 2. Address of Registered Agent. The corporation shall maintain a registered agent in the State of Wisconsin whose address may be, 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 resolution of the Board of Directors and filing of a statement with the Wisconsin Secretary of State pursuant to the provisions of the Wisconsin Statutes.

Section 3. Purpose. The corporation is organized and shall be operated exclusively for charitable, educational, scientific, religious and literary purposes. The corporation may carry out its purposes directly or by making distributions to other qualifying organizations. In carrying out the purposes of the corporation, no distinction shall be made among the recipients of any amounts to be disbursed on account of race, creed or political affiliation. The corporation is a unique group of community leaders representing the education, business, faith, nonprofit, philanthropic and civic sectors along with input from the community at large, who are all committed to creating a world class system to further enhance the success of children and youth from birth through becoming a contributing member of the greater community.

Further, the core principle upon which this effort is based is one of collaborative action by the many and diverse directors to deliver positive collective impact toward achieving the vision of a collaborative, thriving, inclusive Brown County, Wisconsin community. In order to achieve this vision in an effective manner, all directors must participate actively and selflessly when it comes to their personal preferences and those of the organization they may represent. A mutually supportive spirit is essential. The corporation will select priority strategies to support success within and outside the existing education systems based on the following criteria:

- a) local and national research;
- b) educator and expert judgment;
- c) community will; and
- d) political will.

Around each of the above priority strategies, the corporation will facilitate the alignment, leveraging, and identification of available and necessary resources to implement evidence based practices that have local data to demonstrate their impact on improving intended outcomes.

ARTICLE 2
Board of Directors

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number. The initial number of directors shall be thirty (30) and shall serve for the term provided in Section 4 of this Article. Subject to the provisions in the Articles of Incorporation that the number of directors shall never be less than three (3), the number of directors may be determined from time to time by the affirmative vote of a majority of the number of directors of this corporation then in office.

Section 3. Qualifications of Directors. The Directors will consist of members of partner organizations of the corporation or members of the community. Directors, to the extent practical, shall be broadly representative of the population of the area. Directors shall not hold political office with the exception of being an elected member of a local school district board. Directors will be required to be in senior leadership roles of their organizations and have the authority to speak on behalf of their organization's interests and intent. The directors will be comprised of a minimum number of representatives from the following groups, while a single member of the directors shall be able to represent more than one group:

- (a) Two (2) directors representing early childhood programs and/or services.
- (b) Four (4) directors representing K-12 Schools.
- (c) Two (2) directors representing Higher Education.
- (d) Three (3) directors representing the philanthropic community.
- (e) Three (3) directors representing non-profit organizations from Brown County.
- (f) Four (4) directors representing the Corporate/Business sector.
- (g) Two (2) directors representing Healthcare.
- (h) Four (4) directors representing the Community at Large of which a minimum of two (2) represent the racial diversity of Brown County.

- (i) Three (3) directors (one each) which represent the original sponsoring organizations (Brown County United Way, Greater Green Bay Chamber of Commerce, Greater Green Bay Community Foundation).

Section 4. Election Term.

(a) Method of Election. Directors are nominated by current members of the Board of Directors and approved by the majority of the Board of Directors entitled to vote in person or by Proxy at the annual meeting.

(b) Term of Office. Directors shall hold office for a three (3) year term. The initial terms may be adjusted as the Board of Directors determines necessary to allow terms to end on a staggered basis. No director, with the exception of K-12 and Higher Education representatives, shall serve more than 2 (two) consecutive three (3) year terms unless approved by a majority of the Board of Directors. Upon special approval of the directors, a director may serve an additional three (3) year term.

Section 5. Resignation. A director may resign at any time by filing a written resignation with the Secretary of the corporation.

Section 6. Removal. A director may be removed from office with or without cause by the affirmative vote of a majority of the other directors of this corporation then in office either at a regular meeting or at any special meeting of the directors called for that purpose. A director shall be considered "in good standing" if the director has not had more than three (3) unexcused absences during any fiscal year and has not resigned. The President shall send notice to any director with two (2) unexcused absences, of their current status within the corporation. Any director who is not in good standing shall temporarily lose all voting privileges within the corporation.

Section 7. Vacancies. In the event a vacancy occurs in the Board of Directors from any cause, including an increase in the number of directors, an interim director shall be elected by the affirmative vote of a majority of the number of directors of this corporation then in office until a successor is elected upon expiration of the term of office for that director.

Section 8. Annual Meeting. The annual meeting of the Board of Directors shall be held in the month of January in each year, at such time and place as the Board of Directors may determine, and for the purpose of transacting such business as may come before the meeting.

Section 9. Regular Meetings. The Board of Directors may provide by resolution for regular or stated meetings of the Board, to be held no less than quarterly at a fixed time and place, and upon the passage of any such resolution such meetings shall be held at the stated time and place without other notice than such resolution.

Section 10. Special Meetings. Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes, unless otherwise prescribed by statute, on call of the President or Secretary, and shall be called by the Secretary on the written request of any two (2) directors.

Section 11. Notice and Waiver of Notice.

(a) Notice. Notice of any special meeting shall be given by oral or written notice delivered personally to each director at least twenty-four (24) hours prior thereto, or by written notice mailed to each director at his/her business address at least forty-eight (48) hours prior thereto, unless a different time shall be provided by Chapter 181 of the Wisconsin Statutes. Such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any director, who cannot attend a meeting, may provide a representative who will act on behalf of the member after notifying the President before the meeting in question. If no such representative is identified at the meeting, the Board of Directors chairperson will represent the absent director in deliberations and votes. 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 objection to the transaction of any business because the meeting is not lawfully called or convened. The purpose of the business to be transacted at any special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

(b) Waiver of Notice. Whenever any notice is required to be given under the provisions of Chapter 181 of the Wisconsin Statutes or under the provisions of the Articles of Incorporation or Bylaws of the corporation, 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.

Section 12. Quorum. The Board of Directors may conduct business at any regular meeting when a quorum is present. A quorum represents 50% or more of the directors that are currently in good standing, who are present at the meeting. If a quorum is not present, the committee may have a working session but may not adopt positions or other motions.

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 Chapter 181 of the Wisconsin Statutes, or the Articles of Incorporation or Bylaws of the corporation.

Section 14. Informal Action by Directors. Any action required by the Articles of Incorporation or Bylaws of the corporation, or any provision of law to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

Section 15. Meetings by Electronic Means of Communication. The Board of Directors may conduct any regular or special meeting by the use of any electronic means of communication, provided (1) all participating directors or committee members may simultaneously hear each other's communication during the meeting, or (2) all communication during the meeting is immediately transmitted to each participating member, and each participating member is able to immediately communicate messages to all other participating member.

Section 16. Compensation. Directors shall not receive any compensation for services rendered in their capacity as a Director of the corporation.

ARTICLE 3

Officers

Section 1. Number. The principal officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer and a Past President, each of whom shall be elected by the Board of Directors, and each of whom shall be in good standing. The Board of Directors may elect such other officers and assistant officers and agents as may be deemed necessary. Any two or more offices may be held by the same person, except the offices of President and Secretary, or President and Vice President. Any officer must be on the Board of Directors for the corporation.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at its last meeting of the fiscal year by the affirmative vote of a majority of the Directors then in office. At the second to last meeting of the fiscal year, any director may nominate another director, or themselves, for election of an officer. No nominations shall take place at the last meeting of the fiscal year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office from the close of the annual meeting for a term of two (2) years, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner hereinafter provided. An officer may be re-elected to the same or different officer position in subsequent years during their term on the Board of Directors.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors by a two-thirds (2/3) vote of 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. The removal of an officer may only occur at a meeting which two-thirds (2/3) of all directors are in attendance. 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, along the same procedures as described in Section 2 to this Article, above. The procedure to

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fill the vacant officer's position shall commence at the first meeting thereafter when the vacancy occurs.

Section 5. Duties. 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. Additional Officers. Any additional officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board of Directors.

Section 7. Compensation. Officers shall not receive any compensation for services rendered in their capacity as an Officer of the corporation.

ARTICLE 4 **Executive Team Committee**

Section 1. Executive Team Committee. The Executive Team Committee shall operate many of the daily priorities as assigned by the Board of Directors to conduct its business, which shall include but is not limited to, setting agendas, making recommendations for staffing, resources or other items, implementing programs and initiatives of the corporation, overseeing the annual budget performance of the corporation, and conducting necessary business of any meetings of the corporation.

Section 2. Officers. The Officers of the Board of Directors will serve in the same roles on the Executive Team Committee.

Section 3. Executive Team Committee Members. The Executive Team Committee shall consist of no more than nine (9) members of the Board of Directors. Members will include the President and Vice President of the Board of Directors, at least one (1) representative of the education sector, one (1) racially diverse representative, and the remaining members selected from the Board of Directors.

Section 4. Election and Term of Membership. Nominations to the Executive Team are made by current members of the Executive Team or by the Board of Directors. Members of the Executive Team shall serve a three (3) year term by vote of the Board of Directors. Members may serve multiple successive terms while serving on the Board of Directors.

Section 5. Compensation. The Executive Team Committee shall not receive any compensation for services rendered in their capacity as an Executive Team Committee Member of the corporation.

Section 6. Other Committees. The Board of Directors may appoint such other committees as are deemed necessary to support the efforts of the Board of Directors.

ARTICLE S Indemnification

Section 1. Indemnification for Successful Defense. Within twenty (20) days after receipt of a written request pursuant to Section 3, the corporation shall indemnify a director or officer, 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 director or officer was a party because he or she is a director or officer of the corporation.

Section 2. Other Indemnification.

(a) In cases not included under Section 1, the corporation shall indemnify a director or officer against all liabilities and, expenses incurred by the director or officer in a proceeding to which the director or officer was a party because he or she is a director or officer of the corporation, unless liability was incurred because the director or officer breached or failed to perform a duty he or she owes 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 in connection with a matter in which the director or officer has a material conflict of interest.

(2) A violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.

(3) A transaction from which the director or officer derived an improper personal profit.

(4) Willful misconduct.

(b) Determination of whether indemnification is required under this Section shall be made pursuant to Section 5.

(c) 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 or officer is not required under this Section.

Section 3. Written Request. A director or officer who seeks indemnification under Section 1 or 2 shall make a written request to the corporation.

Section 4. Nonduplication. The corporation shall not indemnify a director or officer under Section 1 or 2 if the director or officer has previously received indemnification or allowance of expenses from any person, including the corporation, in connection with the same proceeding. However, the director or officer has no duty to look to any other person for indemnification.

Section 5. Determination of Right to Indemnification.

(a) Unless otherwise provided by the Articles of Incorporation or by written agreement between the director or officer and the corporation, the director or officer seeking indemnification under Section 2 shall select one of the following means for determining his or her right to indemnification:

(1) By a majority vote of a quorum of the Board of Directors consisting of directors not at the time parties to the same or related proceedings. If a quorum of disinterested directors cannot be obtained, by majority vote of a committee duly appointed by the Board of Directors and consisting solely of two (2) or more directors not at the time parties to the same or related proceedings. Directors who are parties to the same or related proceedings may participate in the designation of members of the committee.

(2) By independent legal counsel selected by a quorum of the Board of Directors or its committee in the manner prescribed in sub. (1) or, if unable to obtain such a quorum or committee, by a majority vote of the full Board of Directors, including directors who are parties to the same or related proceedings.

(3) By a panel of three (3) arbitrators consisting of one arbitrator selected by those directors entitled under sub. (2) to select independent legal counsel, one arbitrator selected by the director or officer seeking indemnification and one arbitrator selected by the two (2) arbitrators previously selected.

(4) By a court under Section 8.

(5) By any other method provided for in any additional right to indemnification permitted under Section 7.

(b) In any determination under (a), the burden of proof is on the corporation to prove by clear and convincing evidence that indemnification under Section 2 should not be allowed.

(c) A written determination as to a director's or officer's indemnification under Section 2 shall be submitted to both the corporation and the director or officer within 60 days of the selection made under (a).

(d) If it is determined that indemnification is required under Section 2, the corporation shall pay all liabilities and expenses not prohibited by Section 4 within 10 days after receipt of the written determination under (c). The corporation shall also pay all expenses incurred by the director or officer in the determination process under (a).

Section 6. Advance Expenses. Within 10 days after receipt of a written request by a director or officer who is a party to a proceeding, the corporation shall pay or reimburse his or her reasonable expenses as incurred if the director or officer provides the corporation with all of the following:

(a) A written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to the corporation.

(b) A written undertaking, executed personally or on his or her behalf, to repay the allowance to the extent that it is ultimately determined under Section 5 that indemnification under Section 2 is not required and that indemnification is not ordered by a court under Section 8(b)(2). The undertaking under this subsection shall be an unlimited general obligation of the director or officer and may be accepted without reference to his or her ability to repay the allowance. The undertaking may be secured or unsecured.

Section 7. Nonexclusivity.

(a) Except as provided in (b), Section 1, 2 and 6 do not preclude any additional right to indemnification or allowance of expenses that a director or officer may have under any of the following:

- (1) The Articles of Incorporation.
- (2) A written agreement between the director or officer and the corporation.
- (3) A resolution of the Board of Directors.

(b) Regardless of the existence of an additional right under (a), the corporation shall not indemnify a director or officer, or permit a director or officer to retain any allowance of expenses unless it is determined by or on behalf of the corporation that the director or officer did not breach or fail to perform a duty he or she owes to the corporation which constitutes conduct under Section 2(a)(1), (2), (3) or (4). A director or officer who is a party to the same or related proceeding for which indemnification or an allowance of expenses is sought may not participate in a determination under this subsection.

Section 8. Court-Ordered Indemnification.

(a) Except as provided otherwise by written agreement between the director or officer and the corporation, a director or officer who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. Application may be made for an initial determination by the court under Section 5(a)(5) or for review by the court of an adverse determination under Section 5(a)(1), (2), (3), (4) or (6). After receipt of an application, the court shall give any notice it considers necessary.

(b) The court shall order indemnification if it determines any of the following:

(1) That the director or officer is entitled to indemnification under Section 1 or 2.

(2) That the director or officer is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, regardless of whether indemnification is required under Section 2.

(c) If the court determines under (b) that the director or officer is entitled to indemnification, the corporation shall pay the director's or officer's expenses incurred to obtain the court-ordered indemnification.

Section 9. Indemnification of Employees or Agents. The corporation may indemnify and allow reasonable expenses of an employee or agent who is not a director or officer by general or specific action of the Board of Directors or by contract.

Section 10. Insurance. The corporation may purchase and maintain insurance on behalf of an individual who is an employee, agent, director or officer of the corporation against liability asserted against or incurred by the individual in his or her capacity as an employee, agent director or officer, regardless of whether the corporation is required or authorized to indemnify or allow expenses to the individual against the same liability under Sections 1, 2, 6 and 9.

Section 11. Liberal Construction. In order for the corporation to obtain and retain qualified directors and officers, the foregoing provisions shall be liberally administered in order to afford maximum indemnification of directors and officers and, accordingly, the indemnification above provided for shall be granted in all cases unless to do so would clearly contravene applicable law, controlling precedent or public policy.

Section 12. Definitions Applicable to This Article.

(a) "Corporation" means ACHIEVE BROWN COUNTY, INC.

(b) "Director or Officer" means any of the following:

(1) A natural person who is or was a director or officer of this corporation.

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(2) A natural person who, while a director or officer of this corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of another corporation or foreign corporation, partnership, joint venture, trust or other enterprise.

(3) Unless the context requires otherwise, the estate or personal representative of a director or officer.

(c) "Expenses" include fees, costs, charges, disbursements, attorney fees and other expenses incurred in connection with a proceeding.

(d) "Liability" includes the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, including an excise tax assessed with respect to an employee benefit plan, and reasonable expenses.

(e) "Party" includes a natural person who was or is, or who is threatened to be made, a named defendant or respondent in a proceeding.

(f) "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.

Section 13. Private Foundations. 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 6 Fiscal Year

The fiscal year of the corporation shall end on the last day of December in each year.

ARTICLE 7 No Seal

The corporation shall have no seal.

ARTICLE S Audits and Financial Information

Section 1. Audits and Financial Information. The Board of Directors shall prepare, or cause to be prepared, periodic financial reports treating all of the funds held by the corporation, either directly or component parts, as funds of the corporation. The activity within the funds held by

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the corporation shall be audited in accordance with accepted audit practices by an independent auditor appointed or approved by the Board of Directors at such time as the Board may determine, but at least annually, and subject to such limitations on the scope of the examination as the Board may prescribe. The independent auditor appointed or approved by the Board shall also, at such times as the Board may determine, but at least annually, prepare a consolidated financial statement for the corporation, including a statement of combined assets and liabilities; a statement of income, expenses and distributions; a list of projects and/or organizations to or for which funds were used or distributed for the corporations purposes; and such other additional reports or information as may be requested from time to time by the Board. The Board shall also prepare or cause to be prepared such financial information as may be necessary for tax returns or other reports the corporation is required to file with the United States or any state or other jurisdiction.

ARTICLE 9

Corporate Acts, Loans, and Deposits

Section 1. Corporate Acts. Unless otherwise directed by resolution of the Board of Directors or by law, all checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the corporation, and all deeds, mortgages, conveyances, and other written contracts, agreements and instruments to which the corporation shall be a party, and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the corporation shall be signed by the President and by any one of the following officers who is a different person: Vice President, Secretary or Treasurer. The Board of Directors may, however, authorize any one of such officers or one or more other officers or agents to sign any of such instruments for and on behalf of the corporation without necessity of counter signature.

Section 2. Loans. No funded indebtedness shall be contracted 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, savings and loan associations, trust companies or other depositories as the Board of Directors may select.

ARTICLE 10

Amendments

Section 1. By the Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting thereof, by the affirmative vote of a majority of the number of directors of this corporation then in office.

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

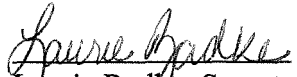
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Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

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Certified a true and correct copy of the Bylaws adopted on the __ day of November, 2015, by the Board of Directors of Achieve Brown County, Inc.


Laurie Radke, Secreta

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